COURT FILE NUMBERS	1301-08518
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
APPLICANT(S)	ERNST & YOUNG INC. IN ITS CAPACITY AS COURT-APPOINTED RECEIVER AND MANAGER OF BENCHMARK CAPITAL CORPORATION. AND 1211951 ALBERTA INC. AND NOT IN ITS PERSONAL OR CORPORATE CAPACITY
DOCUMENT	**THIRD REPORT OF THE RECEIVER** **8 JANUARY 2014**
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	**RECEIVER**

RECEIVER

Ernst & Young Inc.
1000, 440 - 2nd Avenue SW
Calgary, Alberta T2P 5E9
Attention: Neil Narfason / Nick Purich
Telephone: 403-206-5067 / (403) 206-5170
Fax: 403-206-5075
Email: Neil.Narfason@ca.ey.com
Nick.JB.Purich@ca.ey.com

COUNSEL

McCarthy Tétrault LLP
Suite 3300, 421 7th Avenue SW
Calgary AB T2P 4K9
Attn: Sean Collins / Pantelis Kyriakakis
Telephone: 403-260-3531 / 403-260-3536
Email: scollins@mccarthy.ca
pkyriakakis@mccarthy.ca

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INTRODUCTION

1. Ernst & Young Inc. was appointed Receiver and Manager (the "Receiver") of the property, assets and undertakings (the "Property") of Benchmark Capital Corporation ("Benchmark") and 1211951 Alberta Inc. ("121") pursuant to an Order (the "Receivership Order") of this Honourable Court dated August 13, 2013.

2. Collectively, Benchmark and 121 are sometimes referred to as the "Companies" or the "Debtors".

3. The Receivership Order authorized the Receiver, among other things, to carry on the business of the Companies, to sell, convey, transfer, lease or assign the Property out of the normal course of business, subject to court approval for transactions in excess of $100,000, and to make such arrangements or agreements as deemed necessary by the Receiver.

4. The purpose of the third report (the "Third Report") of the Receiver is to provide this Honourable Court with the Receiver's comments with regards to the:

   a) Activities of the Receiver for the period of October 30, 2013 to the date of the Third Report;

   b) The Receiver's Statement of Receipts and Disbursements for the period August 13, 2013 to the date of the Third Report (the "Reporting Period");

   c) The Receiver's request to make a final distribution; and

   d) Receiver's request for a discharge.

5. Capitalized terms not defined in the Third Report are as defined in the Receivership Order.

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

TERMS OF REFERENCE

7. In preparing the Third Report, the Receiver has relied upon unaudited financial information and company records. The Receiver has not performed an audit, review or other verification of such information.

BACKGROUND

8. Background information on Benchmark and 121 has been posted by the Receiver on its website at: www.ey.com/ca/foundationgroup.

ACTIVITIES OF THE RECEIVER FROM OCTOBER 30, 2013 TO DATE

Claims Process

9. Pursuant to an order granted by this Honourable Court (the "Claims Process Order") on October 4, 2013, the Receiver commenced a claims process for Benchmark and 121.

10. The Claims Bar Date was set at November 12, 2013. At the date of this report, all claims have been resolved.

11. The Receiver is now in a position to make a distribution based on the completed claims process.

Asset Realization

12. As described in the Affidavit of Neil Narfason, Sworn July 23, 2013, the Receiver only identified two material assets of 121 as follows:

    a) funds held in trust by Norton Rose Fulbright LLP in the amount of $212,987 (the "Trust Funds"); and

    b) a 50% beneficial owner's interest in a property with the municipal address of 21, 3040 Spence Wynd, Edmonton Alberta (the "Edmonton Property").

13. The Receiver collected the Trust Funds plus accrued interest in August 2013.

14. The sale of the Edmonton Property closed on December 6, 2013 in accordance with an Order of this Honourable Court granted November 14, 2013 approving the Purchase and Sale Agreement between 121, by the Receiver, and EMG Holdings Inc.

15. The sale of the Edmonton Property is described further in the Second Report of the Receiver.

16. Throughout its administration of the receivership of Benchmark and 121, the Receiver has not identified any other material assets.

RECEIPTS AND DISBURSEMENTS

17. The Receiver's receipts and disbursements (the "Receipts and Disbursements") throughout the Reporting Period are as presented below.

1211951 Alberta Inc.
Statement of Receipts and Disbursements
For the period:
August 13, 2013 - January 8, 2014

Receipts			
	Transfer From Debtor's Bank Account	$ 110	
	Sale of 50% Interest in Edmonton Property	110,000	
	Receipt of Funds Held in Trust	213,154	
	Interest Income	393	
	Total Receipts		$ 323,657
Disbursements			
	Receivership Registration Fees	140	
	Legal Fees and Costs	40,463	
	Receiver's Fees and Costs	42,876	
	GST Paid	3,877	
	Operating and Administrative Costs	4,438	
	Total Disbursements		91,794
Net Available for Distribution			$ 231,862

18. Benchmark's only receipt prior to a distribution from 121 was the initial transfer of the Company's bank account in the amount of $38. There were no other receipts or

disbursements during the Reporting Period as all assets were held by 121 other than Benchmark's loan to 121 as described in the distribution scheme below.

19. As shown above, 121 has $231,862 to distribute.

20. Professional fees for the administration total $83,399 (the "Professional Fees"). These fees are comprised of $42,876 in Receiver's fees and disbursements and the Receiver's counsel's fees and disbursements of $40,463. Both the Receiver's fees and the Receiver's counsel's fees include all costs to complete the administration of this Receivership.

21. The Receiver is of the opinion that the Professional Fees are reasonable due to the complexity in negotiating and consummating the sale of the Edmonton Property; the requirement to run a claims process; the number of distributions required and follow up thereon; and the general complexity of intercompany relationships within the group of legal entities commonly referred to as the Harvest Group of Companies which includes Benchmark and 121.

FINAL DISTRIBUTION

22. Based on the claims process completed by the Receiver, the Receiver is now in a position to make a final distribution. The Receiver is recommending the following distribution scheme for the final distribution (the "Final Distribution").

1211951 AB Inc. Distribution

Available for Distribution $ 231,862

Claims against 121:

Party	Accepted Claim	Distribution
Peacock Linder & Halt LLP	$ 19,242	$ 990
1379599 AB Ltd	-	-
Benchmark Capital Corp	4,484,620	230,745
Harvest Group GP Corporation	2,459	127
Total Claims	$ 4,506,320	$ 231,862

As shown in the table above, the majority of the funds will be paid to Benchmark given its loan to 121 which comprised all of 121's operating and investing funds. 121 had no other significant sources of funds.

23. As all funds are currently held in 121, the distribution will first be made from 121 to its proven creditors. No creditors have proven secured claims, and the Receiver has not identified any priority claims, so all claims rank *pari passu.*

24. After the completion of 121's distribution, Benchmark will make a distribution to its bondholders and creditors. Similar to 121, no creditors of Benchmark have proven secured claims, and the Receiver has not identified any priority claims, so all claims rank *pari passu.* A summary of the Benchmark distribution is as follows:

Benchmark Capital Corporation Distribution

Distribution from 1211951 AB Inc.	$	230,745
Initial transfer of bank account		39
Available for Distribution	$	230,784

Type of Creditor		Accepted Claim		Distribution Amount
Bondholder claims	$	5,324,624	$	181,763
Related party claims		1,431,839		48,878
Trade creditor's claims		4,194		143
Total	$	6,760,657	$	230,784

Details of the distribution table are shown in Appendix "A".

DISCHARGE

25. Upon completion of the Final Distribution, the Receiver will have substantially completed its administration of Benchmark and 121. As such, the Receiver is seeking its discharge (the "Discharge") upon completion of the Final Distribution and such minor administrative tasks as may be required.

RECEIVER'S RECOMMENDATIONS

26. The Receiver respectfully recommends that this Honourable Court approve the:

   a) Receipts and Disbursements of Benchmark and 121;

   b) Professional Fees;

   c) Final Distribution; and

   d) Discharge.

Dated at Calgary AB, this 8th Day of January, 2014.

ERNST & YOUNG INC.
in its capacity as Receiver of
Benchmark Capital Corporation
and 1211951 Alberta Inc.

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

Nick J.B. Purich, CA
Senior

Appendix A

Benchmark Capital Corporation Distribution

Distribution from 1211951 AB Inc.	$	230,745
Initial transfer of bank account		39
Available for Distribution	$	230,784

Claims against Benchmark:

Creditor	Accepted Claim	Distribution Amount
101000870 Sask Ltd.	$ 35,403	$ 1,209
619249 Alberta Ltd	434,418	14,829
873992 Alberta Ltd	178,041	6,078
ASHDOWN, Denise	93,000	3,175
BAIR, John	31,000	1,058
BARROWS, Rose Darlene	17,895	611
BEAVER, Cynthia	36,348	1,241
BECKETT, Terry	53,104	1,813
BELL, Annalita	124,000	4,233
BELL, Annalita Shireen	176,151	6,013
BELL, Micheal Bruce	34,540	1,179
BEXFIELD, John	62,000	2,116
BOLWIJN, John and Berendina	86,800	2,963
BREDESEN, Leif- Erik	24,926	851
CADRIN, Frank (deceased)	17,804	608
CAMPBELL, Jennifer	93,000	3,175
CARMEL, Dennis & Simone	39,169	1,337
CARMEL, Dennis and Simone	37,200	1,270
CARMEL, Simone	20,157	688
COLLINS, Diane Lorraine	31,000	1,058
COLLINS, Jason Peter	23,560	804
Comet Welding Ltd.	181,740	6,204
COOK, Anna	17,895	611
COOK, Anna	17,895	611
COOKE, Donna #23951	21,080	720
DAHL, Betty	17,701	604
DAKIN, Theresa	119,782	4,089
DAKIN, Theresa	86,800	2,963
DAVIDSON, Marie	24,800	847
DEGROOT, Karen	33,241	1,135
DESAUTELS, Roberta	35,403	1,209
DREWS, Brendan	124,000	4,233
DUNNETTE, Barbara	20,139	687
DYKI, Laurie	20,724	707
FECHO, Lynne	17,114	584
FRIEND, Patricia	17,114	584
GARDNER, Douglas	19,117	653
GARDNER, Shawn	35,608	1,216
GESSLEMAN, John	27,261	931
GOULDEN, Colette	93,834	3,203

Creditor (con't)		Accepted Claim	Distribution Amount
GRADEN, Tom		44,962	1,535
HANNIGAN, Richard		35,608	1,216
HANSEN, Margaret		35,789	1,222
HERNER, Ed & Jean		17,804	608
HIRSCHE, Reed and Marion		12,400	423
HOLMBERG, Elwyn		17,985	614
JAIDKA, Amrit #18702		12,400	423
KAYLAN, John		12,400	423
KERR, Shirley		177,014	6,043
KITT, Sherry		42,276	1,443
LEBLANC, Isabelle		89,021	3,039
LUKAWESKY, John		111,600	3,810
LUTHER, James Henry		72,540	2,476
LUTHER, James Henry		64,040	2,186
MAH, Judy Anne		17,377	593
MARKWART, Harold		47,660	1,627
MOORE , Terressa D. #28127		62,000	2,116
MORRIS, David Leslie		70,805	2,417
MORRIS, Patricia Ann		52,845	1,804
OHMAN, Valerie		17,895	611
PADGHAM, Kristi		17,701	604
POON, Esther		17,270	590
RASHID, Shamshudin & Khatun		17,512	598
REINHARDT, Dan and Hebert		124,000	4,233
REMPEL, Lorna		17,615	601
ROBALO, Joaquim & Alda		354,027	12,085
ROBALO, Joaquim and Alda		124,000	4,233
ROBERTSON, Karen		17,512	598
SACHRI, Eddie		17,804	608
SAWATSKY, Brenda		25,994	887
SEIFERT, Patricia		17,615	601
SHAW, Gailene		12,400	423
SONEKAN, Christian		35,403	1,209
SONEKAN, Christian		352	12
STADNYK, Jim		17,804	608
STEWART, Wendy		62,000	2,116
SUTTON, Joanne		24,800	847
TETTAMENTE, Lucieg		36,075	1,231
TRIMBLE, Marvin		34,540	1,179
WAGENAAR, Douglas		17,804	608
WAGNER, Carolyn		35,608	1,216
WIEBE, Margery		248,000	8,466
WIEBE, Margery		347,534	11,864
WINTERS, Victor & Helen		53,684	1,833
WINTERS, Victor and Helen		17,360	593
YIP, Gordon		35,025	1,196
Eyelogic		3,194	109
1379599 AB Ltd		65,100	2,222
1252060 AB Ltd.		765,500	26,131
Foundation Capital Corp.		1,000	34
Harvest Group LP		601,239	20,524
Total Claims	$	6,760,657	$ 230,784