



BARRISTERS SOLICITORS

**Reynolds
Mirth
Richards
& Farmer LLP**

WRITER'S E-MAIL sfinlay@rmrf.com

YOUR FILE

WRITER'S DIRECT PHONE 780.497.3302

OUR FILE 80699-068-SNF

July 26, 2019

EMAIL

To all Parties on the Service List attached hereto as Schedule "A"

Dear Sir/Madam:

Re: In the Matter of the Companies Creditors Arrangement Act, R.S.C. 1985, c. C-36 as amended; And in The Matter of a Plan of Arrangement of 667402 Alberta Ltd., 18512398 Alberta Ltd., 816956 Alberta Ltd., 1371047 Alberta Ltd., 1919209 Alberta Ltd. and Canada North Group LP Holdings Ltd.

Enclosed for service upon you please find:

1. Application of the Municipal District of Greenview No. 16; and
2. Affidavit of Marilyn Jensen.

We trust you will find the enclosed to be in order.

Yours truly,

REYNOLDS MIRTH RICHARDS & FARMER LLP

PER:

SHAUNA N. FINLAY

SNF/maj
Enclosures

SCHEDULE "A"
SERVICE LIST

Party	Counsel	Address	Email Address	Service Method
Canada North Group LP Holdings Ltd. Canada North Group Inc. Canada North Camps Inc. Campcorp Structures Ltd. D.J. Catering Ltd. 816956 Alberta Ltd. 1371047 Alberta Ltd. 1919209 Alberta Ltd.	The Monitor, Ernst & Young Inc. Attn: Matt McCulloch and Dan McCulloch	EPCOR Tower Suite 1400 10423 - 101th St. Edmonton, AB T5H 0E7	matt.mcculloch@ca.ey.com dan.mcculloch@ca.ey.com	Email
Paul McCracken Shayne McCracken	Sigurd Delblanc	Bryan & Company LLP 2600, 10180 – 101 Street Edmonton, AB T5J 3Y2	sdelblanc@bryanco.com	Email
Ernst & Young Inc. Attn: Matt McCulloch Dan McCulloch		EPCOR Tower Suite 1400 10423 - 101th St. Edmonton, AB T5H 0E7	matt.mcculloch@ca.ey.com dan.mcculloch@ca.ey.com	Email
Monitor	With a copy to: Darren R. Bieganeck, Q.C. & Ryan Quinlan	Duncan Craig LLP Suite 2800 10060 Jasper Avenue, Edmonton, AB T5J 3V9	dbieganeck@dcllp.com rquinlan@dcllp.com	Email
Canadian Western Bank	Chuck Russell, Q.C.	McLennan Ross LLP 600 McLennan Ross Building 12220 Stony Plain Road Edmonton, AB T5N 3Y4	crussell@mross.com	Email
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National Leasing Group Inc. ECN Capital Corp	Terrence M. Warner	Miller Thomson LLP 10155 - 102 St. Edmonton, AB T5J 4G8	twarner@millerthomson.com	Email
Weslease Income Growth Fund LP Weslease of Canada Ltd. Sysco Canada, Inc. Roterra Piling Ltd.	Kentigern A. Rowan, Q.C. / Amber Poburan	Ogilvie LLP 1400 Canadian Western Bank Place 10303 Jasper Avenue Edmonton, AB T5J 3N6	krowan@ogilvIELaw.com apoburan@ogilvIELaw.com	Email
First Island Financial Services Ltd. Zenex Capital Corp	Heather Ferris	Lawson Lundell LLP 1600, 925 West Georgia St. Vancouver, BC V6C 3L2	hferris@lawsonlundell.com wroberts@lawsonlundell.com	Email
Northland Mortgage & Investment Corporation	Kenneth T. Lenz, QC	Bennett Jones LLP 4500 Bankers Hall East 855 – 2 nd Street SW Calgary, AB T2P 4K7	lenzk@bennettjones.com	Email

Party	Counsel	Address	Email Address	Service Method
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Athabasca County	Greg G. Plester	Brownlee LLP 700, 396-11 Avenue SW Calgary, AB T2R 0C5	gplester@brownleelaw.com	Email
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Royal Bank of Canada	Dean Hutchison Catrina Webster	MLT Aikins LLP 2200, 10235 - 101 St. Edmonton, AB T5J 3G1	DHutchison@mltaikins.com CWebster@mltaikins.com	Email
Max Fuel Distributors Ltd.	Steve Livingstone	McLennan Ross LLP 600 McLennan Ross Building 12220 Stony Plain Road Edmonton, AB T5N 3Y4	slivingstone@mross.com	Email
Camcork	Patrick Harnett	Miller Thomson LLP 2700 Commerce Place 10155 - 102 St. Edmonton, AB T5J 4G8	pharnett@millerthomson.com	Email
Klassen Blade Contracting Ltd.	Shelby Klassen	Klassen Blade Contracting Ltd. P.O. Box 5599 Lacombe, AB T4L 1X2	shelby@treeeater.ca	Email
Cummins Western Canada Limited Partnership	Theodore Fong	Fasken Martineau DuMoulin LLP 3400 First Canadian Centre 350 - 7 th Avenue SW Calgary, AB T2P 3N9	tfong@fasken.com	Email
Black Diamond Limited Partnership Attn: Paul Wright, EVP and Chief Risk Officer		Suite 1000, 440 - 2nd Ave SW Calgary, AB T2P 5E9	pwright@blackdiamondgroup.com	Email
Securiguard Services Limited Attn: Grace Cheng		4 th Fl., 1445 West Georgia St. Vancouver, BC V6G 2T3	Grace@securiguard.com	Email
Matrix Solutions Inc.		Box 32006 Millwoods PO Edmonton, AB T6K 4C2	pearcemay@shaw.ca	Email

Party	Counsel	Address	Email Address	Service Method
Kingdom Cats Ltd., Kingdom Lodge LP Holdings Ltd. and Kingdom Properties Ltd.	Tara L. Hamelin	2300, 10180-101 St. Edmonton, AB T5J 1V3	thamelin@bmlp.ca	Email
Watchorn Rentals Ltd. / Sustainable			TAnderson@Aquatera.ca	Email
J.G. (Jeff) Lawson		Peters & Co. Limited 2300 Jamieson Place 308 Fourth Avenue SW Calgary, Alberta T2P 0H7	jlawson@petersco.com	Email
Ronald Louissaint		Alberta Human Rights Commission Northern Regional Office 800 - 10405 Jasper Ave NW Edmonton, Alberta T5J 4R7	gerard.dale@gov.ab.ca	Email
726 Modular Financing	Darcy McAllister	McAllister LLP 2500 Commerce Place 10155 - 102 St. Edmonton, AB T5J 4G8	dmcallister@mcallisterllp.com	Email
Mission Building Supplies (1985) Ltd.	Joseph J. Kueber, Q.C.	Bryan & Company LLP 2600 Manulife Place 10180 - 101 St. Edmonton, AB T5J 3Y2	jjkueber@bryanco.com	Email
Realcor Mortgage Corp	Donald Cooper	DLA Piper (Canada) LLP Suite 2800, Park Place 666 Burrard St Vancouver, British Columbia V6C 2Z7	don.cooper@dlapiper.com	Email
Mountain West Camp Services Ltd.	Nicholas Smith	Snyder & Associates LLP #2500 Sun Life Place, 10123 - 99 St. Edmonton, AB, T5J 3H1	nsmith@snyder.ca	Email
Great White Sand Tiger Lodging Ltd.	Ryan E. Flewelling	Regent Law 150 Metcalfe St., Suite 1401 Ottawa, ON K2P 1P1	ryan.flewelling@regentlaw.ca	Email
Versa	Jamie Flanagan	McLennan Ross LLP 1000 First Canadian Centre, 350 7th Avenue SW, Calgary, AB T2P 3N9	jflanagan@mross.com	Email
1333235 Alberta Ltd., o/a Northsat Distribution	Murray Engelking	Engelking Law 4311 Savaryn Drive SW Edmonton, Alberta T6X 2E8	Steven Graham sgraham@englaw.ca	Email

Party	Counsel	Address	Email Address	Service Method
John Fleming			johnfleming@shaw.ca christcitycreative@gmail.com	Email
Luc Lainey, 1473443 Alberta Ltd, 1744084 Alberta Inc., Camp Connect Services Ltd	Bryanna White	Emery Jamieson LLP 1700, 10235 – 101 St. Edmonton, AB T5J 3G1	bwhite@emeryjamieson.com kkawanami@emeryjamieson.com	Email
Experienced Equipment Sales & Rentals	John T A Stainton	Mintz Law 400, 10357-109 ST Edmonton, AB T5J1N3	jstainton@mintzlaw.ca	Email
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Red Ram	Jerritt R. Pawlyk	Bishop & McKenzie LLP <u>Suite 2300, 10180 - 101 St. NW, Edmonton, AB</u> T5J 1V3	jpawlyk@bmlp.ca	Email
506221 Alberta Ltd. Attention: Glen Staheli		#14, 9903 – 209 Street Edmonton, AB T5T 5X9	Glen.staheli@gmail.com	Email
Staheli Construction Co Ltd.	Brian Davison and Susy Trace	DLA Piper (Canada) LLP 1201 Scotia Tower 2 10060 Jasper Avenue Edmonton, AB T5J 4E5	brian.davison@dlapiper.com susy.trace@dlapiper.com	Email
Aurora Lodging Inc.	Jeremy Hockin, QC Steven A. Rohatyn	Parlee McLaws LLP 1700, 10175 – 101 Street Edmonton, AB T5J 0H3	jhockin@parlee.com srohatyn@parlee.com	Email
Peace River Lodge Limited Partnership Peace River Lodge GP Ltd. Bonnyville Lodge Limited Partnership Bonnyville Lodge GP Ltd. Wandering River Lodge Limited Partnership Wandering River Lodge GP Ltd. Wandering River Properties Ltd. HML Lodge Limited Partnership HML Lodge GP Ltd.				By the Monitor posting on its website
Kilometer 147 Limited Partnership		Kilometer 147 Limited Partnership 16903 – 129 Avenue Edmonton, AB T5V 1L2		Registered mail

Party	Counsel	Address	Email Address	Service Method
Kilometer 147 GP Ltd.		Kilometer 147 GP Ltd. c/o registered office 16903 – 129 Avenue Edmonton, AB T5V 1L2		Registered mail
726 Remote Accommodations Ltd.		726 Remote Accommodations Ltd. c/o Primary Attorney Stikeman Elliott LLP 4300 Bankers Hall West 888 3 rd Street SW Calgary, AB T2P 5C5 Attention: Bradley G. Squibb McAllister LLP 2500, 10155 – 102 Street Edmonton, AB T5J 4G8 Attention: Darcy McAllister	bsquibb@stikeman.com dmcallister@mcallisterllp.com	Email
Cimarron Lodge Limited Partnership Cimarron Lodge GP Ltd. Cimarron Holdings, LLC		14238 134th Ave Edmonton AB T5L 5V8 Attention: David Smith and Susan Smith	davids@cimarroncamps.com susan@cimarroncamps.com	Email
Town of Bonnyville		Brownlee LLP Suite 700 396 11 th Avenue SW Calgary, AB T2R 0C5 Attention: Gregory Plester	gplester@brownleelaw.com	Email
Phil Harrison			philipharrison154@gmail.com	Email
Jeffrey Hadfield Jackie Hadfield	Bradley J. Smith	Verhaeghe Law Office #203 Mayfield Business Centre 10525 -170 Street Edmonton, AB T5P 4W2	bradley@freedomlaw.ca	Email
Fairview Daycare & Playground Society	Jason Forbes Erik Compton	KMSC Law LLP #401, 10514 – 67 Avenue Grande Prairie, AB T8W 0K8	Jason@kmsc.ca ErikC@kmsc.ca	Email
Alta-Fab Structures Ltd.	David Lobay	David J. Lobay Law Corporation 7 - 4180 Island Highway North Nanaimo, BC V9T 1W6	lobay@lobaylaw.com	Email

2402753.docx



Clerk's stamp:

COURT FILE NUMBER

1703-12327

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

EDMONTON

IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS
AMENDED

AND IN THE MATTER OF A PLAN OF
ARRANGEMENT OF 667402 ALBERTA LTD.,
18512398 ALBERTA LTD., 816956 ALBERTA LTD.,
1371047 ALBERTA LTD., 1919209 ALBERTA LTD. and
CANADA NORTH GROUP LP HOLDINGS LTD.

APPLICANT

MUNICIPAL DISTRICT OF GREENVIEW NO. 16

RESPONDENT(S)

WESLEASE INCOME GROWTH FUND LIMITED
PARTNERSHIP, ECN BUSINESS MANAGEMENT
INC., CANADIAN WESTERN BANK, and BUSINESS
DEVELOPMENT BANK OF CANADA

DOCUMENT

**APPLICATION OF THE MUNICIPAL DISTRICT OF
GREENVIEW NO. 16**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT

Reynolds, Mirth, Richards & Farmer LLP
Barristers & Solicitors
3200 Manulife Place
10180 - 101 Street
Edmonton, AB T5J 3W8

Lawyer: Shauna N. Finlay
Telephone: (780) 425-9510
Fax: (780) 429-3044
File No: 80699-068-SNF

NOTICE TO RESPONDENT(S)

This application is made against you. You are a respondent. You have the right to state your side of this matter before the master/judge.

To do so, you must be in Court when the application is heard as shown below:

Date	August 22 & 23, 2019
Time	10:00 a.m.
Where	Edmonton Law Courts 1A Sir Winston Churchill Square Edmonton, Alberta T5J 0R2
Before Whom	The Honourable Mr. Justice S. D. Hillier

Remedy claimed or sought:

1. A declaration that, by virtue of S. 348 of the *Municipal Government Act*, the Municipal District of Greenview No. 16 (“Greenview”) holds a special lien on land, and improvements to the land, which includes the camp assets and trailers at the Simonette and Berland camps, and that this special lien has priority over all persons except the Crown, including the lessors of those camp assets.
2. A declaration that by virtue of the provision of municipal services to the Simonette and Berland camps, the special lien of the Greenview has priority over other parties with security interests in the camp assets at the Simonette and Berland camps.

Grounds for making this application:

3. Canada North Camps Inc., Paul William McCracken and Shane Lewis Dion McCracken leased certain camp equipment from Element Financial Corporation and 1919209 Alberta Ltd. Paul William McCracken leased certain camp assets from Weslease Income Growth Fund Limited Partnership.
4. All of the leased camp equipment was located in the Simonette and Berland camps and were located on lands within the municipal boundaries of Greenview.
5. The camp equipment and camp assets were the subject of municipal property taxes imposed by Greenview.
6. S. 348 of the *Municipal Government Act* provides that taxes due to a municipality are an amount owing to the municipality, recoverable as a debt due to the municipality, take priority over the claims of all persons except the Crown and, in case of property taxes, are a special lien on land and any improvements to the land.
7. Camp assets are the subject of a special lien in favour of Greenview which has priority over all persons except the Crown, which includes the lessors of those camp assets, and the secured parties holding security against one or more of the lessees.

Material or evidence to be relied on:

8. Affidavit of Marilyn Jensen, filed October 26, 2018.
9. Affidavit of Marilyn Jensen filed herewith.

Applicable rules:

10. *Alberta Rules of Court*, Rules 1.2, 1.4, 6.1, 6.2 and 11.27.
11. Such further and other rules as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

12. The *Municipal Government Act*, R.S.A. 2000, c. M-26 as amended, including S. 348.
13. The *Personal Property Security Act*, R.S.A. 2000, c. P-7, including S. 32.

14. Such further and other Acts and regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

15. None.

How the application is proposed to be heard or considered:

16. To be heard in person at the Law Courts, Edmonton, Alberta.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

Clerk's stamp



COURT FILE NUMBER

1703 12327

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

EDMONTON

IN THE MATTER OF THE COMPANIES CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS
AMENDED

AND IN THE MATTER OF A PLAN OF ARRANGEMENT
OF 667405 ALBERTA LTD., 18512398 ALBERTA LTD.,
1919209 ALBERTA LTD., and CANADA NORTH GROUP
LP HOLDINGS LTD.

DOCUMENT

SECOND AFFIDAVIT OF MARILYN JENSEN
FOR THE MUNICIPAL DISTRICT OF GREENVIEW NO.
16

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT

Reynolds Mirth Richards & Farmer LLP
Barristers & Solicitors
3200 Manulife Place
10180 – 101 Street
Edmonton, Alberta T5J 3W8

Attention: Shauna N. Finlay
Telephone: 780-425-9510
Facsimile: 780-429-3044
File No.: 80699-068-SNF

AFFIDAVIT OF MARILYN JENSEN

Sworn (or Affirmed) on July 24, 2019

I, Marilyn Jensen, of Valleyview, Alberta, SWEAR/AFFIRM AND SAY THAT:

1. I am the Finance Coordinator Taxation & Assessment of the Municipal District of Greenview No. 16 ("Greenview") and as such have a personal knowledge of the

facts and matters hereinafter deposed to except where stated to be based upon information and belief and where so stated do verily believe the same to be true.

2. On October 25, 2018, I swore an affidavit in this matter (the "First Affidavit").
3. I adopt and reaffirm the statements set out in the First Affidavit. This Second Affidavit provides an update to the property tax information in the October 25, 2018 affidavit and adds information relevant to the application filed by Greenview.
4. On or around August 21, 2018, a payment with respect to the property taxes owing in respect of improvements assessed as part of Tax Roll 309622, associated with the Berland Camp, as described in my First Affidavit, and Tax Roll 316532, associated with the Simonette Camp, as described in my First Affidavit, was made by a party I am advised was the purchaser of the shares of DJ Catering Ltd.
5. I attach as **Exhibit "A"** the up to date trial balances relating to the outstanding taxes and arrears owing by the Canada North Camps Inc. ("Canada North") and DJ Catering Ltd. ("DJ").
6. Greenview does claim entitlement in these proceedings to amounts owing by DJ for 2019 taxes.
7. The total amount of property taxes that Greenview claims are owing in respect to improvements associated with Tax Rolls 309622 (Berland) and 316532 (Simonette) and the land alone Tax Rolls of 309690 and 309619, held by Canada North and DJ respectively, is \$257,287.03.
8. The total amount of taxes and penalty owing post CCAA order in these proceedings are \$152,632.49.
9. Further, throughout 2015 and to the present, Greenview has maintained the roads leading to the Simonette and Berland camps and provided other services in respect of those camps such as road permits.
10. I make this Affidavit in support of the Application by Greenview for a declaration that Greenview holds a special lien on land, and improvements to the land, which includes the camp assets at the Simonette and Berland camps, and that the special lien has priority over all persons except the Crown and, in particular,

Greenview claims priority over any claim of any other person in respect of the camp assets of Simonette and Berland.

SWORN/AFFIRMED BEFORE ME)

at Valleyview, Alberta, this 24 day)
of July, 2019.)



Commissioner for Oaths in and for Alberta)



MARILYN JENSEN

2395448.docx

DONNA ISABEL DUCHARME

A Commissioner for Oaths in and
for the Province of Alberta

Commission expires February 19, 2020

6/27/2019 14:53

System:

User: Marilynj

All Roll I #'s

From Customer 179918 to 179918

All Tax Classes

Roll #

All Balances

All Roll Statutes

>= 2019

MD of Gre

Tax Roll

enview

Trial Balance

2018

2017

2016 <= 2015

Total

Class

309690 CANADA NORTH CAMPS INC.

Report Total:

Total number of Rolls: 1

\$148.00

\$148.00

\$171.75

\$171.75

\$220.51

\$220.51

\$246.74

\$246.74

\$0.00

\$0.00

\$787.00

\$787.00

NON

Page: 1

This is Exhibit " A " referred to in the Affidavit of

Marilyn Jensen

Sworn before me this 24th day

of July A.D., 2019

Donna Isobel Ducharme

A Notary Public, A Commissioner for Oaths
in and for the Province of Alberta

DONNA ISABEL DUCHARME

A Commissioner for Oaths in and
for the Province of Alberta

Commission expires February 19, 2020

Exhibit "A"

Exhibit "A"

System: 6/27/2019 14:49

User: Marilynj

All Rol l #'s

From Cu stomer 178667 to 17866

All Tax Classes

Roll # Name

All Balances

All Roll Statutes

>= 2019

MD of G

Tax Rol

7

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l Trial Balanc

e

	2018	2017	2016 <= 2015	Total	Class
309619 D.J. CATERING LTD	\$64.77	\$95.25	\$107.36	\$36.99	\$378.17 NON
309622 D.J. CATERING LTD	\$34,367.47	\$41,353.99	\$18,793.54	\$19,954.41	\$114,469.41 NON
316532 D.J. CATERING LTD	\$62,668.22	\$68,874.44	\$83,775.91	\$23,582.34	\$238,900.91 NON
Report Total:	\$97,100.46	\$110,323.68	\$102,676.81	\$43,573.74	\$353,748.49

Total n umber of Rolls: 3