

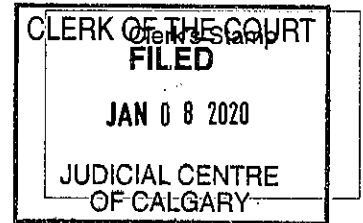
COURT FILE NUMBER **1901-03879**

COURT Court of Queen's Bench of Alberta

JUDICIAL CENTRE Calgary

PLAINTIFF **HSBC BANK CANADA**

DEFENDANTS **GENCO HOLDINGS LTD.**



DOCUMENT **APPLICATION (Receiver's Borrowing Charge)**

ADDRESS FOR SERVICE
AND CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT **Fasken Martineau DuMoulin LLP**
Barristers and Solicitors
3400 First Canadian Centre
350 – 7 Avenue SW
Calgary, Alberta T2P 3N9

Attention: Travis Lysak
Tel: (403) 261- 5350
Facsimile: (403) 261- 5351
File No.: 301368.00007

NOTICE TO RESPONDENT(S): SEE SERVICE LIST

This application is made against you. You are the respondent.

You have the right to state your side of this matter before the judge.

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

Date: January 17, 2020

Time: 11:00 a.m.

Where: Calgary Court Centre, 601 - 5 Street S.W., Calgary, Alberta, T2P 5P7

Before Whom: The Honourable Justice A. Grosse

Go to the end of this document to see what else you can do and when you must do it.

Remedy claimed or sought:

1. An Order (Receiver's Borrowing Charge), substantially in the form attached as **Schedule "A"**, ordering an increase of the Receiver's Borrowing Charge, as defined in paragraph 21 of the Receivership Order granted in these proceedings on March 22, 2019, and amended by an Order of this Court dated September 20, 2019 by Justice J.T. Eamon, from \$1,500,000 to \$1,750,000.

Grounds for making this application:

The grounds for making this application are set out more fully in the Fourth Report of the Receiver, but can be summarized as follows:

2. Any capitalized term not defined in the Application shall take the meaning ascribed to it in the Fourth Report.
3. The Receiver may need to borrow funds to pay outstanding operating costs and charges related to the 634 property.

Material or evidence to be relied on:

4. The Fourth Report of the Receiver dated January 7, 2020.
5. Affidavit of Service.
6. The other pleadings and materials filed in this Action and such further and other material as counsel may advise and this Honourable Court may permit.

Applicable rules:

7. Rules 1.3, 1.4, 6.3, and 13.5(2) of the *Rules of Court*.
8. Such further and other rules as counsel may advise and this Honourable Court may permit.

Applicable Acts and Regulations:

9. Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3.

10. *Judicature Act*, R.S.A. c. J-2.

11. Such further and other Acts and Regulations as counsel for the Receiver may advise or this Honourable Court may permit.

Any irregularity complained of or objection relied on:

12. Not applicable.

How the application is proposed to be heard or considered:

13. Before the presiding Honourable Madam Justice A. Grosse in Commercial Chambers.

WARNING

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

SCHEDULE "A"
Order (Receiver's Borrowing Charge)

COURT FILE NUMBER **1901-03879**

COURT Court of Queen's Bench of Alberta

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Clerk's Stamp

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File No.: 301368.00007

DATE ON WHICH ORDER WAS PRONOUNCED: **January 17, 2020**

LOCATION WHERE ORDER WAS PRONOUNCED: **Calgary, Alberta**

NAME OF THE JUDGE WHO MADE THIS ORDER: **The Honourable Justice A. Grosse**

UPON the application of Ernst & Young Inc. in its capacity as the receiver (the "**Receiver**") of certain undertaking, property and assets of Genco Holdings Ltd. and Genco (Walden) Ltd. (collectively, the "**Debtor**"); **AND UPON** having read the Fourth Report of the Receiver dated January 7, 2020 and such other materials in the pleadings and proceedings as deemed necessary; **AND UPON** hearing the submissions of counsel for the Receiver and any other interested parties appearing at the within application; **IT IS HEREBY ORDERED AND DECLARED THAT:**

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

RECEIVER'S BORROWING CHARGE

2. The Receiver's Borrowing Charge, as defined in paragraph 21 of the Receivership Order granted in these proceedings on March 22, 2019 by Justice P.R. Jeffrey, and amended by an Order of this Court dated September 20, 2019 by Justice J.T. Eamon, is hereby immediately increased from \$1,500,000 to \$1,750,000.

SERVICE OF THIS ORDER

3. This Order shall be sufficiently served by serving the same on the service list, in the same manner as the Application was served and by posting a copy of the same on the Receiver's website at www.ey.com/ca/genco.
4. Service of this Order on any other interested person in any other manner than set out above is hereby dispensed with.
5. Any interested party may apply to have this Order amended or varied on 5 days' notice to the Receiver.

Justice of the Court of Queen's Bench of Alberta