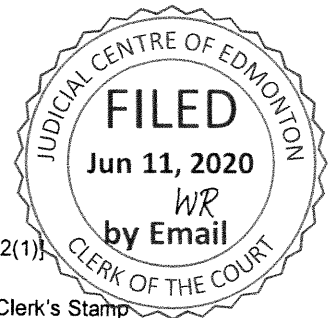




Form 27
[Rules 6.3 and 10.52(1)]

Clerk's Stamp

50.00
Inv. 018309

COURT FILE NUMBER 2003 03284

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE EDMONTON

PLAINTIFF ROYAL BANK OF CANADA

DEFENDANTS COPPERLINE EXCAVATING LTD.,
1496986 ALBERTA LTD., SPRUCE
CREEK CONTRACTING LTD., JAMIE
BLACK and LORI BLACK

DOCUMENT **APPLICATION BY ERNST & YOUNG
INC., RECEIVER FOR COPPERLINE
EXCAVATING LTD., 1496986 ALBERTA
LTD., SPRUCE CREEK CONTRACTING
LTD.**

ADDRESS FOR SERVICE
AND CONTACT
INFORMATION OF PARTY
FILING THIS DOCUMENT Sharek Logan & van Leenen LLP, Barristers & Solicitors
2100, 10060 Jasper Ave. NW Edmonton, Alberta T5J 3R8
Attn: David Archibold
Phone: (780) 413-3100 File: 15350/DA

NOTICE TO RESPONDENTS: CREDITORS OF COPPERLINE EXCAVATING LTD., 1496986 ALBERTA LTD., SPRUCE CREEK CONTRACTING LTD.; CANADA REVENUE AGENCY; LORI BLACK; JAMIE BLACK;

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

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

Date: **JUNE 22, 2020**

Time: **3:00PM**

Where: **WebEx Video Conference - Virtual Courtroom #7, Edmonton Law Courts**
Access via: <https://albertacourts.webex.com/meet/virtual.courtroom07>

Before Whom: **Presiding Justice JJ Gill in Commercial Chambers**

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. Ernst & Young Inc. in its capacity as court appointed Receiver (the "**Receiver**") of the current and future undertakings, properties and assets of Copperline Excavating Ltd., 1496986 Alberta Ltd., and Spruce Creek Contracting Ltd.; (the "**Debtors**") applies for an Order or Orders:
 - a. Abridging the time for service of this Application, validating and deeming service of this application good and sufficient in the manner advised;
 - b. Directing that service of the Order arising from this Application be dispensed with on parties not attending the Application;
 - c. Approving the proposed transaction (the "**Transaction**") as described in the Receiver's First Report and confidential supplement thereto;
 - d. In the alternative to "c.", the advice and direction of the court as to the Transaction;
 - e. Authorizing the Receiver to take all necessary steps in order to complete the Transaction;
 - f. Approving the activities of the Receiver as described in the Receiver's First Report;
 - g. Approving the fees and disbursements of the Receiver and its legal counsel to June 1, 2020 inclusive of work in progress fees and disbursements to June 1, 2020, as set out in the Receiver's First Report;
 - h. Approving the interim statement of receipts and disbursements contained in the Receiver's First Report.
 - i. Authorizing the Receiver to make an interim distribution to the secured creditors as proposed in the First Report;
 - j. Sealing the confidential supplement to the Receiver's First Report; and
 - k. For such further and other relief as this Honourable Court may deem just in all of the circumstances.

Grounds for making this application:

2. The Receiver was appointed receiver of the Debtors pursuant to a Receivership Order granted February 21, 2020.
3. The Receiver is empowered and authorized to:
 - a) Take possession and exercise control over the property any proceeds, receipts and disbursements arising out of or from the property of PM;

- b) To receive, preserve and protect the Property, or any part or parts thereof, including but not limited to, the changing of locks and security codes, the relocating of Property to safeguard it, the engaging of independent security personnel, the taking of physical inventories and the placement of such insurance coverage as may be necessary or desirable;
 - c) To engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver's powers and duties;
 - d) To market any or all of the property, including advertising and soliciting offers in respect of the property or any part or parts thereof and negotiating such terms and conditions of sale as the receiver in its discretion may deem appropriate;
 - e) To receive and collect all monies and accounts now owed or hereafter owing to the Debtors;
 - f) To sell, convey, transfer, lease or assign the property of the Debtors out of the ordinary course of business with the approval of the Court in respect of any transaction; and
 - g) To apply to the court for advice and direction in the discharge of the Receivers' powers and duties.
4. The Receiver is directed to:
- a) Hold all funds, monies, cheques, instruments and other forms of payments received or collected by the Receiver, net of approved disbursements, to be paid in accordance with the Receivership Order or further order of the Court ; and
 - b) Have the Receiver and its counsel pass their accounts from time to time;
5. The Receiver has received a proposal to purchase to complete the Transaction and the Receiver is of the view that the Transaction is fair and reasonable.

Material or evidence to be relied on:

- 6. The First Report of the Receiver, dated June 9, 2020, filed and served herewith;
- 7. The Confidential Supplement to the Receivers' First Report, unfiled and unserved;
- 8. Bench Brief of the Receiver, filed and served herewith; and
- 9. Such further and other materials as counsel may advise.

Applicable rules:

- 10. The applicable *Alberta Rules of Court* as may be referred to by counsel.

Applicable Acts and regulations:

- 11. *Rules of Court* (Alberta); *Judicature Act* (Alberta); and *Bankruptcy and Insolvency Act* (Canada) and such further and other Acts and regulations as counsel may advise.

Any irregularity complained of or objection relied on:

12. None.

How the application is proposed to be heard or considered:

13. By Electronic Hearing in Commercial Chambers in Virtual Courtroom 07.

AFFIDAVIT EVIDENCE IS REQUIRED IF YOU WISH TO OBJECT.

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 give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.