

COURT FILE NUMBER

2003 03284

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COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

EDMONTON

PLAINTIFF

ROYAL BANK OF CANADA

DEFENDANT

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

DOCUMENT

**ORDER FOR FINAL DISTRIBUTION,
APPROVAL OF RECEIVER'S FEES AND
DISBURSEMENTS, APPROVAL OF
RECEIVER'S ACTIVITIES AND
DISCHARGE OF RECEIVER**

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT

Sharek Logan & van Leenen LLP, Barristers & Solicitors
2100 Scotia Place, 10060 Jasper Avenue NW
Edmonton, Alberta, T5J 3R8
Phone: 780.413.3100 File 15350/DA
Attn: David Archibold

DATE ON WHICH ORDER WAS PRONOUNCED: OCTOBER 25, 2021

LOCATION WHERE ORDER WAS PRONOUNCED: EDMONTON

NAME OF JUSTICE WHO MADE THIS ORDER: THE HONORABLE JUSTICE D. L. SHELLEY

UPON THE APPLICATION by Ernst & Young Inc. in its capacity as the Court-appointed Receiver (the "**Receiver**") of the undertaking, property and assets of Copperline Excavating Ltd., 1496986 Alberta Ltd., and Spruce Creek Contracting Ltd. (the "**Debtors**"); **AND UPON HAVING READ** the Receivership Order dated February 21, 2020 (the "**Receivership Order**"), the Receiver's Second Report, Supplement to the Receiver's Second Report, bench brief, and the Affidavit of Service; **AND UPON NOTING** it is in the interest of the stakeholders to make a distribution to secured creditors; **AND UPON NOTING** it is in the interest of the stakeholders to conclude the Receivership and discharge the Receiver after certain conclusory steps have occurred;

IT IS HEREBY ORDERED AND DECLARED THAT:

- [1] The time for service of the notice of application for this Order is hereby abridged to the time actually given, and service of this Application and supporting materials as advised by counsel is good and sufficient, and this hearing is properly returnable before this Honourable Court today, and further service thereof is hereby dispensed with.

- [2] The activities of the Receiver and its counsel as outlined in the Receiver's Second Report (the "Report") and Supplement to the Receiver's Second Report are hereby ratified and approved.
- [3] The Receiver's Statement of Receipts and Disbursements to September 2, 2021 as set out in the Report is hereby ratified and approved.
- [4] The fees and disbursements of the Receiver as set out in the Report are hereby approved without the requirement of a formal passing of accounts.
- [5] The accounts of the Receiver's counsel, Sharek Logan & van Leenen LLP, for their fees and disbursements, as set out in the Report are hereby approved without the necessity of a formal assessment of their accounts.
- [6] The accounts of counsel for the management of the Debtors for their fees and disbursements as set out in the Report as having been of assistance to the Receiver and its counsel are hereby approved without the necessity of a formal assessment of their accounts.
- [7] On the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part of the Receiver. Subject to the foregoing any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
- [8] No action or other proceedings shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver, except with prior leave of this Court on Notice to the Receiver, and upon such terms as this Court may direct.
- [9] The process of winding up or concluding the Receivership as proposed by the Receiver in the Report and Supplement to the Receiver's Second Report are hereby approved. Specifically, the Court directs the following steps to take place in order to bring the Receivership to conclusion:
- a) The Receiver is to close the "0002" payroll and GST accounts opened by the Receiver with the Canada Revenue Agency upon completion of all administrative matters;
 - b) The Receiver is to make a distribution in the amounts as set out in the proposed distribution contained in the Supplement to the Receiver's Second Report at Schedule "A";
 - c) The Receiver and its legal counsel are authorized and directed to file a Notice of Ceasing to Act in any litigation involving the Debtors or the Receiver, and such Notices of Ceasing to Act shall designate the address for service upon the Debtor to be at:

12, 119 First Avenue
 Spruce Grove, Alberta, T7X 2H4 (the "Address")

or such other address as may be communicated by counsel for the Defendants
 - d) The Receiver is to arrange for the cancellation of all remaining accounts in its own name, as well as the payment of any outstanding liabilities in respect of those accounts up to the date of cancellation or transfer;

- e) The Receiver is entitled to pay its reasonable fees and disbursements accruing from September 2, 2021, as well as those of its legal counsel, out of the funds that the Receiver is holding in trust;
 - f) The Debtors' former directors and officers shall then have 30 days from the date of this Order to make appropriate arrangements with the Receiver to retain physical possession of the books and records of the Debtor, at their sole cost and expense. In the event that the Debtors' former directors and officers do not exercise their option to retain the books and records, the Receiver is hereby authorized to abandon the books and records to Management;
 - g) After payment of all amounts as outlined herein, the Receiver shall pay, subject to reasonable holdbacks not to exceed \$133,412.66 that the Receiver may maintain to address 'windup' steps, all remaining funds from its trust account to Royal Bank of Canada;
 - h) Review and settle the beneficial ownership claim as to the Rental Property (as defined in the Reports) or bring an application to this Court to determine entitlement to the holdback funds in relation to this claim; and
 - i) Upon completion of the distribution of funds and other administrative matters outlined in this paragraph, the Receiver shall file an affidavit with the Court confirming all steps have been taken, the resolution of the holdback claim as to the Rental Property, together with the final Statement of Receipts and Disbursements.
- [10] Upon completing the steps outlined in paragraph 9 of this Order, including the filing of the Affidavit as required by paragraph 9(i), of this Order, the Receiver is fully and finally discharged, provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of the Receiver in its capacity as Receiver.
- [11] Both before and after its discharge, the Receiver is authorized and directed to redirect and/or send any correspondence or other documents addressed to the Debtors or the Receiver and received by the Receiver to the Address. Thereafter the Receiver has no other obligation or responsibility in relation to any such correspondence or other documents, and for clarity has no obligation or responsibility to respond to or deal with any such correspondence or document. Notwithstanding the aforesaid, any funds received by the Receiver on account of the Debtors, or any one of them, shall be forwarded by the Receiver to the Royal Bank of Canada.
- [12] For clarity, upon the discharge of the Receiver, all of the property of the Debtors, including without limitation, leased property, the books, records, and other documents and information of Debtors, shall revert to the Debtors, and the Receiver shall have no more right, entitlement, obligation or responsibility in respect of or relating to the property or information of the Debtors, including without limitation information to which the Personal Information Protection and Electronic Documents Act, SA 2003, c P6.5 may apply, and the Receiver shall have no responsibility or obligation to maintain any insurance in respect of the property of the Debtors.
- [13] The Interlocutory Sealing Order granted June 22, 2020, by the Honourable Justice J. J. Gill is vacated and of no further force and effect. The Clerk of the court is hereby directed to remove the confidential exhibit to the Receiver's First Report from the sealed envelope it is contained within and to file the said confidential Supplement to the Receiver's First Report in this Action.
-  [14] ~~This Order shall have full force and effect in all Provinces and Territories in Canada, outside Canada and against all persons against whom it may be enforceable.~~ ✓ 

- [15] This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.
- [16] This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by Facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.
- [17] Service of this Order on any party not attending this Application is hereby dispensed with.



The Honourable Justice D. L. Shelley,
Court of Queen's Bench of Alberta, In Commercial
Chambers