



No. S091670  
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

- AND -

IN THE MATTER OF THE *CANADA BUSINESS CORPORATIONS ACT*,  
R.S.C. 1985 c. C-44

- AND -

IN THE MATTER OF THE BRITISH COLUMBIA *BUSINESS CORPORATIONS ACT*,  
S.B.C. 2002, c. 57

- AND -

IN THE MATTER OF  
REDCORP VENTURES LTD. and REDFERN RESOURCES LTD.

No. B-091238  
Estate No. 11-252701  
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA  
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE BANKRUPTCY OF REDFERN RESOURCES LTD.

### **NOTICE OF APPLICATION**

**Name(s) of applicant(s):** Alvarez & Marsal Canada Inc. (formerly McIntosh & Morawetz Inc.), an affiliate of Alvarez & Marsal Canada ULC, the Court-appointed Interim Receiver of Redcorp Ventures Ltd. and Redfern Resources Ltd.

**To:** The Parties and Counsel listed on the Service List attached hereto

TAKE NOTICE that an application will be made by the applicants to the presiding judge at the courthouse at 800 Smithe Street, Vancouver, BC, V6Z 2E1 on Wednesday, September 22, 2010 at 9:15 a.m. for the orders set out in Part 1 below.

**Part 1: ORDER(S) SOUGHT**

1. See draft form of Order attached as Schedule "A".

**Part 2: FACTUAL BASIS**

1. On May 29, 2009 the Receiver was appointed the Receiver of certain assets and undertakings (the "**Receivership Property**") of the Debtor by Order of the Honourable Chief Justice Brenner in these proceedings (the "**Receivership Order**");
2. The Receiver has collected proceeds from the sale of Receivership Property and wishes to distribute the proceeds to the senior secured creditor in partial satisfaction of their debt;
3. The Receiver has received interest payments from certain asset backed commercial paper ("**ABCP**") held by Redcorp that is not covered by Note Holders' (as defined in the Fourth Report) security, and the Receiver has sold oil and gas assets of Redfern in the Province of Alberta that are not part of the Note Holders' security. The Receiver wishes to pay these interest payments to the Trustee of Redcorp and Redfern;
4. The D & O Claims process proceeded pursuant to Order dated August 20, 2009:
  - nine claims were received;
  - all were disallowed;
  - there were two appeals;
  - the disallowance of appeals was confirmed by Order of The Honourable Mr. Justice Burnyeat on February 19, 2010;
  - there were no further appeals received and all applicable appeal periods have run out.

Accordingly, the Directors Charge is no longer required;

5. The Note Holders' security is the first charge against Receivership Property and the funds to be paid to the Note Holders are the proceeds of the sale thereof;
6. The Trustee has priority over Note Holders to the interest received on the ABCP and the proceeds from the sale of the oil & gas assets.

**Part 3: LEGAL BASIS**

1. the Pleadings and other materials filed herein;

2. *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended;
3. *Law and Equity Act*, R.S.B.C. 1996 c. 253, as amended, including s. 64 thereof;
4. *Personal Property Security Act*, R.S.B.C. 1996 c. 359, as amended, including s. 25 and s. 35 thereof;
5. *Supreme Court Civil Rules*, B.C. Reg. 241/2010, as amended, including Rule 8-1 thereof; and
6. the inherent jurisdiction of this Court.

**Part 4: MATERIAL TO BE RELIED ON**

1. Fourth Report of the Receiver dated September 13, 2010;

The applicants estimates that the application will take 30 minutes.

- ☐ This matter is within the jurisdiction of a master.
- ☒ The Honourable Mr. Justice Burnyeat is seized of this matter.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this notice of application, you must, within 5 business days after service of this notice of application or, if this application is brought under Rule 9-7, within 8 business days after service of this notice of application,

- (a) file an application response in Form 33;
- (b) file the original of every affidavit, and of every other document, that
  - (i) you intend to refer to at the hearing of this application, and
  - (ii) has not already been filed in the proceeding; and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
  - (i) a copy of the filed application response;
  - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
  - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Sep 13, 2010  
Dated

Davis LLP  
Signature of ☒ lawyer for filing party(ies)  
Davis LLP (H. Lance Williams)  
Lawyer for Alvarez & Marsal Canada Inc.  
(formerly McIntosh & Morawetz Inc.), an  
affiliate of Alvarez & Marsal Canada ULC,  
the Court-appointed Interim Receiver and  
Receiver of the Petitioners

***To be completed by the court only:***

Order made

- ☐ in the terms requested in paragraphs \_\_\_\_\_ of Part 1 of  
this notice of application
- ☐ with the following variations and additional terms:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date: \_\_\_\_\_

Signature of ☐ Judge ☐ Master

## APPENDIX

*The following information is provided for data collection purposes only and is of no legal effect.*

### **THIS APPLICATION INVOLVES THE FOLLOWING:**

- ☐ discovery: comply with demand for documents
- ☐ discovery: production of additional documents
- ☐ oral matters concerning document discovery
- ☐ extend oral discovery
- ☐ other matter concerning oral discovery
- ☐ amend pleadings
- ☐ add/change parties
- ☐ summary judgment
- ☐ summary trial
- ☐ service
- ☐ mediation
- ☐ adjournments
- ☐ proceedings at trial
- ☐ case plan orders: amend
- ☐ case plan orders: other
- ☐ experts

**SERVICE LIST**  
(as at September 13, 2010)

CCAA Proceedings - Redcorp Ventures Ltd. & Redfern Resources Ltd.  
S.C.B.C. No. S091670

<p>Fasken Martineau DuMoulin LLP #2900 - 550 Burrard Street Vancouver, BC V6C 0A3</p> <p><b>Attention: Kibben Jackson</b> Tel: 604-631-4786 Fax: 604-632-4786 email: <a href="mailto:kjackson@fasken.com">kjackson@fasken.com</a></p> <p><i>Counsel for KPMG Inc. (the Monitor)</i></p>	<p>Davis LLP 2800 - 666 Burrard Street Vancouver, BC V6C 2Z7</p> <p><b>Attention: Lance Williams</b> Tel: 604-643-6309 Fax: 604-605-6309 email: <a href="mailto:lwilliams@davis.ca">lwilliams@davis.ca</a></p> <p><b>Attention: Brent Meckling</b> Tel: 604-643-6405 Fax: 604-605-3757 email: <a href="mailto:bmeckling@davis.ca">bmeckling@davis.ca</a></p> <p>Davis LLP Livingston Place 1000 - 250 2nd St SW Calgary, AB T2P 0C1</p> <p><b>Attention: Larry Robinson, Q.C.</b> Tel: 403-698-8715 Fax: 403-697-6609 email: <a href="mailto:larry.robinson@davis.ca">larry.robinson@davis.ca</a></p> <p><i>Counsel for McIntosh &amp; Morawetz Inc., an affiliate of Alvarez &amp; Marsal Canada ULC (the Court-appointed Interim Receiver &amp; Receiver)</i></p> <p><i>(McIntosh &amp; Morawetz Inc. listed for information/contact purposes)</i></p> <p>McIntosh &amp; Morawetz Inc., an affiliate of Alvarez &amp; Marsal Canada ULC Royal Bank Plaza, South Tower 200 Bay Street, Suite 2000 P.O. Box 22 Toronto, ON M5J 2J1</p> <p><b>Attention: Alan J. Hutchens</b> Tel: 416.847.5159 Fax: 416.847.5201 email: <a href="mailto:ahutchens@alvarezandmarsal.com">ahutchens@alvarezandmarsal.com</a></p> <p><b>Attention: Melanie MacKenzie</b> Tel: 416.847.5158 Fax: 416.847.5201 email: <a href="mailto:mmackenzie@alvarezandmarsal.com">mmackenzie@alvarezandmarsal.com</a></p>
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<p>Bull Housser &amp; Tupper LLP 3000 Royal Centre PO Box 11130 1055 West Georgia Street Vancouver, BC V6E 3R3</p> <p><b>Attention: E. Jane Milton, Q.C.</b> Tel: 604-641-4823 Fax: 604-646-2676 email: <a href="mailto:ejm@bht.com">ejm@bht.com</a></p> <p><b>Attention: Steven Dvorak</b> Tel: 604. 641.4879 Fax: 604.646.2560 email: <a href="mailto:sdd@bht.com">sdd@bht.com</a></p> <p><i>Counsel for Directors and Officers</i></p>	<p>Department of Justice Canada BC Regional Office 900 – 840 Howe Street Vancouver, BC V6Z 2S9</p> <p><b>Attention: Wendy Petersmeyer</b> Tel: 604-666-0948 Fax: 604-666-1462 email: <a href="mailto:wendy.petersmeyer@justice.gc.ca">wendy.petersmeyer@justice.gc.ca</a></p> <p><i>for Canada Revenue Agency</i></p>

<p>Ministry of Attorney General Legal Services Branch PO Box 9289 Stn Prov Govt 601 – 1175 Douglas Street Victoria, BC V8W 9J7</p> <p><b>Attention: David J. Hatter</b> Tel: 250-387-1274 Fax: 250-387-0700 email: <a href="mailto:david.hatter@gov.bc.ca">david.hatter@gov.bc.ca</a></p> <p><b>Attention: Richard Butler</b> Tel: 250.356.6559 Fax: 250.356.9154 email: <a href="mailto:richard.butler@gov.bc.ca">richard.butler@gov.bc.ca</a></p> <p><b>Attention: Aaron Welch</b> Tel: 250-356-8589 Fax: 250-387-0700 email: <a href="mailto:aaron.welch@gov.bc.ca">aaron.welch@gov.bc.ca</a></p> <p><i>on behalf of the Provincial Crown</i></p>	<p>Department of Justice Canada 900 - 840 Howe Street Vancouver, BC V6Z 2S9</p> <p><b>Attention: Donnaree Nygard</b> Tel: 604-666-3049 Fax: 604-775-5942 email: <a href="mailto:donnaree.nygard@justice.gc.ca">donnaree.nygard@justice.gc.ca</a></p> <p><i>on behalf of the Federal Crown</i></p>
<p>Cassels Brock &amp; Blackwell LLP 2100 Scotia Plaza 40 King Street West Toronto, ON M5H 3C2</p> <p><b>Attention: Mike Weinczok</b> Tel: 416-642-7475 Fax: 416-640-3406 email: <a href="mailto:mweinczok@casselsbrock.com">mweinczok@casselsbrock.com</a></p> <p><i>Counsel for Gold Weaton</i></p>	
<p>Alexander Holburn Beaudin &amp; Lang LLP 2700 - 700 West Georgia Street Vancouver, BC V7Y 1B8</p> <p><b>Attention: Sharon Urquhart</b> Tel: 604-484-1757 Fax: 604-484-9700 email: <a href="mailto:surquhart@ahbl.ca">surquhart@ahbl.ca</a></p> <p><i>Counsel for Sundial Marine Construction and Repair, Inc.</i></p>	<p>Jenkins Marzban Logan LLP 900 - 808 Nelson Street Vancouver, BC V6Z 2H2</p> <p><b>Attention: David T. McKenzie</b> Tel: 604-681-6584 Fax: 604-681-0766 email: <a href="mailto:dmckenzie@jml.ca">dmckenzie@jml.ca</a></p> <p><i>Counsel for Arctic Const. Ltd.</i></p>



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<p>Andrew Davis Law Corporation 1800 - 999 West Hastings Street Vancouver, BC V6C 2W2</p> <p><b>Attention: Andrew Davis</b> Tel: 604-682-3734 Fax: 604-682-3932 email: <a href="mailto:havgownwilltravel@gmail.com">havgownwilltravel@gmail.com</a></p> <p><i>Counsel for Merit Consultants International Inc.</i></p>	<p>Digby Leigh &amp; Company 3050 Highland Blvd. North Vancouver, BC V7R 2X3</p> <p><b>Attention: Digby Leigh</b> Tel: 604-988-7163 Fax: 604-903-8625 email: <a href="mailto:dleigh@leighco.ca">dleigh@leighco.ca</a></p> <p><i>Counsel for EECOL Electric</i></p>
<p>Clark Wilson LLP 800 - 885 West Georgia Street Vancouver, BC V6C 3H1</p> <p><b>Attention: Brent Clark</b> Tel: 604-891-7765 Fax: 604-687-6314 email: <a href="mailto:bcc@cwilson.com">bcc@cwilson.com</a></p> <p><i>Counsel for Ascent Helicopters Ltd.</i></p>	<p>Fraser Milner Casgrain LLP 15<sup>th</sup> Flr., The Grosvenor Building 1040 West Georgia Street Vancouver, BC V6E 4H8</p> <p><b>Attention: John R. Sandrelli</b> Tel: 604-687-4460 Fax: 604-683-5214 email: <a href="mailto:john.sandrelli@fmc-law.com">john.sandrelli@fmc-law.com</a></p> <p><b>Attention: Cindy Cheuk</b> Tel: 604.691.6463 Fax: 604.683.5214 email: <a href="mailto:cindy.cheuk@fmc-law.com">cindy.cheuk@fmc-law.com</a></p> <p><i>Counsel for Procon Mining and Tunnelling Ltd.</i></p>

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<p>Watson Goepel Maledy LLP Suite 1700 1075 West Georgia Street Vancouver, BC V6E 3C9</p> <p><b>Attention: Robert Watson</b> Tel: 604.609.3050 Fax: 604.688.8193 email: <a href="mailto:rwatson@wgmlaw.com">rwatson@wgmlaw.com</a></p> <p><i>Counsel for Kinetics Drive Solutions Inc.</i></p>	<p>Fraser Milner Casgrain LLP 1500 - 1040 West Georgia Street Vancouver, BC V6E 4H8</p> <p><b>Attention: Salim Hirji</b> Tel: 604-687-4460 Fax: 604-683-5214 email: <a href="mailto:salim.hirji@fmc-law.com">salim.hirji@fmc-law.com</a></p> <p><i>Counsel for Sanitherm Inc.</i></p>
<p>Abakhan &amp; Associates Inc. 1120 - 625 Howe Street Vancouver, BC V6C 2T6</p> <p><b>Attention: Philip McCourt</b> Tel: 604-484-7845 Fax: 604.689.4277 email: <a href="mailto:pmccourt@abakhan.com">pmccourt@abakhan.com</a></p> <p><i>Trustee in Bankruptcy of Redcorp Ventures Ltd. &amp; Redfern Resources Ltd.</i></p>	<p>Owen Bird Law Corporation 29th Floor, Three Bentall Centre 595 Burrard Street P.O. Box 49130 Vancouver, BC V7X 1J5</p> <p><b>Attention: Jonathan L. Williams</b> Tel: 604.691.7562 Fax: 604.632.4483 email: <a href="mailto:jwilliams@owenbird.com">jwilliams@owenbird.com</a></p> <p><i>Counsel for the Trustee in Bankruptcy of Redcorp Ventures Ltd. &amp; Redfern Resources Ltd.</i></p>

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<p>CIBC Mellon Trust Company Suite 1600, 1066 West Hastings Street Vancouver, BC V6E 3X1</p> <p><b>Attention: Roberta Massender</b> Tel: 604.891.3021 Fax: 604.688.4301 e-mail: <a href="mailto:Roberta_Massender@CIBCMellon.com">Roberta_Massender@CIBCMellon.com</a> <i>on their own behalf</i></p>	<p>Stikeman Elliott LLP Suite 1700, Park Place, 666 Burrard Street Vancouver BC V6C 2X8</p> <p><b>Attention: Hein Poulus, Q.C.</b> Tel: 604. 631.1378 Fax: 604.681.1825 e-mail: <a href="mailto:hpoulus@stikeman.com">hpoulus@stikeman.com</a></p> <p><b>Attention: Paula Price</b> Tel: 604.631.1351 Fax: 604.681.1825 e-mail: <a href="mailto:pprice@stikeman.com">pprice@stikeman.com</a></p> <p><i>Counsel for Sandvik Mining and Construction</i></p>

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

- AND -

IN THE MATTER OF THE *CANADA BUSINESS CORPORATIONS ACT*,  
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- AND -

IN THE MATTER OF  
REDCORP VENTURES LTD.  
and REDFERN RESOURCES LTD.

**ORDER**  
**(MISCELLANEOUS MATTERS)**

BEFORE THE HONOURABLE MR.  
JUSTICE BURNYEAT

WEDNESDAY, THE 22<sup>ND</sup> DAY OF  
SEPTEMBER, 2010

THE APPLICATION of Alvarez & Marsal Canada Inc. (formerly McIntosh & Morawetz Inc.), an affiliate of Alvarez & Marsal Canada ULC, the Court-appointed Interim Receiver and Receiver of the Petitioners (the “**Receiver**”), coming on for hearing this day at 800 Smithe Street, Vancouver, British Columbia; AND ON HEARING H. Lance Williams, counsel for the Receiver, and other counsel as listed on Schedule “A” attached hereto; AND ON READING the Notice of Application dated September 13, 2010, and the Receiver’s Fourth Report dated September 13, 2010 (the “Fourth Report”):

1. THIS COURT ORDERS AND DECLARES THAT the Fourth Report and the conduct of the Receiver as particularised therein, is hereby approved.

2. THIS COURT ORDERS THAT the Receiver pay the sum of \$850,000.00 to CIBC Mellon Trust Company in partial satisfaction of the security held by the Noteholders (as defined in the Fourth Report) in respect of assets being administered by the Receiver;
3. THIS COURT ORDERS THAT the Receiver pay the ABCP Interest Payment (as defined in the Fourth Report) in the sum of \$401,000.00 to Abakhan & Associates Inc., Trustee in bankruptcy for the estate of Redcorp Ventures Ltd.;
4. THIS COURT ORDERS THAT the Receiver pay the net proceeds from the sale of the Oil and Gas Assets of Redfern Resources Ltd. (as described in the Fourth Report) in the sum of \$150,341.27 to Abakhan & Associates Inc., Trustee in Bankruptcy for the estate of Redfern Resources Ltd.;
5. THIS COURT ORDERS AND DECLARES THAT the Director's Charge, as defined in paragraph 27 of the Order of the Honourable Chief Justice Brenner dated March 4<sup>th</sup>, 2009 granted herein, is hereby released and discharged; and
6. THIS COURT ORDERS THAT the approval of this Order by counsel appearing, other than counsel for the Receiver, is hereby dispensed with.

BY THE COURT

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REGISTRAR

APPROVED AND CONSENTED TO:

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Davis LLP (H. Lance Williams)  
Counsel for Alvarez & Marsal Canada Inc.  
(formerly McIntosh & Morawetz Inc.), an  
affiliate of Alvarez & Marsal Canada ULC,  
in its capacity as Court-appointed Interim  
Receiver and Receiver

## Schedule "A"

## List of Counsel

[illegible]



No. S019670  
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IN THE MATTER OF THE *COMPANIES' CREDITORS*  
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No. B-091238  
Estate No. 11-252701  
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IN BANKRUPTCY AND INSOLVENCY  
IN THE MATTER OF THE BANKRUPTCY OF REDFERN  
RESOURCES LTD.

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## NOTICE OF APPLICATION

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Barristers & Solicitors  
2800 Park Place  
666 Burrard Street  
Vancouver, BC V6C 2Z7

Tel. No. 604.687.9444  
Fax No. 604.687.1612

File No. 76334-00001

LZW/bdw