



Alvarez & Marsal Canada Inc.
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**CANADA
PROVINCE OF ALBERTA
CITY OF CALGARY
ESTATE NO. 24-1823084
Alvarez & Marsal Canada Inc.**

IN THE MATTER OF THE BANKRUPTCY OF PARAGON CANADA ALEXIS ULC, a solely constituted corporation, having its head office and principal place of business at Box 10, Whitecourt, Alberta, T7S 1N3

NOTICE OF BANKRUPTCY AND FIRST MEETING OF CREDITORS
(Subsection 102(1) of the Bankruptcy and Insolvency Act)

TAKE NOTICE that:

1. Paragon Canada Alexis ULC was deemed to have filed an assignment on the 31st day of January 2013, and the undersigned, Alvarez & Marsal Canada Inc., was appointed as trustee in bankruptcy by the official receiver, subject to affirmation by the creditors of the trustee's appointment or substitution of another trustee by the creditors.
2. The first meeting of creditors of the bankrupt will be held on the 25th day of February 2013 at 10:00 a.m. at Manulife Place, King Edward Room, 10180-101 St NW, 5th Floor, Edmonton, Alberta.
3. To be entitled to vote at the meeting, a creditor must lodge with the trustee, before the meeting, a proof of claim and where necessary, a proxy.
4. Enclosed with this notice is a form of proof of claim, a form of proxy and a list of creditors with claims amounting to twenty-five dollars or more, showing the amounts of their claims.
5. Creditors must prove their claims against the estate of the bankrupt in order to share in any distribution of the proceeds realized from the estate.
6. For further information and copies of the certificate of assignment and other bankruptcy related documents to these proceedings, please visit the trustee's web-site at www.amcanadadocs.com.

DATED AT CALGARY, ALBERTA, this 31st day of January, 2014.

ALVAREZ & MARSAL CANADA INC.

in its capacity as Trustee of the Estate of Paragon Canada Alexis ULC, a Bankrupt, and not in its personal capacity

Per: _____
Tim Reid, CA CIRP
Senior Vice - President

District of: Alberta
Division No. 01 - Edmonton
Court No. 24-1823084
Estate No. 24-1823084

☒ Original ☐ Amended

-- Form 78 --

Statement of Affairs (Business Bankruptcy) made by an entity
(Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)

To the bankrupt:

You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the bankruptcy, on the 31st day of January 2014. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

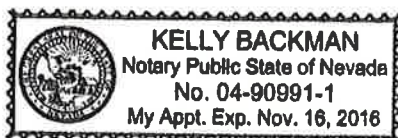
LIABILITIES (as stated and estimated by the officer)		ASSETS (as stated and estimated by the officer)	
1. Unsecured creditors as per list "A"	4.00	1. Inventory	0.00
Balance of secured claims as per list "B"	94,918,392.59	2. Trade fixtures, etc.	0.00
Total unsecured creditors	94,918,396.59	3. Accounts receivable and other receivables, as per list "E"	
2. Secured creditors as per list "B"	305,520.00	Good	0.00
3. Preferred creditors as per list "C"	95.00	Doubtful	0.00
4. Contingent, trust claims or other liabilities as per list "D"		Bad	0.00
estimated to be reclaimable for	0.00	Estimated to produce	0.00
Total liabilities	95,224,011.59	4. Bills of exchange, promissory note, etc., as per list "F" ...	0.00
Surplus	NIL	5. Deposits in financial institutions	0.00
		6. Cash	305,520.00
		7. Livestock	0.00
		8. Machinery, equipment and plant	0.00
		9. Real property or immovable as per list "G"	0.00
		10. Furniture	0.00
		11. RRSPs, RRIFs, life insurance, etc.	0.00
		12. Securities (shares, bonds, debentures, etc.)	0.00
		13. Interests under wills	0.00
		14. Vehicles	0.00
		15. Other property, as per list "H"	0.00
		If bankrupt is a corporation, add:	
		Amount of subscribed capital	0.00
		Amount paid on capital	0.00
		Balance subscribed and unpaid	0.00
		Estimated to produce	0.00
		Total assets	305,520.00
		Deficiency	94,918,491.59

I, Eric Boes, of the city of Las Vegas in the State of Nevada, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of my affairs on the 31st day of January 2014 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED) *State of Nevada*
before me at the city of *Las Vegas* in the Province of *Alberta*, on this 10th day of February 2014.

Kelly Backman

Eric Boes
Eric Boes



District of: Alberta
Division No. 01 - Edmonton
Court No. 24-1823084
Estate No. 24-1823084

FORM 78 -- Continued

List "A"
Unsecured Creditors

Paragon Canada Alexis, ULC

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	Aboriginal Relations Office, Community Services	10060 Jasper Avenue Suit 901, Scotia Place, Tower 2 Edmonton AB T5J 3R8	1.00	0.00	1.00
2	Alberta Gaming and Liquor Commission	50 Coriveau Ave St. Alberta AB T8N 3T5	1.00	0.00	1.00
3	Canada Revenue Agency	9700 Jasper Avenue Edmonton AB T5J 4C8	1.00	0.00	1.00
4	Diana Bennett	Suite 150, 6650 Via Austi Parkway Las Vegas NV 89119 United States	0.00	13,616,486.00	13,616,486.00
5	GE VFS Canada Limited Partnership	2300 Meadowvale Blvd, Suite 200 Mississauga ON L5N 5P9	0.00	1.00	1.00
6	Husky Oil Marketing Company	39th Floor, 707 8 Ave SW Calgary AB T2P 1H5	0.00	1.00	1.00
7	Silver Point Finance LLC	2 Greenwich Plaza Greenwich CT 06830-6353 United States	0.00	81,301,904.59	81,301,904.59
8	Workers' Compensation Board	Box 2542, Station Main Calgary AB T2P 5E7	1.00	0.00	1.00
Total:			4.00	94,918,392.59	94,918,396.59

06-Feb-2014

Date



Eric Boes

District of: Alberta
Division No. 01 - Edmonton
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Estate No. 24-1823084

FORM 78 – Continued

List "B"
Secured Creditors

Paragon Canada Alexis, ULC

No.	Name of creditor	Address	Amount of claim	Particulars of security	When given	Estimated value of security	Estimated surplus from security	Balance of claim unsecured
1	Diana Bennett	Suite 150, 6650 Via Austi Parkway Las Vegas NV 89119 United States	13,616,486.00			0.00		13,616,486.00
2	GE VFS Canada Limited Partnership	2300 Meadowvale Blvd, Suite 200 Mississauga ON L5N 5P9	1.00			0.00		1.00
3	Husky Oil Marketing Company	39th Floor, 707 8 Ave SW Calgary AB T2P 1H5	1.00			0.00		1.00
4	Silver Point Finance LLC	2 Greenwich Plaza Greenwich CT 06830-6353 United States	81,607,424.59	Cash on Hand Cash on Hand Other - Investment Other - Investment		5,500.00 300,020.00 0.00 0.00		81,301,904.59
Total:			95,223,912.59			305,520.00	0.00	94,918,392.59

06-Feb-2014

Date



Eric Boes

District of: Alberta
Division No. 01 - Edmonton
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FORM 78 -- Continued

List "C"
Preferred Creditors for Wages, Rent, etc.

Paragon Canada Alexis, ULC

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
1	AGINAS FARRON	BOX 163 GLENEVIS AB T0E0X0		-	1.00	0.00	1.00
2	ALBRIGHT PERRY	4013 - 55 AVENUE WHITECOURT AB T7S1C5		-	1.00	0.00	1.00
3	ALEXIS BRETT	BOX 141 GLENEVIS AB T0E0X0		-	1.00	0.00	1.00
4	ALEXIS TYRELL	PO BOX 225 GLENEVIS AB T0E0X0		-	1.00	0.00	1.00
5	BEARHEAD JOLINE	P.O. BOX 1396 ONOWAY AB T0E1V0		-	1.00	0.00	1.00
6	BEARHEAD TRINA	BOX 125 GLENEVIS AB T0E0X0		-	1.00	0.00	1.00
7	BEAUDRY WANDA	54 EVERGREEN TRAILER PAR WHITECOURT AB T7S1J2		-	1.00	0.00	1.00
8	BISSETT JENNIFER	1-6 POPLAR DRIVE WHITECOURT AB T7S1V6		-	1.00	0.00	1.00
9	BOUDREAU DENNIS	37 WEDOW DR WHITECOURT AB T7S1B6		-	1.00	0.00	1.00
10	Boyer KATE	Box 547 Whitecourt AB T7S1N6		-	1.00	0.00	1.00
11	BRADLEY KEVIN	58 EVERGREEN TRAILERCOURT WHITECOURT AB T7S1J2		-	1.00	0.00	1.00
12	BREWER PHYLENE	BOX 2160 WHITECOURT AB T7S1P8		-	1.00	0.00	1.00
13	CALLIOU ALYSSA	27 HENKE PLACE WHITECOURT AB T7S1V9		-	1.00	0.00	1.00
14	CANDELARIA ROWENA	5527 47A STREET WHITECOURT AB T7S1A4		-	1.00	0.00	1.00
15	CARDINAL IRVIN	BOX 87 GLENEVIS AB T0E0X0		-	1.00	0.00	1.00
16	CARRIER RANDAL	4A-8 Anderson Close Whitecourt AB T7S0E2		-	1.00	0.00	1.00
17	CARRIERE LYNE	310, 5419-47 STREET WHITECOURT AB T7S1M7		-	1.00	0.00	1.00
18	CASAVANT MICHELLE	46 WELLWOOD DRIVE WHITECOURT AB T7S1T8		-	1.00	0.00	1.00
19	Casorso Diane	P.O. Box 10122 River Valley Whitecourt AB T7S1W8 CAN		-	1.00	0.00	1.00

06-Feb-2014

Date


Eric Boes

District of: Alberta
Division No. 01 - Edmonton
Court No. 24-1823084
Estate No. 24-1823084

FORM 78 -- Continued

List "C"
Preferred Creditors for Wages, Rent, etc.

Paragon Canada Alexis, ULC

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
20	CHARTRAND April	10042 RPO RIVER VALLEY WHITECOURT AB T7S1W8 CAN		-	1.00	0.00	1.00
21	COURTNEY LISA	91 FEERO DRIVE WHITECOURT AB T7S1E7		-	1.00	0.00	1.00
22	DAQUIS MADELINE	5551 Wagoner Cres WHITECOURT AB T7S1B1		-	1.00	0.00	1.00
23	Dias MICHAEL	7208 113 Street Edmonton AB T6G1L4		-	1.00	0.00	1.00
24	DUNNE REBECCA	4504 55 AVE WHITECOURT AB T7S1C5		-	1.00	0.00	1.00
25	ELLIOTT AIYANNA	1 PARK LANE WHITECOURT AB T7S1S3		-	1.00	0.00	1.00
26	FERNANDEZ CALA ADALYN	49 BLUEBERRY DR WHITECOURT AB T7S1R3		-	1.00	0.00	1.00
27	FERRIS MATTHEW	5013 54 STREET BARRHEAD AB T7N1E7		-	1.00	0.00	1.00
28	Galstyan MARINE	308 96 Mink Creek Road Whitecourt AB T7S1V6		-	1.00	0.00	1.00
29	GIRARD LIERIN	BOX 725 MAYERTHORPE AB T0E1N0		-	1.00	0.00	1.00
30	GOODSWIMMER ALEXANDER	Box 40 GLENEVIS AB T0E0X0		-	1.00	0.00	1.00
31	Hack CARTER	PO BOX 10078 RPO RIVERVALLEY WHITECOURT AB T7S1W8		-	1.00	0.00	1.00
32	HELGESON TALITA	BOX 284 WHITECOURT AB T7S1N4		-	1.00	0.00	1.00
33	HELM BRITTANY	1A-6210 47th Street WHITECOURT AB T7S0B1		-	1.00	0.00	1.00
34	HOLLETT STEVEN	54 ATKINSON CRES WHITECOURT AB T7S1C7		-	1.00	0.00	1.00
35	Holt JAMES	PO Box 371 Sengudo AB T0E2A0		-	1.00	0.00	1.00
36	HOUSE CORINEE	BOX 2047 WHITECOURT AB T7S1P7		-	1.00	0.00	1.00
37	HOUSE NICHOLE	35 RIVERSIDE TRAILER COURT WHITECOURT AB T7S1K6		-	1.00	0.00	1.00
38	ISLAND John	65 WESTVIEW VILLAGE WHITECOURT AB T7S1K4 CAN		-	1.00	0.00	1.00

06-Feb-2014

Date


Eric Boes

District of: Alberta
Division No. 01 - Edmonton
Court No. 24-1823084
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FORM 78 -- Continued

List "C"
Preferred Creditors for Wages, Rent, etc.

Paragon Canada Alexis, ULC

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
39	Jackson DAVID	54 Westview Trailer Park Whitecourt AB T7S1K3		-	1.00	0.00	1.00
40	JACOBS KYLE	4507-51 AVENUE WHITECOURT AB T7S1M1		-	1.00	0.00	1.00
41	JADDOCK COURTNEY	BOX 2167 WHITECOURT AB T7Z1N4		-	1.00	0.00	1.00
42	JOHNSTON LYALL	BOX 3554 MAYERTHORPE AB T0E1N0		-	1.00	0.00	1.00
43	JONES Jodie	BOX 61 GLENEVIS AB T0E0X0 CAN		-	1.00	0.00	1.00
44	KANELLOPOULOS PANAGIOTIS	17 SAKWATAMAU DR. WHITECOURT AB T7S1E4		-	1.00	0.00	1.00
45	Kennard JANICE	4615 Unit 5B 51 ave. Whitecourt AB T7S1W6		-	1.00	0.00	1.00
46	Kootenay CRAIG	PO Box 159 Glenevis AB T0E0X0		-	1.00	0.00	1.00
47	KOOTENAY WAYNE	BOX 249 GLENEVIS AB T0E0X0		-	1.00	0.00	1.00
48	KUCHARCHUK CANDACE	BOX 356 WHITECOURT AB T7S1N5		-	1.00	0.00	1.00
49	KYME KYLA	PO BOX 1668 ONOWAY AB T0E1V0		-	1.00	0.00	1.00
50	LANOUE MATTHEW	UNIT 3, 4010 - 47 ST. WHITECOURT AB T7S0C8		-	1.00	0.00	1.00
51	LETENDRE LONNIE	Box 147 Glenevis AB T0E0X0		-	1.00	0.00	1.00
52	LETENDRE MOSES	BOX 147 GLENEVIS AB T0E0X0		-	1.00	0.00	1.00
53	Macauley AUSTEN	Apt 110-96 Mink Creek Road Whitecourt AB T7S1V6		-	1.00	0.00	1.00
54	Mainville Talia	PO Box 433 Whitecourt AB T7S1N5 CAN		-	1.00	0.00	1.00
55	MARCER JESSIE	5607 47 A STREET WHITECOURT AB T7S1B2		-	1.00	0.00	1.00
56	MATTHEWS SHAUNA	15131 TWP RD 543 YELLOWHEAD COUNTY AB T7E3W6		-	1.00	0.00	1.00
57	MCARTHUR KEVIN	5419 - 45 ST. WHITECOURT AB T7S1A7		-	1.00	0.00	1.00

06-Feb-2014

Date



Eric Boes

District of: Alberta
Division No. 01 - Edmonton
Court No. 24-1823084
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FORM 78 -- Continued

List "C"
Preferred Creditors for Wages, Rent, etc.

Paragon Canada Alexis, ULC

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
58	MENDOZA MARY JANE	4723 52 AVENUE WHITECOURT AB T7S1W3		-	1.00	0.00	1.00
59	Misak VARANT	308 96 Mink Creek Road Whitecourt AB T7S1V6		-	1.00	0.00	1.00
60	MONCUR Eric	3 Cedar Heights WHITECOURT AB T7S0A4 CAN		-	1.00	0.00	1.00
61	MRUK MICHELLE	306-4609 51 AVE WHITECOURT AB T7S1L8		-	1.00	0.00	1.00
62	MURRAY CARRIE	4020 - 55 AVENUE WHITECOURT AB T7S1C5		-	1.00	0.00	1.00
63	MURRAY SHARRA	79 OLSEN CRESENT WHITECOURT AB T7S0B6		-	1.00	0.00	1.00
64	MUSTUS RANDY	301-4513-52 Ave WHITECOURT AB T7S1M5		-	1.00	0.00	1.00
65	O'KEEFE MEGAN	49 KIMZEY CROSSING WHITECOURT AB T7S1G1		-	1.00	0.00	1.00
66	PASTION Claudette	PO BOX 1646 ONOWAY AB T0E1V0 CAN		-	1.00	0.00	1.00
67	PAUL COLBY	BOX 132 GLENEVIS AB T0E0X0		-	1.00	0.00	1.00
68	PAUL SHAQUILLE	BOX 149 GLENEVIS AB T0E0A1		-	1.00	0.00	1.00
69	PELLETIER Donna	BOX 10081, RPO RIVER VAL WHITECOURT AB T7S1W8 CAN		-	1.00	0.00	1.00
70	Pelletier LEONARD	10081 RPO River Valley Whitecourt AB T7S1W8		-	1.00	0.00	1.00
71	PIERCEY RICHARD	4703-57TH AVE WHITECOURT AB T7S1B4		-	1.00	0.00	1.00
72	POOLE JESSICA	312 100 MINK CREEK RD WHITECOURT AB T7S1V5		-	1.00	0.00	1.00
73	Potts ANDY	P.O. Box 40 Glenevis AB T0E0X0		-	1.00	0.00	1.00
74	POTTS MARK	P.O. Box 40 Glenevis AB T0E0X0		-	1.00	0.00	1.00
75	REMPER JONATHON	BOX 1375 MAYERTHORPE AB T0E1N0		-	1.00	0.00	1.00
76	RHODES CHRISTINE	44 HILLPARK TRAILER CRT. WHITECOURT AB T7S1J4		-	1.00	0.00	1.00

06-Feb-2014

Date


Eric Boes

District of: Alberta
Division No. 01 - Edmonton
Court No. 24-1823084
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FORM 78 -- Continued

List "C"
Preferred Creditors for Wages, Rent, etc.

Paragon Canada Alexis, ULC

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
77	ROE Bernadette	401 4513-52nd Ave WHITECOURT AB T7S1M5 CAN		-	1.00	0.00	1.00
78	RONAN CHARLENE	10 OLSON CRES WHITECOURT AB T7S1T8		-	1.00	0.00	1.00
79	SATHER MARCUS	4505-51 AVE WHITECOURT AB T7S1M2		-	1.00	0.00	1.00
80	SAUNDERS Sherry	BOX 1694 WHITECOURT AB T7S1P5 CAN		-	1.00	0.00	1.00
81	Staples JOSIE	PO Box 1694 Whitecourt AB T7S1P5		-	1.00	0.00	1.00
82	STEVENSON WILLIAM	4742 57 TH AVE WHITECOURT AB T7S1B4		-	1.00	0.00	1.00
83	STUBBINGS STEVEN	60 Park Drive WHITECOURT AB T7S1S3		-	1.00	0.00	1.00
84	Stuetz Stefanie	65 Kimzey Crossing Whitecourt AB T7S1G1 CAN		-	1.00	0.00	1.00
85	Takeda CHELSEA	PO Box 1121 Whitecourt AB T7S1P1		-	1.00	0.00	1.00
86	TERRIEN JAMIE	24 RIVERSIDE TRAILER COURT WHITECOURT AB T7S1K6		-	1.00	0.00	1.00
87	TERRIEN SANTANA	44 RIVERSIDE TRAILERCOURT WHITECOURT AB T7S1K6		-	1.00	0.00	1.00
88	THOMPSON Janice	BOX 10042 RPO RIVERVALLEY WHITECOURT AB T7S1W8 CAN		-	1.00	0.00	1.00
89	TREMBLAY Charles	114, 5419 - 47 ST. WHITECOURT AB T7S1M7 CAN		-	1.00	0.00	1.00
90	TUCKER STACY	140 RIVERVALLEY ESTATES WHITECOURT AB T7S1K1		-	1.00	0.00	1.00
91	Wakeling TERRY	31 Sandy Drive Whitecourt AB T7S1G9		-	1.00	0.00	1.00
92	WESLOWSKY AMANDA	3, 4740 54 AVE WHITECOURT AB T7S1A3		-	1.00	0.00	1.00
93	WHITTEN Robert	37 STEPHENS CRESCENT WHITECOURT AB T7S1V7 CAN		-	1.00	0.00	1.00
94	Wile HILDA	4 Keystone Place Whitecourt AB T7S0B2		-	1.00	0.00	1.00
95	WOUDSTRA SHAWNA	6 COCHRANE ROAD WHITECOURT AB T7S1C2		-	1.00	0.00	1.00
Total:					95.00	0.00	95.00

06-Feb-2014

Date


Eric Boes

District of: Alberta
Division No. 01 - Edmonton
Court No. 24-1823084
Estate No. 24-1823084

FORM 78 -- Continued

List "D"
Contingent or Other Liabilities

Paragon Canada Alexis, ULC

No.	Name of creditor or claimant	Address and occupation	Amount of liability or claim	Amount expected to rank for dividend	Date when liability Incurred	Nature of liability
Total:			0.00	0.00		

06-Feb-2014

Date



Eric Boes

District of: Alberta
Division No. 01 - Edmonton
Court No. 24-1823084
Estate No. 24-1823084

FORM 78 -- Continued

List "E"
Debts Due to the Bankrupt
Paragon Canada Alexis, ULC

No.	Name of debtor	Address and occupation	Nature of debt	Amount of debt (good, doubtful, bad)	Folio of ledgers or other book where particulars to be found	When contracted	Estimated to produce	Particulars of any securities held for debt
Total:				0.00 0.00 0.00			0.00	

06-Feb-2014

Date



Eric Boes

District of: Alberta
Division No. 01 - Edmonton
Court No. 24-1823084
Estate No. 24-1823084

FORM 78 -- Continued

List "F"

Bills of Exchange, Promissory Notes, Lien Notes, Chattel
Mortgages, etc., Available as Assets

Paragon Canada Alexis, ULC

No.	Name of all promissory, acceptors, endorsers, mortgagors, and guarantors	Address	Occupation	Amount of bill or note, etc.	Date when due	Estimated to produce	Particulars of any property held as security for payment of bill or note, etc.
Total:				0.00		0.00	

06-Feb-2014

Date



Eric Boes

District of: Alberta
Division No. 01 - Edmonton
Court No. 24-1823084
Estate No. 24-1823084

FORM 78 – Continued

List "G"

Real Property or Immovables Owned by Bankrupt

Paragon Canada Alexis, ULC

Description of property	Nature of bankrupt interest	In whose name does title stand	Total value	Particulars of mortgages, hypothecs, or other encumbrances (name, address, amount)	Equity or surplus
Total:			0.00		0.00

06-Feb-2014

Date



Eric Boes

District of: Alberta
Division No. 01 - Edmonton
Court No. 24-1823084
Estate No. 24-1823084

FORM 78 -- Concluded

List "H"
Property

Paragon Canada Alexis, ULC

FULL STATEMENT OF PROPERTY

Nature of property	Location	Details of property	Original cost	Estimated to produce
(a) Stock-in-trade			0.00	0.00
(b) Trade fixtures, etc.			0.00	0.00
(c) Cash in financial institutions			0.00	0.00
(d) Cash on hand		Cash on hand	300,020.00	300,020.00
		Cash on hand	5,500.00	5,500.00
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	0.00
(g) Furniture			0.00	0.00
(h) Life insurance policies, RRSPs, etc.			0.00	0.00
(i) Securities			0.00	0.00
(j) Interests under wills, etc.			0.00	0.00
(k) Vehicles			0.00	0.00
(l) Taxes			0.00	0.00
(m) Other		Investment	2,140,476.00	0.00
		Investment	639,430.00	0.00
Total:				305,520.00

08-Feb-2014

Date



Eric Boes

Court No. 24-1823084

File No. 24-1823084

Form 78 (Bill C-12)
Statement of affairs (Business bankruptcy)

Alvarez & Marsal Canada Inc. - Trustee
Per:

Tim Reid
Bow Valley Square I
202 6th Avenue S.W.
Calgary AB T2P 2R9
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District of: Alberta
Division No. 01 - Edmonton
Court No. 24-1823084
Estate No. 24-1823084

- FORM 31 -
Proof of Claim
(Sections 50.1, 81.5, 81.6, Subsections 65.2(4), 81.2(1), 81.3(8), 81.4(8), 102(2), 124(2), 128(1),
and Paragraphs 51(1)(e) and 66.14(b) of the Act)

All notices or correspondence regarding this claim must be forwarded to the following address:

In the matter of the bankruptcy of Paragon Canada Alexis, ULC of the city of Whitecourt in the Province of Alberta and the claim of _____, creditor.
I, _____ (name of creditor or representative of the creditor), of the city of _____ in the province of _____, do hereby certify:

1. That I am a creditor of the above named debtor (or I am _____ (position/title) of _____, creditor).

2. That I have knowledge of all the circumstances connected with the claim referred to below.

3. That the debtor was, at the date of bankruptcy, namely the 31st day of January 2014, and still is, indebted to the creditor in the sum of \$ _____, as specified in the statement of account (or affidavit) attached and marked Schedule "A", after deducting any counterclaims to which the debtor is entitled. (The attached statement of account or affidavit must specify the vouchers or other evidence in support of the claim.)

4. (Check and complete appropriate category.)

☐ A. UNSECURED CLAIM OF \$ _____
(other than as a customer contemplated by Section 262 of the Act)

That in respect of this debt, I do not hold any assets of the debtor as security and
(Check appropriate description.)

☐ Regarding the amount of \$ _____, I claim a right to a priority under section 136 of the Act.

☐ Regarding the amount of \$ _____, I do not claim a right to a priority.
(Set out on an attached sheet details to support priority claim.)

☐ B. CLAIM OF LESSOR FOR DISCLAIMER OF A LEASE \$ _____

That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows:
(Give full particulars of the claim, including the calculations upon which the claim is based.)

☐ C. SECURED CLAIM OF \$ _____

That in respect of this debt, I hold assets of the debtor valued at \$ _____ as security, particulars of which are as follows:
(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)

☐ D. CLAIM BY FARMER, FISHERMAN OR AQUACULTURIST OF \$ _____

That I hereby make a claim under subsection 81.2(1) of the Act for the unpaid amount of \$ _____
(Attach a copy of sales agreement and delivery receipts.)

- ☐ E. CLAIM BY WAGE EARNER OF \$ _____
- ☐ That I hereby make a claim under subsection 81.3(8) of the Act in the amount of \$ _____.
- ☐ That I hereby make a claim under subsection 81.4(8) of the Act in the amount of \$ _____.
- ☐ F. CLAIM BY EMPLOYEE FOR UNPAID AMOUNT REGARDING PENSION PLAN OF \$ _____
- ☐ That I hereby make a claim under subsection 81.5 of the Act in the amount of \$ _____.
- ☐ That I hereby make a claim under subsection 81.6 of the Act in the amount of \$ _____.
- ☐ G. CLAIM AGAINST DIRECTOR \$ _____

(To be completed when a proposal provides for the compromise of claims against directors.)

That I hereby make a claim under subsection 50(13) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

- ☐ H. CLAIM OF A CUSTOMER OF A BANKRUPT SECURITIES FIRM \$ _____

That I hereby make a claim as a customer for net equity as contemplated by section 262 of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

5. That, to the best of my knowledge, I _____ (am/am not) (or the above-named creditor _____ (is/is not)) related to the debtor within the meaning of section 4 of the Act, and _____ (have/has/have not/has not) dealt with the debtor in a non-arm's-length manner.

6. That the following are the payments that I have received from, and the credits that I have allowed to, and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of Section 2 of the Act: (Provide details of payments, credits and transfers at undervalue.)

7. (Applicable only in the case of the bankruptcy of an individual.)

- ☐ Whenever the trustee reviews the financial situation of a bankrupt to redetermine whether or not the bankrupt is required to make payments under section 68 of the Act, I request to be informed, pursuant to paragraph 68(4) of the Act, of the new fixed amount or of the fact that there is no longer surplus income.
- ☐ I request that a copy of the report filed by the trustee regarding the bankrupt's application for discharge pursuant to subsection 170(1) of the Act be sent to the above address.

Dated at _____, this _____ day of _____.

Witness

Creditor

Phone Number: _____

Fax Number : _____

E-mail Address : _____

NOTE: If an affidavit is attached, it must have been made before a person qualified to take affidavits.

WARNINGS: A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor.

Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.



CHECKLIST FOR PROOF OF CLAIM

This checklist is provided to assist you in preparing the proof of claim form and, if appropriate, the proxy form in a complete and accurate manner.

General

- The **signature of a witness** is required.
- The document **must be signed** by the individual completing the declaration.
- **Provide the complete address** where all notices or correspondence are to be forwarded along with your phone number, fax number and email address where appropriate.

Notes:

- It is permissible to file a proof of claim by fax.
- A creditor may vote either in person or by proxy at any meeting of creditors if the proof of claim is filed with the Trustee prior to the time appointed for the meeting.
- A quorum at any meeting of creditors is at least one creditor with a valid proof of claim in attendance in person or by proxy.
- A corporation may vote by an authorized agent or mandatory at meetings of creditors.
- In order for a duly authorized person to have a right to vote, they must be a creditor or be the holder of a properly executed proxy. The name of the creditor must appear in the proxy.
- A creditor who is participating in any distribution from an estate must have filed a proof of claim prior to the distribution being declared.
- In the case of an individual bankrupt, by checking the appropriate boxes at the bottom of the proof of claim form, you may request that the Trustee advise you of any material change in the financial situation of the bankrupt or the amount of the bankrupt is required to pay into the bankruptcy, and a copy of the Trustee's report on the discharge of the bankrupt.

Paragraph (1)

- Creditor must state full and complete legal name of the individual, company or firm.
- If the individual completing the proof of claim is a representative of the creditor, the individual's position or title must be identified.

Paragraph (3)

- The amount owing must be set out in paragraph 3.
- A **detailed statement of account** must be attached to the proof of claim and marked "Schedule A" and must show the date, number and amount of all the invoices, charges, credits or payments. The amount on the statement of account must correspond to the amount indicated on the proof of claim.



Paragraph (4)

Notes:

- **Paragraph A** applies to the **ordinary unsecured claims**. In addition to recording the amount of the claim, please indicate whether the claim has a priority pursuant to section 136 of the Act.
- **Paragraph B** applies to **lessor claims in a commercial proposal**. Please ensure that the claim applies to a commercial proposal and, if so, include the full particulars of the claim.
- **Paragraph C** applies to **secured claims**. Please indicate the dollar value of the security and attach copies of the security documents. In addition, please attach copies of the security registration, where appropriate.
- **Paragraph D** applies to **inventory claims of farmers, fisherman and aquaculturists**. Please note that such claims apply only to inventory supplied from farmers, fishermen and aquaculturists within 15 (fifteen) days of the date of bankruptcy. In addition, please attach copies of any applicable sales agreement and delivery slips.
- **Paragraph E** applies to **claims by wage earners**. Please note that such claims apply only for unpaid wages owed upon bankruptcy of an employer or when the employer becomes subject to a receivership.
- **Paragraph F** applies to **claims by employees for unpaid amounts regarding pension plans**. Please note that such claims apply only to unremitted pension contributions outstanding when the sponsoring employer becomes bankrupt or is subject to a receivership.
- **Paragraph G** applies to **claims against directors**. Please note that such claims apply only to directors of corporations that have filed a commercial proposal to creditors that includes a compromise of statutory claims against directors.
- **Paragraph H** applies to **claims of customers of a bankrupt securities firm**. Please ensure that the claim of the customer is for net equity and, if so, include the full particulars of the claim, including the calculations upon which the claim is based.
- In order to prepare its claim, the creditor should refer to the *Bankruptcy and Insolvency Act*, copy of which is accessible at <http://laws.justice.gc.ca/eng/StatutesByTitle>.

Paragraph (5)

- All claimants must indicate whether or not they are related to the debtor, as defined in section 4 of the Act, or dealt with the debtor in a non-arm's length manner.

Paragraph (6)

- All claimants must attach a detailed list of all payments or credits received or granted, as follows:
 - a) **within the three (3) months preceding** the initial bankruptcy event (including the bankruptcy or the proposal);
 - b) **within the twelve (12) months preceding** the initial bankruptcy event (including the bankruptcy or the proposal) in the case where the claimant and the debtor were not dealing at arm's length.

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- FORM 36 -

Proxy

(Subsection 102(2) and paragraphs 51(1)(e) and 66.15(3)(b) of the Act)

I, _____, of _____, a creditor in the above matter, hereby
appoint _____, of _____, to be my
proxyholder in the above matter, except as to the receipt of dividends, _____ (with or without) power to
appoint another proxyholder in his or her place.

Dated at _____, this _____ day of _____.

Witness

Individual Creditor

Witness

Name of Corporate Creditor

Per _____
Name and Title of Signing Officer

Return To:

Alvarez & Marsal Canada Inc. - Trustee
Per:

Tim Reid
Bow Valley Square I
202 6th Avenue S.W.
Calgary AB T2P 2R9
Phone: (403) 538-4756 Fax: (403) 538-7551
E-mail: treid@alvarezandmarsal.com