



COURT FILE NUMBER: 25-094321

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE BANKRUPTCY
AND INSOLVENCY ACT, R.S.C. 1985, c. B-3,
AS AMENDED

IN THE MATTER OF THE NOTICE OF
INTENTION TO MAKE A PROPOSAL OF
IMPACT 2000 INC.

APPLICANT: IMPACT 2000 INC.

DOCUMENT: **APPLICATION BY IMPACT 2000 INC.**

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT

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NOTICE TO RESPONDENTS

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: April 2, 2013

Time: 2:30 p.m.

Where: Calgary Courts Centre, 601-5 Street SW, Calgary, AB T2P 5P7

Before Whom: The Honourable Madam Justice K.M. Horner

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. Impact 2000 Inc. (“**Impact**”) seeks an Order:
 - (a) declaring that the time for service of this application is abridged, this application is properly returnable on April 2, 2013, that service of this application is sufficient, and that service on any other persons of notice of this application is dispensed with;
 - (b) approving Impact’s acceptance of Century Services Inc.’s proposal dated March 25, 2013 (the “**Purchase Proposal**”) to purchase certain of Impact’s non-core or redundant assets (the “**Assets**”) on the terms set out in the Purchase Proposal;
 - (c) authorizing Impact to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the transaction contemplated by the Purchase Proposal;
 - (d) declaring that the distribution of the proceeds from the transaction contemplated by the Purchase Proposal (the “**Proposed Distribution**”) referenced in the Fourth Report of Alvarez & Marsal Canada Inc., in its capacity as Impact’s Proposal Trustee in the within proceedings (the “**Proposal Trustee**”), is in accordance with the prior Orders of this Honourable Court granted in the within proceedings and authorizing the Proposal Trustee to make the Proposed Distribution without further Order of this Honourable Court;
 - (e) sealing Exhibits “4”, “5”, “6”, and “7” (collectively, the “**Confidential Exhibits**”) to the Affidavit of Michael Wolowich sworn on March 28, 2013 on the Court file in these proceedings until further Order of this Honourable Court; and
 - (f) providing such further and other relief as Impact may seek and this Honourable Court may permit.

Grounds for Making this Application:

2. Pursuant to the Order of the Honourable Mr. Justice A.D. Macleod granted February 20, 2013, Impact is authorized to dispose of its redundant or non-material assets exceeding \$100,000 in aggregate value by Order of this Honourable Court.

3. The Proposal Trustee and Impact have made reasonable efforts to obtain purchase offers for the Assets.
4. The Purchase Proposal accepted by Impact is the highest and best offer Impact has received for the Assets and represents a fair market value for the Assets in the circumstances.
5. The Proposed Distribution is fair and reasonable in the circumstances.
6. None of Impact's stakeholders will be materially prejudiced by the approval of the Purchase Proposal or the Proposed Distribution.
7. A sealing order is required because the Confidential Exhibits contain commercially sensitive information, the release of which could prejudice Impact's stakeholders.

Material or Evidence to be Relied On:

8. The following documentary evidence or materials will be used at the hearing of the Application:
 - (a) the Affidavit of Michael Wolowich, filed November 26, 2012;
 - (b) the Affidavit of Michael Wolowich, filed on January 8, 2013;
 - (c) the Affidavit of Michael Wolowich, sworn on February 20, 2013;
 - (d) the confidential Affidavit of Michael Wolowich, sworn on February 20, 2013;
 - (e) the Affidavit of Michael Wolowich, sworn on March 28, 2013;
 - (f) the First Report of the Proposal Trustee, filed November 26, 2012;
 - (g) the Supplemental Report to the First Report of the Proposal Trustee, filed November 30, 2013;
 - (h) the Second Report of the Proposal Trustee, filed January 8, 2013;
 - (i) The Third Report of the Proposal Trustee, to be filed;
 - (j) The Fourth Report of the Proposal Trustee, to be filed;
 - (k) Impact's Notice of Intention to Make a Proposal, filed November 2, 2012;

- (l) the pleadings in the within proceedings; and
- (m) such further and other materials as counsel for Impact may advise and this Honourable Court may permit.

Applicable Rules:

9. The following rules will be relied upon at the hearing of the Application:
- (a) Rules 6.3 and 13.21(3)(c) of the Alberta *Rules of Court*, Alta Reg. 124/2010; and
 - (b) Such further and other rules as counsel for Impact may advise and this Honourable Court may permit.

Applicable Acts and Regulations:

10. The following applicable rules and regulations will be relied upon at the hearing of the Application:
- (a) the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3; and
 - (b) such further and other acts and regulations as counsel for Impact may advise and this Honourable Court may permit.

Any Irregularity Complained of or Objection Relied On:

11. None.

How the Application is Proposed to be Heard or Considered:

12. Before the Honourable Madam Justice K.M. Horner in Chambers at the Calgary Courts Centre, 601-5th Street S.W., at Calgary, Alberta, on April 2, 2013 at 2:30 p.m. or as soon thereafter as counsel may be heard.

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 what they want in your absence. You will be bound by any order that the court makes, or another order might be given or other proceedings taken which the applicant is entitled to without any further notice of them to you. If you want to take part in this application, you or your lawyer must attend in court on the date and time shown above. If you intend to rely on an affidavit or other evidence when the originating application is heard or considered, you must reply by giving reasonable notice of that material to the applicant.