

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: **AFFIDAVIT OF MICHAEL WOLOWICH**

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT

OSLER, HOSKIN & HARCOURT LLP
Barristers & Solicitors
Suite 2500, 450 – 1st Street S.W.
Calgary, AB T2P 5H1

Solicitor: A. Robert Anderson, Q.C./Peter Bychawski
Telephone: (403) 260-7004/7025
Facsimile: (403) 260-7024
Email: pbychawski@osler.com
File Number: 1139886

AFFIDAVIT OF MICHAEL WOLOWICH
Sworn on March 28, 2013

I, Michael Wolowich, of the Hamlet of De Winton, in the Province of Alberta, make oath
and say that:

1. I am the President of Impact 2000 Inc. ("**Impact**") and as such have personal knowledge
of the matters herein deposed to, except where stated to be based on information and
belief, in which case I believe the same to be true.

2. I make this Affidavit in support of an application by Impact for an Order:
 - (a) declaring that the time for service of Impact's Application filed March 28, 2013 (the "**Application**") is abridged, that the Application is properly returnable on April 2, 2013, that service of the Application is sufficient, and that service on any other persons of notice of the Application is dispensed with;
 - (b) approving Impact's acceptance of Century Services Inc.'s ("**Century**") proposal dated March 25, 2013 to purchase certain of Impact's non-core or redundant assets (the "**Assets**") on the terms set out in the Revised Century Proposal (as defined herein);
 - (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 Revised Century Proposal;
 - (d) declaring that the distribution of the proceeds from the transaction contemplated by the Revised Century 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" to this my Affidavit 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.
3. This Affidavit is supplemental to, and provides an update of what has transpired since, my Affidavit sworn November 24, 2012 and filed November 26, 2012, my Affidavit sworn and filed on January 8, 2013, and my Affidavit sworn and filed on February 20, 2013.

The Purchase Proposal

4. On or about March 15, 2013 the Proposal Trustee, at Impact's request, sent out invitations to make offers (the "**Invitations for Offers**") for the purchase of certain of Impact's redundant or non-core assets to Century, Maynards Industries Ltd. ("**Maynards**"), and Ritchie Bros. Auctioneers ("**Ritchie Bros**"). Century, Maynards and Ritchie Bros are all in the business of providing, among other things, asset auction and valuation and appraisal services. The Invitations for Offers sent to Century, Maynards and Ritchie Bros are attached to this my Affidavit and marked as Exhibits "**1**", "**2**" and "**3**" respectively,
5. On or about March 21, 2013 the Proposal Trustee received proposals in response to the Invitations for Offers from Century (the "**Initial Century Proposal**") and Maynards (the "**Maynards Proposal**"). The Initial Century Proposal and the Maynard's Proposal are now shown to me and marked as Exhibits "**4**" and "**5**" respectively but are not attached hereto pursuant to Rule 13.21(3)(c) of the *Alberta Rules of Court*.
6. On or about March 25, 2013 Century submitted a revised proposal to Impact (the "**Revised Century Proposal**"). The Revised Century Proposal is now shown to me and marked as Exhibit "**6**" but is not attached hereto pursuant to Rule 13.21(3)(c) of the *Alberta Rules of Court*.
7. The Initial Century Proposal, the Maynards Proposal and the Revised Century Proposal contain commercially sensitive information about the valuation and marketability of the Assets. If the Revised Century Proposal is not approved, the release of the information in these proposals could prejudice Impact's stakeholders by tainting any future attempt by Impact to dispose of these assets for fair market value.
8. On or about March 27, 2013 Impact accepted the Revised Century Proposal. A copy of the Revised Century Proposal signed by Impact is now shown to me and marked as Exhibit "**7**" but is not attached hereto pursuant to Rule 13.21(3)(c) of the *Alberta Rules of Court*.

9. The purchase price of \$232,000 plus GST in the Revised Century Proposal accepted by Impact is the highest and best offer Impact has received for the Assets and represents a fair and realizable value for the Assets given the current circumstances in the seismic industry that I have described in my previous Affidavits sworn in these proceedings.
10. The Proposal Trustee and Impact have made reasonable efforts to obtain purchase offers for the Assets.
11. I have reviewed the Proposed Distribution of the proceeds from the transaction contemplated by the Revised Century Proposal referenced in the Proposal Trustee's Fourth Report. I believe that the Proposed Distribution is fair and reasonable in the circumstances.
12. I do not believe that any of Impact's stakeholders will be materially prejudiced if the Revised Century Proposal and the Proposed Distribution are approved by this Honourable Court.

SWORN BEFORE ME at the City of Calgary,
in the Province of Alberta,
this 28th day of March, 2013.

A Commissioner for Oaths in and for the Province
of Alberta


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)
)
)
)

MICHAEL WOLOWICH

PETER BYCHAWSKI
BARRISTER & SOLICITOR

Bychawski, Peter

From: Konowalchuk, Orest [okonowalchuk@alvarezandmarsal.com]
Sent: Friday, March 15, 2013 12:43 PM
To: James Carlson (jcarlson@centuryrivers.com)
Cc: Mike Wolowich (mikewimpact@gmail.com); Robert G. Klein (robert.klein@enstarfinancial.com)
Subject: Impact 2000 Inc. - Invitation for Offers (Equipment)
Attachments: For Sale - Equipment.pdf
Importance: High

THIS IS EXHIBIT " 1 "
referred to in the Affidavit of
Michael Wolowich
Sworn before me this 28th
day of March A.D. 2013

A Commissioner for Oaths
in and for the Province of Alberta

James,

PETER BYCHAWSKI
BARRISTER & SOLICITOR

On November 2, 2012, Impact 2000 Inc. ("Impact") filed a Notice of Intention to Make a Proposal (the "NOI") with the Office of the Superintendent of Bankruptcy Canada pursuant to the Bankruptcy and Insolvency Act ("BIA"). Alvarez & Marsal Canada Inc. was also appointed trustee under the NOI of Impact (the "Trustee"). Impact's office and equipment is located in Calgary, Alberta.

Impact has requested the Proposal Trustee to assist them in obtaining offers of purchase for some of its equipment, while it goes through its restructuring process. Attached is a listing of the equipment that Impact is currently seeking to sell. These assets are stored in a secured warehouse and the majority of these assets have been recently serviced.

Impact is requesting interested purchasers to provide the following:

- An outright purchase proposal on the sale of its selected equipment, subject to a deal closing on March 29, 2013
- Net Minimum Guarantee offer, subject to an auction closing on or before April 25th

If you can please let the Proposal Trustee know by March 19, 2013, if you are interested in putting a proposal together under the two criteria above, that would be greatly appreciated. If you are interested, Impact will arrange to have someone show you the assets at the storage yard, if required.

We would kindly request that your proposal be delivered to the Proposal Trustee's office (by email) by no later than Thursday, March 21, 2013.

Regards,
Orest

Orest Konowalchuk, CA•CIRP
Director
Alvarez & Marsal Canada ULC
Bow Valley Square I
Suite 570, 202 - 6th Avenue SW
Calgary, Alberta T2P 2R9
Main: 403.538.7555
Direct: 403.538.4736
Fax: 403.538-7551
Mobile: 403.470.7478
Email: okonowalchuk@alvarezandmarsal.com
www.alvarezandmarsal.com

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IMPACT 2000 INC.										
Equipment for Sale										
#	Unit	Year	Make	Model	Description	Hrs/km	VIN/SN			
1	1206	2006	Ford	F250SD XLT	Supercab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Headache rack. Box rails. Illuminating buggy whip. Beacon.	178,399	1FTSX21516EA13068			
2	1307	2007	Ford	F250SD XLT	Supercab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Headache rack. Box rails. Illuminating buggy whip. Beacon.		1FTSX21527EA00914			
3	1406	2007	Ford	F250SD XL	Crew cab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Headache rack. Box rails. Illuminating buggy whip. Beacon. Body damage to driver side door.	148,622	1FTSW21546ED90478			
4	1504	2004	Ford	F250SD XL	Supercab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Headache rack. Box rails. Illuminating buggy whip. Beacon. Westeel slip tank and pump.	117,058	1FTNX21L44ED42839			
5	1605	2005	Ford	F350SD XL	Crew cab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Headache rack. Box rails. Illuminating buggy whip. Beacon. Westeel slip tank and pump. Assumed to have approximately 150,000km.		1FTWW31555EC26470			
6	1806	2006	Ford	F250SD XL	Supercab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Warn winch. Headache rack. Box rails. Illuminating buggy whip. Beacon. Westeel slip tank and pump.	105,943	1FTSX21566EA40086			
7	1905	2005	Ford	F250SD XL	Supercab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Headache rack. Box rails. Illuminating buggy whip. Beacon. Westeel slip tank and pump. Assumed to have approximately 150,000km.		1FTSX21525EC26478			
8	2007	2007	Ford	F250SD XL	Supercab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Headache rack. Box rails. Illuminating buggy whip. Beacon. Westeel slip tank and pump.	127,480	1FTSX21547EB03185			

IMPACT 2000 INC.						
Equipment for Sale						
#	Unit	Year	Make	Model	Description	VIN/SN
9	MTC3309	2009	Ford	F250SD XLT	Crewcab 4WD light duty truck. Gas. Automatic. 75% tires. Turfport slide-in medical treatment centre.	1FTSX21559EA15684
10	TS1206	2006	Ford	F750SD XL	Single axle service truck. IMT service body. IMT "5525" 10,500LB capacity hydraulic crane. IMT compressed air system. Gas. 6-speed manual. 10,000LB front axle. 21,000LB rear axle.	3FRWF75N66V356753
11	WT1000	2000	GMC	C7500	Single axle water truck. Day cab. 11,000LB front axle. 19,000LB rear axle. 6-speed manual.	1GDM7H1C5YJ511774
12	S04	2003	Ski-doo	Grand Touring Rotax 600	Snowmobile.	2BPS243463V000157
13	Q02	2007	Honda	TRX420 FM7	Quad.	
14	Q03	2007	Honda	TRX420 FM7	Quad.	
15	K505	2009	Kubota	RTV500	4WD utility vehicle.	20424
16	Atco	2003	Atco		12'x60' skidded office trailer.	26003 8256

IMPACT 2000 INC.						
Equipment for Sale						
#	Unit	Year	Make	Model	Description	VIN/SN
17	H239	1986	Hagglunds	BV206D	All terrain personnel carrier.	AFE-4933
18	H244	1987	Hagglunds	BV206D	All terrain personnel carrier.	AFE-1113
19	A01	2006	Argo	Avenger 700	8 wheel drive amphibious off road vehicle. 26HP. Runva EWX4500 winch.	2DGSS0BT76NV23554
20	A02	2007	Argo	Frontier	6 wheel drive amphibious off road vehicle. 23HP.	2DGLS0BL77NF15656

Bychawski, Peter

From: Konowalchuk, Orest [okonowalchuk@alvarezandmarsal.com]
Sent: Friday, March 15, 2013 12:21 PM
To: Brent Cheung (bcheung@maynards.com)
Cc: Mike Wolowich (mikewimpact@gmail.com); Anderson, A. Robert; Reid, Tim; Bychawski, Peter; Robert G. Klein (robert.klein@enstarfinancial.com)
Subject: Impact 2000 Inc. - Invitation for Offers (Equipment)
Attachments: For Sale - Equipment.pdf

Importance: High

Brent,

On November 2, 2012, Impact 2000 Inc. ("Impact") filed a Notice of Intention to Make a Proposal (the "NOI") with the Office of the Superintendent of Bankruptcy Canada pursuant to the Bankruptcy and Insolvency Act ("BIA"). Alvarez & Marsal Canada Inc. was also appointed trustee under the NOI of Impact (the "Trustee").

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Impact is requesting interested purchasers to provide the following:

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If you can please let the Proposal Trustee know by March 19, 2013, if you are interested in putting a proposal together under the two criteria above, that would be greatly appreciated. If you are interested, Impact will arrange to have someone show you the assets at the storage yard, if required.

We would kindly request that your proposal be delivered to the Proposal Trustee's office (by email) by no later than Thursday, March 21, 2013.

Regards,
Orest

Orest Konowalchuk, CA•CIRP
Director
Alvarez & Marsal Canada ULC
Bow Valley Square I
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Calgary, Alberta T2P 2R9
Main: 403.538.7555
Direct: 403.538.4736
Fax: 403.538-7551
Mobile: 403.470.7478
Email: okonowalchuk@alvarezandmarsal.com
www.alvarezandmarsal.com

THIS IS EXHIBIT " 2 "
referred to in the Affidavit of
Michael Wolowich
Sworn before me this 28th
day of March A.D. 2013
PETER BYCHAWSKI
BARRISTER & SOLICITOR
A Commissioner for Oaths
for the Province of Alberta

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SCHEDULE A						
IMPACT 2000 INC.						
Equipment for Sale						
#	Unit	Year	Make	Model	Description	Hrs/km
1	1206	2006	Ford	F250SD XLT	Supercab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Headache rack. Box rails. Illuminating buggy whip. Beacon.	178,399
2	1307	2007	Ford	F250SD XLT	Supercab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Headache rack. Box rails. Illuminating buggy whip. Beacon. Body damage to driver's side rear quarter panel.	Dead Battery
3	1406	2007	Ford	F250SD XL	Crew cab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Headache rack. Box rails. Illuminating buggy whip. Beacon. Body damage to driver side door.	148,622
4	1504	2004	Ford	F250SD XL	Supercab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Headache rack. Box rails. Illuminating buggy whip. Beacon. Westeel slip tank and pump.	117,058
5	1605	2005	Ford	F350SD XL	Crew cab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Headache rack. Box rails. Illuminating buggy whip. Beacon. Westeel slip tank and pump. Assumed to have approximately 150,000km.	Dead Battery
6	1806	2006	Ford	F250SD XL	Supercab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Warn winch. Headache rack. Box rails. Illuminating buggy whip. Beacon. Westeel slip tank and pump. Tailgate dents.	105,943
7	1905	2005	Ford	F250SD XL	Supercab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Headache rack. Box rails. Illuminating buggy whip. Beacon. Westeel slip tank and pump. Assumed to have approximately 150,000km. Passenger door and front quarter panel damage.	Dead Battery

SCHEDULE A							
IMPACT 2000 INC.							
Equipment for Sale							
#	Unit	Year	Make	Model	Description	Hrs/km	VIN/SN
8	MTC3309	2009	Ford	F250SD XLT	Crewcab 4WD light duty truck. Gas. Automatic. 75% tires. Tufport slide-in medical treatment centre.	Dead Battery	1FTSX21559EA15684
9	TS1206	2006	Ford	F750SD XL	Single axle service truck. IMT service body. IMT "5525" 10,500LB capacity hydraulic crane. IMT compressed air system. Diesel. 6-speed manual. 10,000LB front axle. 21,000LB rear axle.	132,710	3FRWF75N66V356753
10	WT1000	2000	GMC	C7500	Single axle water truck. Day cab. 11,000LB front axle. 19,000LB rear axle. 6-speed manual.	27,797 km	1GDM7H1C5YJ511774
11	S04	2003	Ski-doo	Grand Touring Rotax 600	Snowmobile.		2BPS243463V000157
12	Q02	2007	Honda	TRX420 FM7	Quad.		
13	Q03	2007	Honda	TRX420 FM7	Quad.		
14	K505	2009	Kubota	RTV500	4WD utility vehicle.	638	20424
15	Atco	2003	Atco		12'x60' skidded office trailer.		26003 8256

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16	H239	1986	Hagglunds	BV206D	All terrain personnel carrier.	24,057 km	AFE-4933
17	H244	1987	Hagglunds	BV206D	All terrain personnel carrier.	48,958 km	AFE-1113
18	A01	2006	Argo	Avenger 700	8 wheel drive amphibious off road vehicle. 26HP. Runva EWX4500 winch.		2DGSS0BT76NV23554
19	A02	2007	Argo	Frontier	6 wheel drive amphibious off road vehicle. 23HP.		2DGLS0BL77NF15656

Bychawski, Peter

From: Konowalchuk, Orest [okonowalchuk@alvarezandmarsal.com]
Sent: Friday, March 15, 2013 12:56 PM
To: dprodor@rbauction.com
Cc: Mike Wolowich (mikewimpact@gmail.com); Robert G. Klein (robert.klein@enstarfinancial.com)
Subject: Impact 2000 Inc. - Invitation for Offers (Equipment)
Attachments: For Sale - Equipment.pdf
Importance: High

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referred to in the Affidavit of
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Sworn before me this 27th
day of March A.D. 2013
PETER BYCHAWSKI
A Commissioner for Oaths
for the Province of Alberta
BARRISTER & SOLICITOR

Dan,

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If you have any additional questions, please contact me at your convenience.

Regards,
Orest

Orest Konowalchuk, CA•CIRP
Director
Alvarez & Marsal Canada ULC
Bow Valley Square I
Suite 570, 202 - 6th Avenue SW
Calgary, Alberta T2P 2R9
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Email: okonowalchuk@alvarezandmarsal.com

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5	1605	2005	Ford	F350SD XL	Crew cab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Headache rack. Box rails. Illuminating buggy whip. Beacon. Westeel slip tank and pump. Assumed to have approximately 150,000km.		1FTWW31555EC26470
6	1806	2006	Ford	F250SD XL	Supercab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Warn winch. Headache rack. Box rails. Illuminating buggy whip. Beacon. Westeel slip tank and pump.	105,943	1FTSX21566EA40086
7	1905	2005	Ford	F250SD XL	Supercab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Headache rack. Box rails. Illuminating buggy whip. Beacon. Westeel slip tank and pump. Assumed to have approximately 150,000km.		1FTSX21525EC26478
8	2007	2007	Ford	F250SD XL	Supercab 4WD light duty truck. Gas. Automatic. 75% tires. Grill guard. Headache rack. Box rails. Illuminating buggy whip. Beacon. Westeel slip tank and pump.	127,480	1FTSX21547EB03185

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11	WT1000	2000	GMC	C7500	Single axle water truck. Day cab. 11,000LB front axle. 19,000LB rear axle. 6-speed manual.	1GDM7H1C5YJ511774
12	S04	2003	Ski-doo	Grand Touring Rotax 600	Snowmobile.	2BPS243463V000157
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19	A01	2006	Argo	Avenger 700	8 wheel drive amphibious off road vehicle. 26HP. Runva EWX4500 winch.	2DGSS0BT76NV23554
20	A02	2007	Argo	Frontier	6 wheel drive amphibious off road vehicle. 23HP.	2DGLS0BL77NF15656