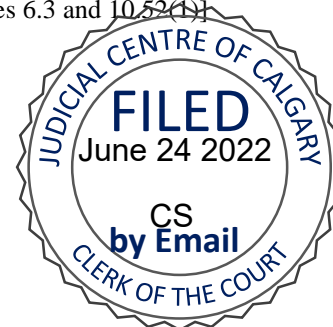


Entered

Form 27
Rules 6.3 and 10.52(1)

COURT FILE NUMBER 2201-01086
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
APPLICANT **CANADIAN WESTERN BANK**
RESPONDENT **BIG BEAR ENERGY RENTALS LTD., 1509571
ALBERTA LTD., 5556300 MANITOBA LTD.,
BARRICADE ENVIRONMENTAL LTD., DIRECT
ENVIRONMENTAL TECHNOLOGIES INC., JASON
ROBERT LLOYD, KENNETH JOHN GEORGE
CARSTAIRS, ROBERT CHRISTOPHER LLOYD and
DANIEL ROBERTS**

DOCUMENT **APPLICATION FOR AUCTION APPROVAL AND
VESTING ORDER**



\$50.00
JS
July 8 2022

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
Robyn Gurofsky / Anthony Mersich
Borden Ladner Gervais LLP
1900, 520 3rd Ave. S.W.
Calgary, AB T2P 0R3
Telephone: (403) 232-9774 / (403) 232-9154
Facsimile: (403) 266-1395
Email: RGurofsky@blg.com / AMersich@blg.com
File No. 022910.000008

NOTICE TO RESPONDENTS: See Service List, Schedule "A" to this Application

This application is made against you. You are a respondent.

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 July 8, 2022
Time 10:00 a.m.
Where Calgary Courts Centre, 601-5th Street S.W., Calgary, AB
via Webex Video Conference
Before Whom The Honourable 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. Alvarez & Marsal Canada Inc. in its capacity as the Court-appointed receiver and manager (the “**Receiver**”) of Big Bear Energy Rentals Ltd., 1509571 Alberta Ltd., 5556300 Manitoba Ltd., Barricade Environmental Ltd., and Direct Environmental Technologies Inc. (collectively, the “**Debtors**”) seeks an Order for the following relief:
 - (a) Deeming service of this Application together with all supporting materials to be good and sufficient, and abridging the time for service of said documents, if necessary;
 - (b) Approving an auction approval and vesting order (the “**Vesting Order**”), in substantially the same form as attached hereto as **Schedule “B”**, including but not limited to:
 - (i) approving the Auction and Liquidation Services Agreement (“**Auction Agreement**”) between Maynards Industries II Canada Ltd. (the “**Auctioneer**”) and the Receiver, a copy of which is attached in redacted form as Appendix E (and unredacted form as Confidential Appendix 4) to the Receiver’s Second Report, dated June 27, 2022 (the “**Second Report**”);
 - (ii) approving and authorizing the transactions contemplated in the Auction Agreement;
 - (iii) approving and authorizing the sale of the Debtors’ right, title and interest in and to the property to auction purchasers pursuant to the terms of the Auction Agreement, free and clear of liens and claims;
 - (iv) declaring that the net proceeds from the sale of the assets shall stand in the place and stead of the auctioned assets for the purposes of determining the nature and priority of claims;
 - (v) approving a distribution, or subsequent distributions, to Canadian Western Bank (“**CWB**”) and Business Development Bank Canada (“**BDC**”) from the sale proceeds and accounts receivable collected by the Receiver, up to the amounts owed to each of CWB and BDC, less holdbacks sufficient to allow the Receiver to address any disputed claims and complete the administration of the estate, and subject to a cost allocation to be agreed upon by CWB and BDC (or failing such agreement, to be later approved by the Court);
 - (vi) approving the Receiver’s actions, conduct and activities; and
 - (vii) approving the professional fees of the Receiver and its counsel;
 - (c) Approving a Restricted Court Access Order (“**Sealing Order**”), substantially in the form attached hereto as **Schedule “C”** in respect of confidential appendices 1-4 (the “**Confidential Appendices**”) appended to the Second Report; and
2. Such further and other relief as Counsel may advise and this Honourable Court permit.

Grounds for making this application:

3. The Receiver was appointed pursuant to an Order granted by the Honourable Justice K.M. Horner of the Court of Queen’s Bench of Alberta (the “**Court**”) on February 4, 2022, (the “**Receivership Order**”).
4. On May 10, 2022, the Applicants obtained Court approval to engage in a sales process (“**Sales Process**”) for the Debtors’ assets (the “**Assets**”).
5. The Sales Process contemplated soliciting bids in respect of the Assets, with such bids being submitted in any of the following three formats:
 - (a) net minimum guarantee at auction;
 - (b) commission at auction; and
 - (c) outright purchase.
6. The deadline for the receipt of bids under the Sales Process was May 27, 2022 (the “**Bid Deadline**”). The Receiver reviewed the bids submitted by the Bid Deadline and selected as the Winning Bid (as defined in the Sales Process) the bid contemplated by the proposed Auction Agreement and submitted by the Auctioneer, which is a bid for a Net Minimum Guarantee for the Assets. The transaction contemplated in the proposed Auction Agreement was selected by the Receiver as the Winning Bid on the basis that it is the most favourable bid received through the Sales Process with the least amount of risk.
7. As a result, the Receiver seeks the Court’s approval of the transaction contemplated by the Auction Agreement.

Distribution of proceeds of Debtors’ estate

8. The Receiver’s independent legal counsel completed its security opinions and has determined that, subject to the usual qualifications, each of CWB and BDC hold valid and enforceable security, effective against a trustee in bankruptcy.
9. BDC holds valid and enforceable security in first position primarily against the Debtors’ equipment that is proposed to be sold pursuant to the Auction Agreement.

10. CWB holds valid and enforceable security in first position primarily against the Debtors' accounts receivable and inventory. CWB's security extends to any surplus equipment sale proceeds after BDC is paid from those proceeds in full.
11. On this basis, the Receiver is in a position to make distributions to CWB and BDC from portions of the cash in the estate and cash anticipated to be collected from outstanding and uncollected accounts receivables and cash generated assuming the proposed Auction Agreement is approved and the transaction contemplated therein closes, subject to maintaining sufficient holdbacks necessary to address any priority claims and estate administration matters, and subject to obtaining the consent of CWB and BDC (or failing such consent, subsequent Court approval) for an allocation of the receivership costs as between the two lenders. It is anticipated that recoveries from the estate will not surpass what is outstanding past the two lenders and, as a result, the unsecured creditors are not expected to receive any recoveries.

Approval of Actions, Activities and Conduct and Professional Fees and Disbursements

12. The Receiver's actions, conduct and activities are set out in detail in the First Report of the Interim Receiver dated February 1, 2022, the First Report of the Receiver dated April 25, 2022 and the Second Report, each of which are filed in the within proceedings. The Receiver's actions, conduct and activities are reasonable, appropriate and in line with the Court's direction and common law expectation of a court appointed Receiver.
13. The fees and disbursements incurred by the Receiver and its legal counsel as outlined in the Second Report are reasonable, appropriate and commensurate with the work each of those parties has performed.

The Sealing Order

14. The Confidential Appendices contain commercially sensitive information of the Receiver or the estate that, if disseminated, could adversely affect the Sales Process. The Confidential Appendices likewise contain commercially sensitive information of the Auctioneer that, if disseminated, could adversely affect the Auctioneer and its business and commercial interests.
15. The Sealing Order sought is the least restrictive and prejudicial alternative to prevent dissemination of the Receiver and the Auctioneer's commercially sensitive information.

16. It is fair, just and in the public interest in the circumstances to restrict public access to the Confidential Appendices.
17. The equitable jurisdiction of this Honourable Court is applicable to and provides the basis for the relief sought by the Applicants.
18. Such further and other basis as Counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

19. The Second Report of the Receiver, June 27, 2022;
20. The Confidential Appendices to the Receiver's Second Report, dated June 27, 2022;
21. Such further and other material as counsel may advise and this Honourable Court permit.

Applicable rules:

22. *Alberta Rules of Court*, AR 124/2010.

Applicable Acts and regulations:

23. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended;
24. *Judicature Act*, R.S.A. 2000, c. J-2; and
25. Such further and other acts and regulations as Counsel may advise and this Honourable Court permit.

Any irregularity complained of or objection relied on:

26. None.

How the application is proposed to be heard or considered:

27. Via Webex, before the Honourable K.M. Horner, with some or all of the parties present.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the

form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

SCHEDULE “A”

SERVICE LIST

COURT FILE NUMBER **2201-01086**

COURT COURT OF QUEEN’S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF CANADIAN WESTERN BANK

DEFENDANTS BIG BEAR ENERGY RENTALS LTD., 1509571 ALBERTA LTD., 5556300 MANITOBA LTD., BARRICADE ENVIRONMENTAL LTD., DIRECT ENVIRONMENTAL TECHNOLOGIES INC. (the “**Debtors**”), JASON ROBERT LLOYD, KENNETH JOHN GEORGE CARSTAIRS, ROBERT CHRISTOPHER LLOYD, and DANIEL ROBERTS

| SERVICE LIST | |
|--|---|
| Miller Thomson LLP 10155 - 102 Street, Suite 2700 Edmonton, AB T5J 4G8 Rick Reeson, Q.C. – reeson@millerthomson.com Spencer Norris – snorris@millerthomson.com | Counsel to Plaintiff - Canadian Western Bank |
| Alvarez & Marsal Canada ULC Suite 1110, 250 - 6 Avenue SW Calgary, AB T2P 3H7 Orest Konowalchuk – okonowalchuk@alvarezandmarsal.com Dave Williams - david.williams@alvarezandmarsal.com | Receiver |
| Borden Ladner Gervais LLP Suite 1900, Centennial Place, East Tower 520 - 3 Avenue SW Calgary, AB T2P 0R3 Robyn Gurofsky – RGurofsky@blg.com Anthony Mersich – amersich@blg.com | Counsel to Receiver |

SERVICE LIST

| | |
|---|---|
| McLennan Ross LLP 600 McLennan Ross Building 12220 Stony Plain Road Edmonton, AB T5N 3Y4 Chuck Russell, Q.C. – chuck.russell@mross.com | Conflict Counsel to the Receiver |
| Cassels Brock & Blackwell LLP Suite 3810, Bankers Hall West 888 - 3 Street SW Calgary, AB T2P 5C5 Jeffrey Oliver – joliver@cassels.com | Counsel to Business Development Bank of Canada (Secured Creditor) |
| DLA Piper (Canada) LLP 1000, 250 - 2 Street SW Calgary, AB T2P 0C1 Brian Davison – carole.hunter@dlapiper.com Carole Hunter – brian.davison@dlapiper.com | Counsel to Corporate Defendants |
| Stikeman Elliott LLP 4300 Bankers Hall West 888 - 3 Street SW Calgary, AB T2P 5C5 Geoff Holub – GHolub@stikeman.com Karen Fellowes Q.C. - Kfellowes@stikeman.com | Counsel to Spartan Delta Corp. |
| JSS Barristers 800, 304 - 8 Avenue SW Calgary, AB T2P 1C2 Christa Nicholson – nicholsonc@jssbarristers.ca | Counsel to Defendants – Jason Lloyd & Robert Lloyd |
| Groia & Company Professional Corporation 365 Bay Street, Suite 1100 Toronto, ON M5H 2V1 Kevin Richard – KRichard@groiaco.com Joseph Chan – JChan@groiaco.com | Counsel to Defendants – Kenneth John George Carstairs |

SERVICE LIST

| | |
|---|--|
| Government of Canada Dept. of Justice Canada 510, 606 – 4 Street SW Calgary, AB T2P 1T1 Jill Medhurst-Tivadar – jill.medhurst-tivadar@justice.gc.ca George Bódy - George.Body@justice.gc.ca | Counsel to Canada Revenue Agency |
| United Rentals (North America) Inc. C/O The Law Office of Mark A. Kirkorsky P.C. 1119 W Southern Avenue, 2nd Floor Mesa, AZ 85210 William McDaniel – WMcDaniel@makpc.com | Counsel to United Rentals |
| Dentons Canada LLP 850 – 2 Street SW 15th Floor, Bankers Court Calgary, AB T2P 0R8 John Regush – john.regush@dentons.com David Mann – david.mann@dentons.com | Counsel to Maynards Industries II Canada Ltd. |
| Bishop & McKenzie LLP Suite 2200, 555 - 4 Avenue SW Calgary, AB T2P 3E7 Anthony Dekens – adekens@bmlp.ca | Counsel to Volvo Financial Services, VFS US LLC |
| Blu-Water LP Ltd. 9947 – 110 Avenue Fort St. John, BC V1J 1Y4 office@blu-water.ca | |
| Dakow Ventures Ltd. 9947 – 110 Avenue Fort St. John, BC V1J 1Y4 Matt Dohm – matt@dakow.ca | |

SERVICE LIST

Petrospec Engineering Inc.

7123 – 56 Avenue NW
Edmonton, AB T6B 3L2

Scott Penny – scott.penny@petrospec.com

Leading Edge Mechanical Ltd.

34 Industrial Drive
Sylvan Lake, AB T4S 1P4

leadingedge@telus.net

Canadian Natural Resources Limited

Suite 2100, Bankers Hall East
855 - 2 Street SW
Calgary, AB T2P 4J8

Jenny Trieu-Ly – Jenny.Trieu-Ly@cnrl.com

Pine Cliff Energy Ltd.

1015 – 4 Street SW
Calgary, AB T2R 1J4

Terry McNeill, Chief Operating Officer – TMcNeill@pinecliffenergy.com

Tip Fleet Services Canada Ltd.

1880 Britannia Road East
Mississauga, ON L4W 1J3

absecparties@avssystems.ca

Meridian OneCap Credit Corp.

Suite 1500 – 4710 Kingsway
Burnaby, BC
V5H 4M2

client.service@meridianonecap.ca

SERVICE LIST

Blue Chip Leasing Corporation

156 Duncan Mill Road, Unit 16

Toronto, ON M3B 3N2

cal-annual-docs@mccarthy.ca

602582 Alberta Ltd.

9 Rustic Rd

Norglenwold, AB

T4S 1S5

Attention: Lorne Therriault

isellsylvanlake@gmail.com

Hammertech Ltd.

101, 37 Beju Industrial Drive

Sylvan Lake, AB T4S 0K9

reception@rouillardlaw.ca

A/T Tire and Performance Ltd.

101, 536 Laura Avenue

Red Deer County, AB T4E 0A5

corporate@gasalleylaw.ca

Fountain Tire (Sylvan Lake) Ltd.

301, 1006 – 103A Street SW

Edmonton, AB T6W 2P6

melissa.macdonald@fountaintire.com

Folvik's Mechanical Services Ltd.

PO Box 947

Eckville, AB T0M0X0

folviksmechanical@gmail.com

SERVICE LIST

JD Factors Corporation
218, 5403 Crowchild Trail NW
Calgary, AB T3A 2GB

Gordon Onley - gonley@jdfactors.com

Dina Savaglio - dsavaglio@jdfactors.com

Ketek Group Inc.
10457 – 184 Street
Edmonton, AB T5S 1G1

Kevin Philibert, VP Administration - kevin.philibert@ketek.ca

VFS US LLC
P.O. Box 26131
Greensboro, NC 27402
United States of America

Anthony Dekens – adekens@bmlp.ca

US Small Business Administration
Suite 202, 1545 Hawkins Blvd
El Paso, TX 79925

elpasodlsc@sba.gov

First Capital Leasing Ltd.
208, 11420 – 27 Street SE
Calgary, AB T2Z 3R6

info@firstcapitalleasing.ca

Peacock Linder Halt & Mack LLP
Devon Tower
4050, 400 – 3 Avenue SW
Calgary, AB T2P 4H2

Emmett Scrimshaw - escrimshaw@plhlaw.ca

EMAIL LIST ONLY

reeson@millerthomson.com; snorris@millerthomson.com;
okonowalchuk@alvarezandmarsal.com; david.williams@alvarezandmarsal.com;
RGurofsky@blg.com; amersich@blg.com; chuck.russell@mross.com; joliver@cassels.com;
carole.hunter@dlapiper.com; brian.davison@dlapiper.com; GHolub@stikeman.com;
Kfellowes@stikeman.com; nicholsonc@jssbarristers.ca; KRichard@groiaco.com;
JChan@groiaco.com; jill.medhurst-tivadar@justice.gc.ca; George.Body@justice.gc.ca;
WMcDaniel@makpc.com; john.regush@dentons.com; david.mann@dentons.com;
adekens@bmlp.ca; office@blu-water.ca; matt@dakow.ca; scott.penny@petrospec.com;
leadingedge@telus.net; Jenny.Trieu-Ly@cnrl.com; TMcNeill@pinecliffenergy.com;
absecparties@avssystems.ca; absecparties@avssystems.ca; client.service@meridianonecap.ca;
cal-annual-docs@mccarthy.ca; isellsylvanlake@gmail.com; reception@rouillardlaw.ca;
corporate@gasalleylaw.ca; melissa.macdonald@fountaintire.com;
folviksmechanical@gmail.com; gonley@jdfactors.com; dsavaglio@jdfactors.com;
kevin.philibert@ketek.ca; elpasodlsc@sba.gov; info@firstcapitalleasing.ca;
escrimshaw@plhlaw.ca

SCHEDULE “B”

VESTING ORDER

COURT FILE NUMBER 2201-01086

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

APPLICANT CANADIAN WESTERN BANK

Clerk's Stamp

RESPONDENTS **BIG BEAR ENERGY RENTALS LTD.,
1509571 ALBERTA LTD., 5556300
MANITOBA LTD., BARRICADE
ENVIRONMENTAL LTD., DIRECT
ENVIRONMENTAL TECHNOLOGIES
INC., JASON ROBERT LLOYD,
KENNETH JOHN GEORGE
CARSTAIRS, ROBERT CHRISTOPHER
LLOYD and DANIEL ROBERTS**

DOCUMENT **APPROVAL AND VESTING ORDER
(Sale by Receiver)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Robyn Gurofsky / Anthony Mersich
Borden Ladner Gervais LLP
1900, 520 3rd Ave. S.W.
Calgary, AB T2P 0R3
Telephone: (403) 232-9774 / (403) 232-9154
Facsimile: (403) 266-1395
Email: RGurofsky@blg.com / amersich@blg.com
File No. 022910.000008

DATE ON WHICH ORDER WAS PRONOUNCED: July 8, 2022

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary Courts Centre – Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice K. Horner

UPON THE APPLICATION by Alvarez & Marsal Canada Inc. in its capacity as the Court-appointed receiver and manager (the “**Receiver**”) of Big Bear Energy Rentals Ltd., 1509571 Alberta Ltd., 5556300 Manitoba Ltd., Barricade Environmental Ltd., and Direct Environmental Technologies Inc. (collectively, the “**Debtors**”) for an order approving the Auction and Liquidation Services Agreement (the “**Auction Agreement**”) between the Receiver and Maynards Industries II Canada Ltd. (the “**Auctioneer**”) dated [Date] and appended as Confidential Supplement [X] to the Second Report of the Receiver dated [Date] (the “**Report**”) and the transactions contemplated therein and providing the right to market, sell or

otherwise transfer the Debtors' right, title and interest in and to the assets described in the Auction Agreement set out at **Schedule "A"** attached hereto (the "**Transferred Assets**") to purchasers thereof on the Receiver's behalf and in accordance with the terms of the Auction Agreement;

AND UPON HAVING READ the Interim Receivership Order dated January 21, 2022 and the Enhanced Interim Receivership Order and Receivership Order dated February 4, 2022 (the "**Receivership Order**"), the Report and the Affidavit of Service of [NAME] dated [DATE]; **AND UPON HEARING** the submissions of counsel for the Receiver, counsel for Canadian Western Bank, counsel for Business Development Bank Canada, counsel for the Auctioneer and any other counsel in attendance;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given.

APPROVAL OF TRANSACTIONS

2. The Auction Agreement is hereby approved and the execution of the Auction Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the transactions contemplated by the Auction Agreement or for the conveyance of the Auctioned Assets to an Auction Purchaser (or its nominee) (each defined below at paragraph 4).

VESTING OF PROPERTY

3. The Auctioneer is permitted to market, sell or otherwise transfer the Transferred Assets to potential purchasers, pursuant to the terms of the Auction Agreement (the "**Auction**").
4. Any person who purchases a Transferred Asset through the Auction is referred to herein as an "Auction Purchaser" and a Transferred Asset purchased by an Auction Purchaser is referred to herein as an "Auctioned Asset."
5. Upon the Auctioneer completing a sale of an Auctioned Asset to an Auction Purchaser, and upon receipt of the purchase price by the Auctioneer and delivery by the Auctioneer of a bill of sale or similar evidence of purchase ("**Bill of Sale**") to such Auction Purchaser, all of: (i) the right, title and interest of those parties listed in **Schedule "B"** hereto (collectively, the "**Specified Parties**")

in and to; and (ii) the Debtors' right, title and interest in and to those Auctioned Assets shall vest absolutely in the name of that Auction Purchaser (or its nominee), free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, caveats, pledges, mortgages, liens, trusts or deemed trusts, reservations of ownership, royalties, options, rights of pre-emption, privileges, interests, assignments, actions, judgements, executions, levies, taxes, writs of enforcement, charges, or other claims, whether contractual, statutory, financial, monetary or otherwise, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing:

- (a) any encumbrances or charges created by the Receivership Order or any other orders granted in the within action or in the receivership estates of any of the Debtors;
- (b) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Alberta) or any other personal property registry system; and
- (c) those Claims listed on **Schedule "C"** hereto (all of which are collectively referred to as the "**Encumbrances**"; and,

for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Auctioned Assets are expunged and discharged as against the Auctioned Assets upon the Auctioneer providing to the Auction Purchaser a Bill of Sale.

6. Nothing in this Order shall discharge the obligations of the Auctioneer set out in the Auction Agreement or otherwise, or the rights or claims of the Receiver in respect thereof, including the obligations of the Auctioneer to account for and remit the proceeds of sale from the Auction to the Receiver.
7. Upon delivery of the Bill of Sale, and upon filing of a certified copy of this Order, together with any applicable registration fees, all governmental authorities including those referred to below in this paragraph (collectively, "**Governmental Authorities**") are hereby authorized, requested and directed to accept delivery of such Bill of Sale and certified copy of this Order as though they were originals and to register such transfers, interest authorizations, discharges and discharge statements of conveyance as may be required to convey to the Auction Purchaser or its nominee clear title to the Auctioned Assets, including and without limiting the foregoing:
 - (a) The respective Registrars of the Alberta, Saskatchewan and British Columbia Personal Property Registries shall and are hereby directed to forthwith cancel and discharge any

registrations at the their respective Personal Property Registries (whether made before or after the date of this Order) claiming security interests in the estate or interest of the Specified Parties or the Debtors in any of the Auctioned Assets which are of a kind prescribed by applicable regulations as serial-number goods.

8. In order to effect the transfers and discharges described above, this Court directs each of the Governmental Authorities to take such steps as are necessary to give effect to the terms of this Order and the Auction Agreement. Presentment of this Order and the Bill of Sale shall be the sole and sufficient authority for the Governmental Authorities to make and register transfers of title or interest and cancel and discharge registrations against any of the Auctioned Assets of any Claims including Encumbrances.
9. No authorization, approval or other action by and no notice to or filing with any governmental authority or regulatory body exercising jurisdiction over the Auctioned Assets is required for the due execution, delivery and performance by the Receiver of the Auction Agreement.
10. For the purposes of determining the nature and priority of Claims, net proceeds from sale of the Auctioned Assets (to be held in an interest bearing trust account by the Receiver) shall stand in the place and stead of the Auctioned Assets from and after delivery of the Bill of Sale and all Claims including Encumbrances shall not attach to, encumber or otherwise form a charge, security interest, lien, or other Claim against the Auctioned Assets and may be asserted against the net proceeds from sale of the Auctioned Assets with the same priority as they had with respect to the Auctioned Assets immediately prior to the sale, as if the Auctioned Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.
11. The Receiver shall be entitled to make a distribution and any subsequent distributions to Canadian Western Bank and Business Development Bank of Canada (together, the “**Lenders**”) from the net proceeds of sale of the Auctioned Assets held by the Receiver up to the amount of the indebtedness owed to the respective Lenders, subject to maintaining sufficient funds in the estate to address any Claims against any Auctioned Assets sold, any claims disputing title or ownership of the Auctioned Assets, and estate costs, provided that the Lenders agree on an allocation of receivership costs amongst them, to be provided by the Receiver. In the event the Lenders are unable to agree on such allocation to be presented, the Receiver shall return to Court for approval of such cost allocation prior to making any distributions to the Lenders.

12. Upon completion of the sale of Auctioned Assets to their respective Auction Purchasers pursuant to the Auction, or any subsequent auction held by the Auctioneer in accordance with the terms of the Auction Agreement, the Debtors and all persons who claim by, through or under the Debtors in respect of those Auctioned Assets, and all persons or entities having any Claims of any kind whatsoever in respect of those Auctioned Assets, shall stand absolutely and forever barred, estopped and foreclosed from and permanently enjoined from pursuing, asserting or claiming any and all right, title, estate, interest, royalty, rental, equity of redemption or other Claim whatsoever in respect of or to those Auctioned Assets, and to the extent that any such persons or entities remain in the possession or control of any of those Auctioned Assets, or any artifacts, certificates, instruments or other indicia of title representing or evidencing any right, title, estate, or interest in and to those Auctioned Assets, they shall forthwith deliver possession thereof to those Auction Purchaser (or its nominee).
13. The Auction Purchaser (or its nominee) shall be entitled to hold and enjoy its Auctioned Assets for its own use and benefit without any interference of or by the Debtors, or any person claiming by, through or against the Debtors.
14. The Auctioneer is authorized and permitted to use the Debtors' names and any of their intellectual or intangible property in connection with advertising and promoting the Auction.

APPROVAL OF ACTIVITIES AND FEES

15. The Receiver's accounts for fees and disbursements, as set out in the Report are hereby approved without the necessity of a formal passing of its accounts.
16. The accounts of the Receiver's legal counsel, Borden Ladner Gervais LLP, for its fees and disbursements, as set out in the Report are hereby approved without the necessity of a formal assessment of its accounts.
17. The Receiver's actions, conduct and activities as set out in the Report and in all of its other reports filed herein (including the First Report of the Interim Receiver dated February 1, 2022 and the First Report of the Receiver dated April 25, 2022), and the Statement of Receipts and Disbursements as attached to the Report and in all of its other reports filed herein, are hereby ratified and approved.

MISCELLANEOUS MATTERS

18. Notwithstanding:
 - (a) the pendency of these proceedings and any declaration of insolvency made herein;

- (a) the pendency of any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c.B-3, as amended (the “**BIA**”), in respect of the Debtors, and any bankruptcy order issued pursuant to any such applications;
- (b) any assignment in bankruptcy made in respect of the Debtors; and
- (c) the provisions of any federal or provincial statute:

the vesting of Auctioned Assets in the Auction Purchaser (or its nominee) pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtors and shall not be void or voidable by creditors of the Debtors, nor shall it constitute nor be deemed to be a transfer at undervalue, settlement, fraudulent preference, assignment, fraudulent conveyance, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

- 19. The Receiver, the Auctioneer and any Auction Purchaser (or its nominee) and any other interested party, shall be at liberty to apply for further advice, assistance and directions as may be necessary in order to give full force and effect to the terms of this Order and to assist and aid the parties in closing any transaction for the purchase of Auctioned Assets pursuant to the Auction.
- 20. No action lies against the Receiver by reason of this Order, due to the performance of any act authorized by this Order, or in respect of the Auction.
- 21. This Honourable Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any of its provinces or territories or in any foreign jurisdiction, to act in aid of and to be complimentary to this Court in carrying out the terms of this Order, 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 order and to provide such assistance to the Receiver, as an officer of the 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.
- 22. Service of this Order shall be deemed good and sufficient by:
 - (a) Serving the same on:
 - (i) the persons listed on the service list created in these proceedings;
 - (ii) any other person served with notice of the application for this Order;
 - (iii) any other parties attending or represented at the application for this Order;
 - (iv) the Auctioneer or the Auctioneer’s solicitors; and

Posting a copy of this Order on the Receiver's website at:
<https://www.alvarezandmarsal.com/content/big-bear-interim-receivers-reports>

and service on any other person is hereby dispensed with.

23. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.

Justice of the Court of Queen's Bench of Alberta

Schedule “A”

TRANSFERRED ASSETS

Schedule “B”**Specified Parties**

The “Specified Parties” are the following:

- 602582 Alberta Ltd.
- Lorne Therriault
- Meridian Onecap Credit Corp.

Schedule “C”
CLAIMS AND REGISTRATIONS TO BE DISCHARGED

Any and all interests or claims of:

- TIP Fleet Services Canada Ltd.
- Business Development Bank of Canada
- Canadian Western Bank
- Hammertech Ltd.
- A/T Tire and Performance Ltd.
- Leading Edge Mechanical Ltd.
- Fountain Tire (Sylvan Lake) Ltd
- Folvik’s Mechanical Services Ltd.
- JD Factors Corporation
- Blue Chip Leasing Corporation
- Meridian Onecap Credit Corp.
- 602582 Alberta Ltd.
- Lorne Therriault

SCHEDULE “C”

SEALING ORDER

COURT FILE NUMBER 2201-01086
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
APPLICANT CANADIAN WESTERN BANK
RESPONDENTS **BIG BEAR ENERGY RENTALS LTD.,
1509571 ALBERTA LTD., 5556300
MANITOBA LTD., BARRICADE
ENVIRONMENTAL LTD., DIRECT
ENVIRONMENTAL TECHNOLOGIES
INC., JASON ROBERT LLOYD, KENNETH
JOHN GEORGE CARSTAIRS, ROBERT
CHRISTOPHER LLOYD and DANIEL
ROBERTS**
DOCUMENT **RESTRICTED ACCESS AND SEALING
ORDER**

Clerk's Stamp

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT
Robyn Gurofsky / Anthony Mersich
Borden Ladner Gervais LLP
1900, 520 3rd Ave. S.W.
Calgary, AB T2P 0R3
Telephone: (403) 232-9774 /
(403) 232-9154
Facsimile: (403) 266-1395
Email: RGurofsky@blg.com /
amersich@blg.com
File No. 022910.000008

DATE ON WHICH ORDER WAS PRONOUNCED: July 8, 2022

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary Courts Centre, Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice K.M. Horner

UPON THE APPLICATION by Alvarez & Marsal Canada Inc. in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of Big Bear Energy Rentals Ltd., 1509571 Alberta Ltd., 5556300 Manitoba Ltd., Barricade Environmental Ltd., and Direct Environmental Technologies Inc. (collectively, the "**Debtors**") for, among other things, an order approving the Auction and Liquidation Services Agreement, filed on June 27, 2022; AND UPON having read the Second Report of the Receiver dated June 27, 2022 (the "**Second Report**"), the confidential appendices 1-4 to the Second Report (the "**Confidential Appendices**") the Affidavit of Service of _____, dated _____, AND UPON hearing

from counsel for the Receiver and counsel for other interested parties appearing at the hearing of this Application, IT IS HEREBY ORDERED THAT:

1. The time for service of this Application with all supporting materials is hereby abridged, if necessary, and declared to be good and sufficient and no other person is required to have been served with such documents, and this hearing is properly returnable before this Honourable Court today, and further service thereof is hereby dispensed with;
2. All capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Second Report.
3. The Confidential Appendices shall be sealed on the Court file and kept confidential unless and until an application is made to modify or vary this Order, pursuant to paragraph 7 hereof.
4. The Clerk of the Court shall file the Confidential Appendices in a sealed envelope attached to a notice that sets out the style of cause of these proceedings and states that:

THIS ENVELOPE CONTAINS CONFIDENTIAL MATERIALS, BEING THE CONFIDENTIAL APPENDICES 1, 2, 3 AND 4 TO THE SECOND REPORT OF THE RECEIVER DATED JUNE 27, 2022 (THE “**CONFIDENTIAL APPENDICES**”) PURSUANT TO THE RESTRICTED ACCESS AND SEALING ORDER ISSUED BY JUSTICE K.M. HORNER ON JULY 8, 2022. THE CLERK OF THE COURT SHALL NOT RELEASE THE CONFIDENTIAL APPENDICES TO THE PUBLIC UNLESS THE SEALING ORDER HAS BEEN MODIFIED BY FURTHER ORDER OF THE COURT.

5. Service of this Order shall be deemed good and sufficient by serving the same on the persons listed to the Service List (attached as Schedule “A” to the Application) and by posting a copy of this Order on the Receiver’s Website: www.alvarezandmarsal.com/bigbear
6. No other persons are entitled to be served with a copy of this Order.
7. Leave is hereby granted to any person or party affected by this Order to apply to this Honourable Court for a further order modifying or varying the terms of paragraphs 3 or 4 of this Order, with such application to be brought on no less than 7 days’ notice to the Receiver, Maynards Industries II Canada Ltd. and any other affected party.