

Form 27

[Rules 6.3 and 10.52(1)]

COURT FILE NUMBER	1903-12504
COURT	COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE	EDMONTON
PLAINTIFF(S)	MAYNBRIDGE CAPITAL INC.
DEFENDANT(S)	VOICE CONSTRUCTION OPCO ULC, VOICE MANAGEMENT LTD., VOICE CONSTRUCTION LTD., EARTH & ENERGY CONSTRUCTION LTD., VOICE HOLDINGS LTD., and 2012442 ALBERTA LTD.
DOCUMENT	APPLICATION FOR FINAL DISTRIBUTION, APPROVAL OF ACTIVITIES AND FEES, AND DISCHARGE OF RECEIVER
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	MILLER THOMSON LLP Barristers and Solicitors 2700, Commerce Place 10155-102 Street Edmonton, AB, Canada T5J 4G8 Phone: 780.429.1751 Fax: 780.424.5866 Lawyer's Name: Spencer Norris Lawyer's Email: snorris@millerthomson.com File No.: 182818.4

Clerk's Stamp

NOTICE TO RESPONDENT(S): as set out in Schedule "A" attached hereto

This application is made against you. You are a respondent. You have the right to state your side of this matter before the Court.

To do so, you must be in Court when the application is heard as shown below:

Date: July 18, 2023
Time: **10:00 a.m.**
Where: Edmonton Law Courts
1A Sir Winston Churchill
Edmonton, Alberta
Before Whom: **The Honourable Justice K. Feth**

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. An Order substantially in the form attached hereto as **Schedule "B"**, granting the following relief, among others things:

- (a) abridging time for service of the within Application to the time actually given, if necessary, and deeming such service valid and effective;
- (b) approving the actions taken by the Receiver as set out in the Receiver's Ninth Report filed with the Court;
- (c) approving the payment to Canada Revenue Agency and Maynbridge Capital Inc. of the final distribution of funds;
- (d) discharging the Receiver.

Grounds for making this application:

Approval of Accounts

- 2. The Receiver seeks approval of its fees and disbursements as well as those of Miller Thomson LLP.
- 3. The Receiver has filed the Affidavit of Orest Konowalchuk sworn July 12, 2023 in support of its application for approval of its fees and disbursements.
- 4. Attached as Appendix "A" to the Ninth Report of the Receiver (the "**Ninth Report**") is a summary of the Receiver's fees and disbursements and a summary of counsel for the receiver's fees and disbursements.
- 5. Pursuant to the Receivership Order granted the Honourable Mr. Justice K.G. Nielsen (as he was then), the Receiver was granted a first charge on the Property of the Debtors as security for its fees and disbursements, including legal fees, incurred both before and after the granting of the orders in these proceedings.
- 6. The fees and disbursements of the Receiver and Miller Thomson LLP are fair and reasonable in all the circumstances.

Final Distribution

- 7. The Receiver is recommending the following distributions:
 - (a) \$717,922 payable to Maynbridge Capital Inc.;
 - (b) \$91,990 payable to Canada Revenue Agency;
 - (c) \$161,438.37 payable to Service Canada (Wage Earners Protection Program);
 - (e) any balance remaining from the holdback for professional fees to Maybridge Capital Inc.(the "**Final Distribution**")

Discharge of Receiver

- 8. The Receiver has completed the administration of the Receivership and realized on all the assets of Voice.

Material or evidence to be relied on:

- 9. The Ninth Report of the Receiver dated July 12, 2023;

10. Affidavit of Orest Konowalchuk dated July 12, 2023;
11. Such further and other materials as legal counsel for the Receiver may advise and this Honourable Court may permit.

Applicable rules:

12. *Alberta Rules of Court*, AR 124/2010 including Rules 6.3 and 13.5(2).

Applicable Acts and regulations:

13. *Bankruptcy and Insolvency Act*, R.S.C. 1985, c B-3.
14. *Judicature Act*, RSA 2000, c J-2.

Any irregularity complained of or objection relied on:

15. None

How the application is proposed to be heard or considered:

16. Via Video Conference on the Commercial List.

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

Party	Counsel	Address	Service Method
Receiver		Alvarez & Marsal Canada Inc. Suite 1110, 250 6th Avenue SW Calgary, AB T2P 3H7 Orest Konowalchuk	okonowalchuk@alvarezandmarsal.com
With a copy to:	Rick Reeson, Q.C., and Stephanie Wanke	Miller Thomson LLP 2700, 10155-102 Street Edmonton, AB T5J 4G8	rreeson@millerthomson.com ejohnston@millerthomson.com
Maynbridge Capital Inc.	Matti Lemmens Tiffany Bennett	Borden Ladner Gervais LLP Centennial Place, East Tower 1900, 520-3 rd Avenue SW Calgary, AB T2P 0R3	MLemmens@blg.com TiBennett@blg.com
Voice Construction OPCO ULC, et al., Defendants	Martino Calvaruso Marc Wasserman	Osler, Hoskin & Harcourt LLP Box 50, 1 First Canadian Place Toronto, ON M5X 1B8	mcalvaruso@osler.com mwasserman@osler.com
Finning International Inc.	Peter Kumpula	Finning International Inc. 16901-109 Avenue Edmonton, AB T5P 4P6	peter.kumpula@finning.com
Caterpillar Financial Services Limited	Pantelis Kyriakakis	McCarthy Tetrault 421 7th Avenue SW Suite 4000 Calgary AB T2P 4K9	pkyriakakis@mccarthy.ca wmacleod@mccarthy.ca
Petersen Leasing		Petersen Leasing 10 Automall Rd Sherwood Park, AB T8H 2N1 Attention: Erin Whelan	ewhelan@sherwoodparkchev.com
Jim Pattison Industries Ltd.		Jim Pattison Lease 4937 Regent Street Burnaby, BC V5C 4H4 Attention: Ian Lazar	lon.Lazar@jplease.com
Ari Financial Services		Ari Financial Services 600 – 1270 Central Parkway West Mississauga, ON L5C 4P4 Attention: Dan Willard	dwillard@arifleet.com
Jim Peplinski Leasing Inc.		Jim Peplinski Leasing Inc. 3200 Bloor Street West Toronto, ON M8X 1E1 Attention: John Thomas	jthomas@jimpeplinski.ca

Party	Counsel	Address	Service Method
GE Canada Asset Financing Holding Company GE VFS Canada Limited Partnership		GE Canada Asset Financing Holding Company/ GE VFS Canada Limited Partnership 2300 Meadowvale Blvd, Suite 200 Mississauga, ON L5N 5P9 Attention: Kirstin Pereira	Kirstin.pereira@wellsfargo.com
Konica Minolta Business Solutions (Canada) Ltd.		Konica Minolta Business Solutions (Canada) Ltd. 5035 South Service Road Burlington, ON L7R 4C8	efcwaivers@lbccapital.ca Nam.mau@bt.konicaminolta.ca
Daimler Truck Financial		Daimler Truck Financial 2680 Matheson Blvd E, Ste 500 Mississauga, ON L4W 0A5 Attention: Joel Ricci	Joel.ricci@daimler.com
Mercedes-Benz Financial Services Canada Corporation		Mercedes-Benz Financial Services Canada Corporation 2680 Matheson Blvd E, Ste 500 Mississauga, ON L4W 0A5 Attention: Joel Ricci	Joel.ricci@daimler.com
Komatsu International (Canada) Inc.		Komatsu International (Canada) Inc. 3755 Boul Matte, Suite E Brossard, QC J4Y 2P4 Attention : Ray Iacovozzi	riacovozzi@komatsuna.com
John Deere Financial Inc.		John Deere Financial Inc. 3430 Superior Court Oakville, ON L6L 0C4 Attention: Ryan Szymusiak	szymusiakryanf@johndeere.com
Black Diamond Limited Partnership, Boxx Division		Black Diamond Limited Partnership, Boxx Division Suite 1000, 440 – 2 Ave SW Calgary, AB T2P 5E9 Attention: Nicki Ferguson	nferguson@blackdiamondgroup.com ymoquin@blackdiamondgroup.com
Northgate Industries Ltd.		Northgate Industries Ltd. 12345 – 121 St Edmonton, AB T5L 4Y7	dcrough@northgateindustries.com
Quality Property Developments Inc.		Quality Property Developments Inc. 33-130 Commercial Drive Calgary, AB T3Z 2A7	r.leahy@qualityprop.ca

Party	Counsel	Address	Service Method
562072 Alberta Ltd.		562072 Alberta Ltd. 54545 Range Road 213 Fort Saskatchewan, AB T8L 4B8	Registered Mail
52 Street Holdings Ltd.		52 Street Holdings Ltd. 400, 444-7 Avenue SW Calgary, AB T2P 0X8	Registered Mail
Torys LLP	Tyrel Henderson	Torys LLP 46 th Floor, Eighth Avenue Place East, 525-8 Avenue SW Calgary, AB T2P 1G1	thenderson@torys.com
Grande Tire Inc.		Grande Tire Inc. 5505 128 Ave Edmonton, AB T5A 5G5 Attention: Sean Roberts	sean@grandetire.ca
Clearstream Energy Services		Clearstream Energy Services Intact Place – East Tower Suite 415, 311 – 6th Avenue SW Calgary, AB T2P 3H2	tgracie@clearstreamenergy.ca
Gunther Construction (1988) Ltd.	Ronald H. Haggett	Ogilvie LLP 1400 Canadian Western Bank Place 10303 Jasper Avenue Edmonton, AB T5J 3N6	RHaggett@ogilvielaw.com
Workers' Compensation Board - Alberta		Workers' Compensation Board - Alberta 9912 107 Street PO Box 2415 Edmonton AB T5J 2S5 Attention: Troy Voong	employer.account.services@wcb.ab.ca
Chemco Electrical Contractors Ltd.	Bryan Kwan	McLennan Ross LLP 600, 12220 Stony Plain Road Edmonton, AB T3N 3Y4	bkwan@mross.com
Canadian Natural Resources Limited	Brent W. Mescall	Parlee McLaws LLP 3300 TD Canada Trust Tower, 4271-7 th Avenue SW Calgary, Alberta T2P 4K9	bmescall@parlee.com
Arpi's North Inc.	Joseph J. Kueber, Q.C.	Bryan & Company LLP 2600 Manulife Place 10180 – 101 Street Edmonton, AB T5J 3Y2	jjkueber@bryanco.com

Party	Counsel	Address	Service Method
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Shell Canada			Phu.to@shell.com Dan.berry@shell.com Vincent.Melifonwu@Shell.com
PNR Railworks Inc.	Courtney Kachur	Rose LLP Suite 810, 333 – 5th Avenue SW, Calgary, AB, T2P 3B6	Courtney.Kachur@RoseLLP.com
Dow Chemical	Robert J. Moyse	Code Hunter LLP 850, 440 2 Avenue SW Calgary, AB T2P 5E9	Robert.moyse@codehunterllp.com
CBRE Limited			Barbara.endoy@cbre.com
Gibson Energy	Steve Smyth	1700, 440 – 2 nd Avenue SW, Calgary, AB T2P 5E9	Steve.smyth@gibsonenergy.com
Imperial Oil Limited	James Reid	Blakes 855 - 2nd Street S.W. Suite 3500, Bankers Hall East Tower Calgary AB T2P 4J8	James.reid@blakes.com
Plains Midstream	Josh Dial	Dentons Canada LLP 15th Floor, Bankers Court, 850 - 2nd Street SW Calgary, AB T2P 0R8 Canada	Josh.dial@dentons.com
Local 955 Trust Funds	Murray D. McGown Q.C.	McGown Cook 120 7260 12th Street S.E. Calgary AB T2H 2S5	mdmcgown@mcgowncook.com

Party	Counsel	Address	Service Method
Pembina Pipeline Corporation	Alexandra Luchenko	595 Burrard Street, Suite 2600 Vancouver BC V7X 1L3	TMcrae@pembina.com
North West Redwater Partnership	Brian Reid	Bennett Jones LLP 4500 Bankers Hall East 855 2nd Street SW Calgary, Alberta T2P 4K7 Canada	reidb@bennettjones.com
Specter Fabricating Inc.		PO Box 455 5116 53 Ave Redwater, AB T0A 2W0 Attention: Lance Peters	specterfab@gmail.com
Heavy Tech Repairs and Rentals Ltd.		130 50535 RR233 Leduc County, AB T4X 0L4 Attention: Travis Stevens	travis@heavytechrepair.com
Boyd Ventures Inc.		RR3 Site 302 Comp 88 Onoway, AB T6B 2G2 Attention: Sharon Fenske	boydventures2@gmail.com
Kal Tire A Corporate Partnership		1540 Kalamalka Lake Road Vernon, BC V1T6V2 27 Strathmoor Drive Sherwood Park, AB T8H 0C1 Attention: Emilio Szadiak	Emilio_szadiak@kaltire.com
Canada Revenue Agency	George F. Body	Department of Justice (Canada) #300, 10423 – 101 Street NW Edmonton, AB T5H 0E7	George.body@justice.gc.ca
Bentall Kennedy (Canada) LP	Douglas S. Nishimura	Field Law 400 – 444 7 AVE SW Calgary AB T2P 0X8	dnishimura@fieldlaw.com
West Fraser Concrete	John Perry	PO Box 790 Smithers, BC V0J 2N0	john@perryco.ca
Garth A. Wright Law Corporation	Garth Wright	201-1396 – 5 th Avenue Prince George, BC V2L 3L4	garthwright@shaw.ca

Party	Counsel	Address	Service Method
Rainwater Management	Pete Law		pete@rainwatermanagement.ca
Burnco Rock Products Ltd.	Dean Barrett	Main Floor, 155 Glendeer Circle SE Box 1480, Station T Calgary, AB Canada T2H 2P9	Dean.Barrett@burnco.com
Delta North Geomatics Inc.	Christopher M. Young	Swainson Miki Peskett LLP Suite 2800 Bell Tower Edmonton, AB	cyoung@smpllp.ca
Harris Steel Services Limited	Shaun D. Wetmore	McCuaig Desrochers LLP 2401 Toronto Dominion Tower 10088-102 Avenue NW Edmonton, AB T5J 2Z1	swetmore@mccuaig.com
Lynx Brand Fence Products Alta. Ltd.	James Hanley	MacDonald Hanley 2050, 736 – 6 Avenue SW Calgary, AB T2P 3T7	jhanley@macdonaldhanley.com
Matthews Equipment Limited	Anthony Burden	Field Law 400 – 444 7 Ave SW Calgary AB T2P 0X8	aburden@fieldlaw.com
OCS Group Inc.	Jeremiah Kowalchuk	Field Law 2500 – 10175 101 St NW Edmonton, AB T4J 0H3	jkowalchuk@fieldlaw.com
Rebel Heart Water Hauling Ltd.	Tara Matheson	Duncan Craig LLP 2800 Scotia Place 10060 Jasper Ave Edmonton, AB T5J 3V9	tmathewson@dclp.com

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COURT FILE NUMBER 1093-12504
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
PLAINTIFF MAYNBRIDGE CAPITAL INC.

Clerk's Stamp

DEFENDANTS VOICE CONSTRUCTION OPCO ULC,
VOICE MANAGEMENT LTD., VOICE
CONSTRUCTION LTD., EARTH & ENERGY
CONSTRUCTION LTD., VOICE HOLDINGS
LTD., and 2012442 ALBERTA LTD.

DOCUMENT **ORDER - APPROVING OF ACTIVITIES,
APPROVING OF ACCOUNTS, FINAL
DISTRIBUTION, AND DISCHARGE OF
RECEIVER**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF PARTY
FILING THIS DOCUMENT MILLER THOMSON LLP
Barristers and Solicitors
2700, Commerce Place 10155-102 Street
Edmonton, AB, Canada T5J 4G8
Phone: 780.429.1751 Fax 780.424.5866
Lawyer's Name: Spencer Norris
Lawyer's Email snorris@millerthomson.com
File No.: 182818.4

DATE ON WHICH ORDER WAS PRONOUNCED: July 18, 2023

LOCATION WHERE ORDER WAS PRONOUNCED: EDMONTON, ALBERTA

NAME OF JUSTICE WHO MADE THIS ORDER: THE HONOURABLE JUSTICE K.G. NIELSEN

UPON THE APPLICATION by Alvarez & Marsal (Canada) Inc. in its capacity as the Court-appointed receiver (the "**Receiver**") of Voice Construction OPCO ULC, Voice Management Ltd., Voice Construction Ltd., Voice Construction Ltd., Earth & Energy Construction Ltd., Voice Holdings Ltd., and 2012442 Alberta Ltd. (collectively, the "**Debtor**"); AND UPON reviewing the Ninth Report of the Receiver dated July 12, 2023 (the "**Ninth Report**") and the Affidavit of Orest Konowalchuk sworn July 12, 2023 and the Affidavit of Service;

AND UPON HEARING the submissions of counsel for the Receiver, and such other counsel that appeared, if any, although properly served as appears from the Affidavit of Service;

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, 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.

ACTIVITIES OF THE RECEIVER

2. The activities, conduct and actions of the Receiver in these proceedings to date, including those described in the Ninth Report are hereby approved.

APPROVAL OF ACCOUNTS

3. The Receiver's accounts for fees and disbursements incurred in these proceedings, as set out in the Ninth Report and the Affidavit of Orest Konowalchuk sworn July 12, 2023, including any additional fees and disbursements incurred thereafter to complete the Receiver's duties in the proceedings are hereby approved without the necessity of a formal passing of its accounts.
4. The accounts of Miller Thomson LLP, for services provided Alvarez & Marsal (Canada) Inc. in its capacity as Receiver in these proceedings as set out in the Ninth Report, including any additional fees and disbursements incurred thereafter are hereby approved without the necessity of a formal passing of its accounts.

FINAL DISTRIBUTION

5. The Receiver is authorized and directed to:
 - (a) distribute to Maynbridge Capital Inc. the amount of \$717,922;
 - (b) distribute to Canada Revenue Agency the amount of \$91,990;
 - (c) distribute to Service Canada the amount of \$161,438;
 - (d) any unused balance remaining from the holdback for professional fees and miscellaneous expenses to Maynbridge Capital Inc..

DISCHARGE OF RECEIVER

6. On the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any

act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or wilful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.

7. No action or other proceedings shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver, except with prior leave of this Court on Notice to the Receiver, and upon such terms as this Court may direct.
8. Upon the Receiver filing with the Clerk of the Court a sworn Affidavit of a licensed Trustee employed by the Receiver confirming that all matters set out in paragraph 5 of this Order have been completed then the Receiver shall be discharged as Receiver of the Debtor, provided however, that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of the Receiver in its capacity as Receiver.
9. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by Facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.

The Honourable Justice K. Feth