



COURT FILE NUMBER 1703 21274
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
PLAINTIFF ROYAL BANK OF CANADA
DEFENDANTS REID-BUILT HOMES LTD. 1679775 ALBERTA LTD., REID
WORLDWIDE CORPORATION, BUILDER'S DIRECT
SUPPLY LTD., REID BUILT HOMES CALGARY LTD.,
REID INVESTMENTS LTD., REID CAPITAL CORP. AND
EMILIE REID
APPLICANT CANADA ICI CAPITAL CORPORATION
RESPONDENTS ROYAL BANK OF CANADA AND ALVAREZ & MARSAL
CANADA INC.
DOCUMENT APPLICATION BY CANADA ICI CAPITAL CORPORATION

ADDRESS FOR SERVICE AND CONTACT DANIEL R. PESKETT / MICHAEL T. COOMBS
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File #: 77676-0766, 77676-0767, 77676-0768 and 77676-0772

NOTICE TO THE RESPONDENTS: ROYAL BANK OF CANADA and ALVAREZ & MARSAL CANADA INC., as Receiver for the various Defendant companies.

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: November 29, 2017
Time: 10:00 a.m. or so soon thereafter as Counsel may be heard
Where: Edmonton Law Courts
Before: Justice S.D. Hillier

Go to the end of this document to see what you can do and when you must do it.

Remedy Claimed or sought:

1. An Order removing the below described Parkwest Lands, Hawkstone Lands and Granville Lands from the Receivership;
2. In the alternative, an Order lifting the stay of proceedings and permitting Canada ICI Capital Corporation (the "Canada ICI") to enforce its security, as against Reid Worldwide Corporation ("Reid Worldwide) in relation to the lands legally described as:

Plan 9322378
 Block 83
 Lot 126
 Excepting thereout all mines and minerals
 Area: 0.682Hectares (1.69Acres) more or less

(the "Parkwest Lands")

-and-

Plan 972 2753
 Block 21
 Lot 2
 Excepting thereout all mines and minerals
 Area: 1.63 Hectares (4.03 acres) more or less

Plan 9722753
 Block 21
 Lot 3
 Excepting thereout all mines and minerals
 Area: 1.43 Hectares (3.53 Acres) more or less

(the "Hawkstone Lands")

-and-

Meridian 4 Range 25 Township 52
 Section 19
 All that portion of the South West Quarter

In the surrendered portion of the Stony Plain Indian Reserve No. 135 commencing at the north west corner of the said quarter section, thence southerly along the west boundary thereof 530 feet, thence easterly at right angles to the said west boundary 410 feet, thence northerly and parallel to the said west boundary to a point on the north boundary of said quarter section, thence westerly along the said north boundary to the point of commencement, containing (5) acres more or less.

Excepting thereout

Plan 1525376 – road	0.594	1.47
Plan 1722489 – road	0.097	0.24

Excepting thereout all other mines and minerals and the right to work the same, out of the portion as described in transfer # 6681JN, and 3153JN, and also excepting thereout all other mines and minerals out of the remainder

(the "Granville Lands")

(hereinafter collectively referred to as the "Lands")

3. In the alternative, an Order declaring that the Receiver's Charges, including legal fees, as set out in paragraph 18, and the Receiver's Borrowing Charge as set out in paragraph 21, of the Consent Receivership Order dated November 2, 2017 do not apply as a charge against any of the Lands or, alternatively, does not apply as a charge in priority to the security of Canada ICI.
4. An Order declaring that the Receiver's Charges, including legal fees, as set out in paragraph 18, and the Receiver's Borrowing Charge as set out in paragraph 21, of the Consent Receivership Order dated November 2, 2017 do not apply in priority to the prior registered Encumbrance of Canada ICI which is registered against the following lands:

Plan 122 4845, Block 1, Lot 77
 Plan 122 4845, Block 1, Lot 80
 Plan 122 4845, Block 3, Lot 10
 Plan 122 4845, Block 3, Lot 16
 Plan 122 4845, Block 3, Lot 21
 Plan 122 4845, Block 3, Lot 23
 Plan 122 4845, Block 4, Lot 10
 Plan 122 4845, Block 4, lot 15
 Plan 122 4845, Block 4, Lot 20
 Plan 122 4845, Block 3, Lot 17
 Plan 122 4845, Block 3, Lot 18
 Plan 122 4845, Block 4, Lot 18
 Plan 122 4845, Block 4, Lot 19
 Plan 122 4845, Block 1, Lot 115
 Plan 172 0228, Block 1, Lot 75
 Plan 172 0228, Block 1, Lot 76

ST. ALBERT SETTLEMENT

ALL THAT PORTION OF RIVER LOT 21

ASSHOWN ON A PLAN OF SURVEY OF THE SAID TOWNSHIP

SIGNED AT OTTAWA ON THE 7TH DAY OF OCTOBER A.D. 1910

WHICH LIES TO THE SOUTH WEST OF THE NORTH EASTERLY LIMIT

AND ITS PRODUCTION EASTERLY THROUGHOUT OF THE CANADIAN NORTHERN ALBERTA

RAILWAY RIGHT OF WAY AS SHOWN ON RAILWAY PLAN 7707AA

EXCEPTING THEREOUT:

		HECTARES	(ACRES) MORE OR LESS
A)	PLAN 7707AA RAILWAY	0.802	1.98
B)	ALL THAT PORTION TAKEN FOR RIGHT OF WAY OF THE EDMONTON SLAVE LAKE RAILWAYS AS SHOWN ON RAILWAY PLAN 9201S WHICH LIES SOUTH OF THE		

PRODUCTION EASTERLY THROUGHOUT OF THE NORTH EASTERLY LIMIT OF THE RAILWAY RIGHT OF WAY AS SHOWN ON SAID RAILWAY PLAN 7707AA

C) PLAN 8208AG	ROAD	0.599	1.48
D) PLAN 1120942	SUBDIVISION	6.58	16.26
E) PLAN 1224845	SUBDIVISION	6.86	16.95
F) PLAN 1720228	SUBDIVISION	0.068	0.17

EXCEPTING ALL MINES AND MINERALS

ST. ALBERT SETTLEMENT

ALL THAT PORTION OF RIVER LOT TWENTY TWO (22), WHICH LIES TO THE NORTH OF THE SURVEYED ROAD AS SHOWN ON ROAD PLAN 8208AG, AND TO THE SOUTH OF THE STATION GROUNDS OF THE EDMONTON AND SLAVE LAKE RAILWAY AS SHOWN ON RAILWAY PLAN 9201S, CONTAINING 4.86 HECTARES (12 ACRES) MORE OR LESS
EXCEPTING THEREOUT ALL MINES AND MINERALS

PLAN 9201S

STATION GROUNDS WITHIN
ST. ALBERT SETTLEMENT
COMPRISING PROTION OF:

	HECTARES	(ACRES) MORE OR LESS
A) RIVER LOT 22 RAILWAY RIGHT OF WAY AS SHOWN ON SAID PLAN) EXCEPTING THEREOUT ALL MINES AND MINERALS	1.16	2.87 (LYING SOUTH OF THE

(the "Encumbrance Lands").

5. In the alternative, an Order directing disclosure of the Receiver's, and its legal counsel, proposed standard rates and charges, including travel time, taking into account the location of the subject lands and these proceedings.
6. An Order validating service of this application, and any supporting materials, and that the time for service of this Application, and any supporting materials, shall be abridged or dispensed with, if necessary.
7. An Order awarding the Applicant costs in respect of this application.
8. Such further or other relief as may be deemed appropriate by this Honourable Court.

Grounds for making this application:

9. Canada ICI, as the prior security holder, received no notice of the Receivership application, and a Receivership was not discussed with Canada ICI before the Receivership application.
10. The Order (Comeback Order) of Justice S.D. Hillier dated November 2, 2017 gave leave to secured creditors materially affected by paragraphs 18 and 21 of Consent Receivership Order to apply to vary such priorities by an application to be filed November 17, 2017 returnable on November 29, 2017.

11. Canada ICI has priority over other creditors as the Applicant has the first registered mortgage and other security on title to each the Lands.
12. Further, Canada ICI's first registered mortgages against the Lands are in default.
13. Canada ICI has an Encumbrance registered against the Encumbrance Lands in priority to the security of Royal Bank of Canada on the Encumbrance Lands.
14. Canada ICI can enforce its security without the need for a Receiver incurring fees and charges in relation to other companies and land developments.
15. Canada ICI, as a prior security holder, can put an end to a subsequent security holder's receivership and Canada ICI can enforce its priority rights to the ongoing income stream by collecting rents pursuant to its security.
16. There is no basis or reason to dilute the security of Canada ICI, or have a subsequent security holder direct how Canada ICI can enforce its security.
17. Creditors of Reid Worldwide do not benefit from the additional costs and administration of a Receiver charging costs and expenses, and borrowing monies, to pay for steps in relation to unrelated properties for unrelated companies.
18. There is no basis for prejudicing or trammelling the rights of the prior secured creditor, Canada ICI. Canada ICI does not approve of the Receivership of the Lands and the Encumbrance Lands and does not approve of the stay, or any Receivership charges (including legal fees) or borrowings being in priority to the Canada ICI security.
19. No basis has been provided by the Royal Bank of Canada or the Receiver of the need for a Receiver in relation to the Lands and Encumbrance Lands and what role the Receiver will play or what it intends to do.
20. Clearly Canada ICI is not bound by the Consent Receivership Order for which it had no notice.
21. Following the Consent Receivership Order, the Receiver has rejected lifting the stay, and rejected removing the Lands and the Encumbrance Lands from the claimed priority Receivership charges and borrowing charges.
22. Canada ICI, as a prior secured creditor, should not have its security subordinate to the Receiver charges or borrowings that it has not approved, requested, or needed.
23. The Lands and the Encumbrance Lands are in the Edmonton area and involve City of Edmonton Court proceedings.

Material or evidence to be relied on:

24. Affidavit of William Yu, filed.
25. The Consent Receivership Order dated November 2, 2017;
26. The Order (Comeback Order) dated November 2, 2017

27. Such further and other evidence as counsel for Canada ICI may provide and this Honourable Court may permit.

Applicable Rules:

28. Rules 1.3, 1.4., 11.27, 11.29, and 13.5.
29. Such further and other Rules as counsel for Canada ICI may advise.

Applicable Acts and Regulations:

30. *Land Titles Act*, R.S.A. 2000, c. L-4, as amended,
31. *The Alberta Rules of Court*.
32. Such further and other Acts and Regulations as counsel for Canada ICI may advise.

Any irregularity complained of or objection relied on:

33. N/A.

How the application is proposed to be heard or considered:

34. In person before a Justice in Chambers.

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 rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.