

Clerk's Stamp



COURT FILE NUMBER 1803 - 09581

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE EDMONTON

PLAINTIFF BANK OF MONTREAL

DEFENDANT LADACOR AMS LTD., NOMADS PIPELINE CONSULTING LTD., 2367147 ONTARIO INC., and DONALD KLISOWSKY

DOCUMENT APPLICATION BY ALVAREZ & MARSAL CANADA INC. LIT, IN ITS CAPACITY AS RECEIVER AND MANAGER OF LADACOR AMS LTD., NOMADS PIPELINE CONSULTING LTD. AND 2367147 ONTARIO INC.

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT BLAKE, CASSELS & GRAYDON LLP
3500, 855 – 2nd Street S.W.
Calgary, AB T2P 4J8

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File Ref.: 99766/12

NOTICE TO RESPONDENT

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	<u>September 13, 2019</u>
Time	<u>2:00 p.m.</u>
Where	<u>Edmonton Law Courts</u>
Before Whom	<u>The Honourable Justice J.E. Topolniski</u>

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. LIT ("A&M"), in its capacity as Court-appointed receiver and manager (the "Receiver") of the assets, undertakings and properties of Ladacor AMS Ltd. ("Ladacor"), Nomads Pipeline Consulting Ltd. ("Nomads") and 2367147 Ontario Inc. ("236

Inc." and collectively with Ladacor and Nomads, the "**Debtors**"), seeks an order substantially in the form attached hereto as Appendix "**A**":

- (a) abridging the time for service of this notice of application (the "**Application**") and declaring that this Application is properly returnable on the day heard, if necessary, and further service of this Application, other than to those listed on the Service List attached hereto as Appendix "**B**", is hereby dispensed with;
- (b) approving the actions, conduct and activities of the Receiver and its legal counsel as outlined in the Receiver's fourth report to the Court dated September **[3]**, 2019 (the "**Fourth Report**") and all other reports filed by the Receiver in these receivership proceedings;
- (c) approving the Receiver's final statement of receipts and disbursements for the period from May 18, 2018, to August 31, 2019, as set out in the Fourth Report;
- (d) approving the accounts, fees and disbursements of the Receiver and its independent legal counsel in connection with the completion of these receivership proceedings, including the costs of this Application;
- (e) approving the proposed allocation of cash held by the Receiver for Ladacor and Nomads. to 236 Inc., as set out in the Fourth Report;
- (f) approving the Receiver's proposal to assign the Debtors into bankruptcy in accordance with paragraph 3(s) of the receivership order granted by the Honourable Madam Justice J.E. Topolniski (the "**Receivership Order**") on May 18, 2018;
- (g) approving the transfer of all funds and property held by or collected by the Receiver, net of costs required to complete the administration of these receivership proceedings, into the bankrupt estates of the Debtors;
- (h) declaring that the Receiver has duly and properly discharged its duties, responsibilities and obligations as Receiver;
- (i) discharging and releasing the Receiver from any and all further obligations as Receiver and any and all liability in respect of any act done by the Receiver in these receivership proceedings, and its conduct as Receiver pursuant to its appointment in accordance with the Receivership Order, or otherwise;

- (j) authorizing the Receiver to transfer the books and records of the Debtors to the bankruptcy trustee of the respective Debtors after filing a receiver's completion certificate, subject to preserving such records as required by statute; and
- (k) such further and other relief as counsel may request and this Honourable Court may deem appropriate.

Grounds for making this application:

Discharge Order

- 2. Pursuant to the Receivership Order, A&M was appointed as Receiver over all of the current and future assets, undertakings and properties of the Debtors of every nature and kind whatsoever, and wherever situate, including all proceeds thereof.
- 3. Other than the Remaining Nomads' Assets (as defined and described in the Fourth Report), the realization of all assets and property of the Debtors is complete and there are no further assets to be realized upon or recovered.
- 4. The Receiver has paid all amounts owing to the Debtors' senior secured lender in full.
- 5. As set out in the Fourth Report, subject to the Receiver satisfying any priority claims and paying any expenses required to complete these receivership proceedings, the Receiver proposes to distribute any remaining funds it holds at the end of these receivership proceedings to the bankruptcy trustee of the respective Debtors' estates.
- 6. With the exception of certain miscellaneous items to attend to post discharge, which are mostly administrative matters, the Receiver has performed its mandate as receiver under the Receivership Order and it is now appropriate that A&M be discharged as Receiver of the Debtors.

Proposed Allocation of Funds and Bankruptcy

- 7. The Receiver and its counsel have reviewed the claims of 236 Inc. against Ladacor and Nomads for 236 Inc. having paid off the majority of the amounts owing to the Debtors' senior secured lender, and the Receiver proposes to allocate the funds it holds on behalf of Ladacor and Nomads to 236 Inc., as set out in the Fourth Report.
- 8. Pursuant to section 3(s) of the Receivership Order, the Receiver is authorized to assign the Debtors into bankruptcy.

9. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

10. The Receiver intends to rely upon the following materials:
 - (a) the Receivership Order granted on May 18, 2018, filed;
 - (b) the Fourth Report, filed;
 - (c) Affidavit of Fees, filed;
 - (d) a Brief of Law of the Receiver, to be filed; and
 - (e) such further and other materials as counsel may advise and this Honourable Court may permit.

Applicable rules:

11. The Receiver will rely upon and refer to the *Alberta Rules of Court*, Alta Reg 124/2010 during the making of the Application.

Applicable Acts and Regulations:

12. The Receiver will rely upon and refer to the provisions of the:
 - (a) *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended.

Any irregularity complained of or objection relied on:

13. None.

How application is proposed to be heard or considered:

14. Oral submission by counsel at an application before the Honourable Madam Justice J.E. Topolniski at 2:00 p.m. on September 13, 2019.

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. 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.

Appendix "A"

**Form of Approval and Vesting Order, Interim Distribution Order, Sealing Order
and Other Relief**

(see attached)

Clerk's Stamp

COURT FILE NUMBER **1803 - 09581**

COURT **COURT OF QUEEN'S BENCH OF ALBERTA**

JUDICIAL CENTRE **EDMONTON**

PLAINTIFF **BANK OF MONTREAL**

DEFENDANT **LADACOR AMS LTD., NOMADS PIPELINE CONSULTING LTD., 2367147 ONTARIO INC., and DONALD KLISOWSKY**

DOCUMENT **ORDER FOR APPROVAL OF RECEIVER'S FEES AND DISBURSEMENTS, APPROVAL OF RECEIVER'S ACTIVITIES AND DISCHARGE OF RECEIVER, AMONG OTHER RELIEF**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **BLAKE, CASSELS & GRAYDON LLP**
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james.reid@blakes.com

File Ref.: 99766/12

DATE ON WHICH ORDER WAS PRONOUNCED: September 13, 2019

LOCATION WHERE ORDER WAS PRONOUNCED: Edmonton Law Courts

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice J.E. Topolniski

UPON THE APPLICATION by Alvarez & Marsal Canada Inc. LIT ("**A&M**") in its capacity as Court-appointed receiver and manager (the "**Receiver**") of the undertaking, property and assets of Ladacor AMS Ltd., Nomads Pipeline Consulting Ltd. and 2367147 Ontario Inc. (collectively, the "**Debtors**") for an order approving the Receiver's and its counsel's fees and disbursements, approving the Receiver's activities and discharging the Receiver, among other things;

AND UPON having read the Application, the Receiver's Fourth Report to the Court dated September 10, 2019 (the "**Fourth Report**"), filed, the Brief of Law of the Receiver dated September 10, 2019, filed, the Affidavit of Fees of the Receiver sworn September 10, 2019, filed, and the Affidavit of Service of 10 sworn September 10, 2019, filed;

AND UPON HEARING the submissions of counsel for the Receiver and any other counsel in attendance at the Application;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of this Application is hereby abridged, if necessary, and the Application is properly returnable today and any requirement for service of the Application upon any party not served is hereby dispensed with.

ACCOUNTS & ACTIVITIES OF RECEIVER

2. The Receiver's accounts for its fees and disbursements, as set out in the Fourth Report, are hereby approved without the necessity of a formal passing of its accounts.
3. The accounts of the Receiver's legal counsel, Blake, Cassels & Graydon LLP, for its fees and disbursements, as set out in the Fourth Report are hereby approved without the necessity of a formal assessment of its accounts.
4. The estimated fees of the Receiver and its legal counsel to complete these receivership proceedings, as set out in the Fourth Report, are hereby approved without the necessity of a formal passing of accounts.
5. The actions, conduct, and activities of the Receiver as set out in the Fourth Report and in all of its other reports filed in these proceedings are hereby ratified and approved.

ALLOCATION OF FUNDS

6. The Final Statement of Receipts and Disbursements as set out in the Fourth Report, are hereby ratified and approved.
7. The proposed allocation of funds among the Debtors, as described in the Fourth Report, is hereby approved.

ASSIGNMENT INTO BANKRUPTCY

8. The Receiver's proposal to assign the Debtors into bankruptcy in accordance with section 3(s) of the receivership order granted by the Honourable Madam Justice J.E. Topolniski on May 18, 2018 (the "**Receivership Order**") is hereby approved.
9. The transfer of all funds and property held by or collectible by the Receiver, net of costs required to complete the administration of the within receivership proceedings, into the bankrupt estates of the Debtors is hereby approved.

DISCHARGE

10. 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 fraud, gross negligence or willful 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.
11. 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.
12. Upon the filing of the Receiver's Completion Certificate, substantially in the form attached hereto as Schedule "A", the Receiver is hereby unconditionally and absolutely discharged as Receiver of the Property (as such term is defined in the Receivership Order). Upon the filing of the Receiver's Completion Certificate the Receiver shall have no further duty, liability or obligation with respect to the Property.
13. 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.

GENERAL

14. 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.
15. Service of this Order on any party not attending this application is hereby dispensed with.

J.C.Q.B.A.

Schedule "A"

Form of Receiver's Completion Certificate

COURT FILE NUMBER	1803 - 09581
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	EDMONTON
PLAINTIFF	BANK OF MONTREAL
DEFENDANT	LADACOR AMS LTD., NOMADS PIPELINE CONSULTING LTD., 2367147 ONTARIO INC., and DONALD KLISOWSKY
DOCUMENT	RECEIVER'S COMPLETION CERTIFICATE
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	BLAKE, CASSELS & GRAYDON LLP 3500, 855 – 2 nd Street S.W. Calgary, AB T2P 4J8

Attn: Kelly Bourassa / James Reid
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Facsimile: 403-260-9700
Email: kelly.bourassa@blakes.com
james.reid@blakes.com

File Ref.: 99766/12

This Receiver's Certificate is the Receiver's Certificate referred to in paragraph **11** of the Order of the Honourable Madam Justice J.E. Topolniski dated September 13, 2019 (the "**Order**"), in these proceedings.

Capitalized terms not otherwise defined herein shall have the meaning given to them in the Fourth Report to the Court of Alvarez & Marsal Canada Inc. LIT in its capacity as Court-appointed receiver and manager (the "**Receiver**") of the undertaking, property and assets of Ladacor AMS Ltd., Nomads Pipeline Consulting Ltd. and 2367147 Ontario Inc. (collectively, the "**Debtors**") dated September 3, 2019 (the "**Fourth Report**").

The Receiver, solely in its capacity as Court-appointed receiver and manager of the Debtors and not in its personal capacity, hereby certifies that:

- (a) all funds in the receivership were received and distributed as described in the Final Statement of Receipts and Disbursements provided in the Fourth Report, with the exception of any minor discrepancies as compared to the estimated future amounts;
- (b) all documents, accounting records and other papers, records and information related to the business or affairs of the Debtors have been provided to the bankruptcy trustee of the Debtors;

- (c) Any remaining tasks in the receivership proceedings, as described in the Fourth Report, have been completed by the Receiver.

ALVAREZ & MARSAL CANADA INC., in its capacity as the Court-appointed receiver and manager of the undertaking, property and assets of **LADACOR AMS LTD., NOMADS PIPELINE CONSULTING LTD.**, and **2367147 ONTARIO INC.** and not in its personal or corporate capacity

Per: _____

Name:

Title:

Appendix "B"

Service List

(see attached)

COURT FILE NUMBER	1803-09581
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	EDMONTON
APPLICANTS	BANK OF MONTREAL
RESPONDENTS	LADACOR AMS LTD., NOMADS PIPELINE CONSULTING LTD., 2367147 ONTARIO INC., and DONALD KLISOWSKY

SERVICE LIST

Party	Telephone	Fax	Role
BLAKE, CASSELS & GRAYDON LLP 3500, 855 – 2 nd Street SW Calgary, AB T2P 4J8 KELLY BOURASSA E-mail: kelly.bourassa@blakes.com JAMES REID E-mail: james.reid@blakes.com	 403-260-9697 403-260-9731	403-260-9700	Counsel to Receiver
ALVAREZ & MARSAL CANADA INC. Bow Valley Square 4 250 - 6th Avenue SW, Suite 1110 Calgary, AB T2P 3H7 OREST KONOWALCHUK E-mail: okonowalchuk@alvarezandmarsal.com CHAD ARTEM E-mail: cartem@alvarezandmarsal.com	 403-538-4736 403-538-7518	403-538-7551	Receiver

Party	Telephone	Fax	Role
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WESTERN SECURITIES RYAN O'CONNOR E-mail: ryano@westernsecurities.com			
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CANADA REVENUE AGENCY Surrey National Verification and Collection Centre 9755 King George Boulevard Surrey BC V3T 5E1	866-891-7403	866-219-0311	

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LAGRANGE MECHANICAL SERVICES LTD. 970 Boulder Blvd Stony Plain, AB T7Z 0E6 GLENN LAGRANGE E-mail: glenn@lagrangemechanical.com SARAH NELSON E-mail: sarah@lagrangemechanical.com		780-968-1875	
REALSTAR HOSPITALITY IRWIN PRINCE E-mail: irwin.prince@realstarhospitality.com	416-966-8387		Days Inn / Wyndham

Party	Telephone	Fax	Role
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DOBCO & WHEATON LAW OFFICES 10022 – 102 Avenue Grande Prairie, AB T8V 0Z7 MICHAEL WHEATON E-mail: MichaelW@dwlaw.ca	780-539-6200	780-532-9052	Counsel to Hythe & District Pioneer Homes Advisory Committee
KOR-ALTA CONSTRUCTION LTD. 2461 - 76 Avenue Edmonton, AB T6P 1P6 TED COMMANDEUR E-mail: tcommandeur@koralta.com	780-440-6661	780-490-1961	Interested Party Chateh Courthouse Project
PACIFIC WEST SYSTEMS SUPPLY LTD. 4910 Builders Road SE Calgary, AB T2G 4C6		604-534-8063	Interested Party Canadian Rocky Mountain Resorts Ltd.
MAYAN & SON PAINTING 3603 10 Ave NW Edmonton, AB T6L 2L2 AVORY MAYAN E-mail: mayanpainting@shaw.ca	780-554-7948		Builder's Lien on Land Title Number 102 084 105

Party	Telephone	Fax	Role
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D. RAY CONSTRUCTION LTD. P.O. Box 25, Beaverlodge AB T0H 0C0 DUSTIN MCNEIL E-mail: drayltd@telus.net	780-354-2522	780-354-2523	Builders Lien on Land Title Number 142 411 935
DEPARTMENT OF JUSTICE CANADA 300, 10423 - 101 St NW, Edmonton Alberta T5H 0E7 GEORGE F. BÓDY E-mail: george.body@justice.gc.ca	780-495-7595	780-495-3319	Her Majesty the Queen in Right of Canada
ZEKE PURVES-SMITH #700, 999 – 8th Street SW, Calgary, AB, T2R 1J5 Email: zeke.purves-smith@zpsprivatelaw.com CENTURY SERVICES 2nd Floor, 734 – 42 Ave. S.E. Calgary, AB T2G 5N9 JAMES CARLSON Email: JCarlson@centuryservices.com	403-680-2759 403-294-9400	403-571-4444 403-294-9409	Counsel to Century Services
STEENHOF & ASSOCIATES GEORGE CAMERON Email: GCameron@hgrgp.ca			

Party	Telephone	Fax	Role
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EDWARDS HOLLINGER LLP 1204A Roland Street Thunder Bay, ON P7B 5M4 PETER HOLLINGER Email: peter@edwardshollinger.com		807-344-1340	Sioux Lookout First Nation Health Authority
STRINGAM LLP 102, 10126 – 97 Avenue Grande, Prairie, AB T8V 7X6 PATRICE BRIDEAU E-mail: pbrideau@stringam.ca	780-513-6883	780-513-6884	D. Ray Construction Ltd.
TESTALTA 3003 – 23 Street NE Calgary, AB T2E 7A4 MYLA KINDOPP-STENE Email: mkindopp@testalta.com WAYNE SHARP E-mail: wayne@sharpee.ca	403-250-1790		
WAGE EARNER PROTECTION PROGRAM Employment and Social Development Canada (Wage Earner Protection Program) RM 606, 875 Chemin Heron Road Ottawa, ON, K1A 1A2			