



COURT FILE NUMBER 1301-14743

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF CENTURY SERVICES LP, BY ITS GENERAL PARTNER,  
CENTURY SERVICES INC.

DEFENDANT ATIKWA RESOURCES INC.

APPLICANT **ALVAREZ AND MARSAL CANADA INC., IN ITS CAPACITY  
AS COURT-APPOINTED RECEIVER AND MANAGER OF  
THE ASSETS, UNDERTAKINGS AND PROPERTY OF  
ATIKWA RESOURCES INC.**

DOCUMENT **APPLICATION – DISCHARGE OF RECEIVER**

ADDRESS FOR SERVICE AND CONTACT  
INFORMATION OF PARTY FILING THIS  
DOCUMENT

**DENTONS CANADA LLP**  
Bankers Court  
15th Floor, 850 - 2nd Street S.W.  
Calgary, Alberta T2P 0R8  
**Attention: David LeGeyt / Afshan Naveed**  
Ph. (403) 268-3075/7015 Fx. (403) 268-3100  
File No.: 529227-10

### NOTICE TO RESPONDENTS

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

You may 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: June 30, 2015

Time: 3:00 p.m.

Where: Calgary Courts Centre,  
601 - 5 Street SW,  
Calgary, AB T2P 5P7

Before: The Honourable Mr. Justice S.J. LoVecchio

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

**Remedy sought:**

1. Alvarez and Marsal Canada Inc. ("**A&M**"), in its capacity as the court-appointed receiver and manager, (the "**Receiver**") of the undertakings, property, and assets of Atikwa Resources Inc. ("**Atikwa**") is respectfully seeking an Order, in substantially the form attached hereto as Schedule "A":
  - (a) validating service of this Application and the supporting materials and, if necessary, dispensing with service of any party not served;
  - (b) declaring at the builders' liens registered by Forsyth Trucking Ltd., Three Star Trucking Ltd., Mike Wright, and 2955670 Manitoba Ltd. (the "**Lienholders**" and each a "**Lienholder**") are invalid and that the claims of the Lienholders against Atikwa are pre-receivership unsecured obligations of Atikwa;
  - (c) authorizing the Receiver to make a final distribution to the Plaintiff, Century Services LP, by its general partner, Century Services Inc. ("**Century**") as set out in the Third Report of the Receiver dated June 19, 2015 (the "**Third Report**");
  - (d) approving the actions, conduct and activities of the Receiver to date, as outlined in the Third Report;
  - (e) approving the Statement of Receipts and Disbursement as set out in the Third Report;
  - (f) approving A&M's accounts and the accounts of its independent legal counsel, inclusive of an accrual for the fees and disbursements of A&M and those of its legal counsel in connection with the completion of these proceedings, including costs of this Application;
  - (g) declaring that A&M has duly and properly discharged its duties, responsibilities and obligations as Receiver;
  - (h) discharging and releasing A&M of any and all further obligations as Receiver and any and all liability in respect of any act done by A&M in these receivership proceedings, and its conduct as Receiver pursuant to its appointment in accordance with the Receivership Order (as defined below), or otherwise;
  - (i) empowering the Receiver, notwithstanding its discharge, to perform any act necessary or incidental to the conclusion of the receivership of Atikwa, and approving the fees and disbursements of the Receiver and its legal counsel in respect thereof; and
  - (j) such further and other relief as may be sought by the Receiver and this Honourable Court may permit.

**Grounds for making this application:**

2. Effective January 31, 2014, A&M was appointed receiver and manager of the undertakings, property and assets of Atikwa pursuant to an Order of the Honourable Madam Justice B.E.C. Romaine dated January 13, 2014 (the "**Receivership Order**").
3. The Receiver has obtained an opinion from its Manitoba legal counsel that the builders' liens registered against the property of Atikwa by the Lienholders are all invalid and the claims of Lienholders are pre-receivership unsecured obligations of Atikwa.

4. The Receiver has obtained an opinion from its Alberta, Saskatchewan and Manitoba legal counsel that Century holds valid and enforceable security over the Property (as defined in the Receivership Order) of Atikwa.
5. A&M has performed its mandate as Receiver under the Receivership Order, including the liquidation of all of Atikwa's assets, and has completed the administration of the Atikwa estate, and it is now appropriate that A&M be discharged as Receiver of Atikwa.
6. The reasons more particularly described in the Third Report.
7. Such further and other grounds as counsel may advise and this Honourable Court may permit.

**Material or evidence to be relied on:**

8. The Third Report of the Receiver dated June 19, 2015, filed and served herewith.
9. The First Report of the Receiver and the Second Report of the Receiver previously filed.
10. Pleadings filed herein.
11. Such further and other material as counsel may advise and this Honourable Court may permit.

**Applicable Acts and regulations:**

12. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended, and the regulations thereunder.
13. *Judicature Act*, RSA 2000, c J-2, as amended, and the regulations thereunder.
14. *Personal Property Security Act*, RSA 2000, c P-7, as amended, and the regulations thereunder.
15. Such further and other acts and regulations as counsel may advise and this Honourable Court may permit.

**How the application is proposed to be heard or considered:**

16. In person before the Honourable Mr. Justice S.J. LoVecchio

**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 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.

## SCHEDULE "A"

COURT FILE NUMBER	1301-14743
COURT OF QUEEN'S BENCH OF ALBERTA	
JUDICIAL CENTRE	CALGARY
PLAINTIFF	CENTURY SERVICES LP, BY ITS GENERAL PARTNER, CENTURY SERVICES INC.
DEFENDANT	ATIKWA RESOURCES INC.
APPLICANT	<b>ALVAREZ AND MARSAL CANADA INC., IN ITS CAPACITY AS COURT-APPOINTED RECEIVER AND MANAGER OF THE ASSETS, UNDERTAKINGS AND PROPERTY OF ATIKWA RESOURCES INC.</b>
DOCUMENT	<u>Order</u> <b>(Discharge of Receiver)</b>
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	<b>DENTONS CANADA LLP</b> Bankers Court 15th Floor, 850 - 2nd Street S.W. Calgary, Alberta T2P 0R8 <b>Attention: David LeGeyt / Afshan Naveed</b> Ph. (403) 268-3075/7015 Fx. (403) 268-3100 File No.: 529227-10
DATE ON WHICH ORDER WAS PRONOUNCED:	<b>June 30, 2015</b>
LOCATION WHERE ORDER WAS PRONOUNCED:	<b>Calgary, Alberta</b>
NAME OF JUSTICE WHO MADE THIS ORDER:	<b>The Honourable Mr. Justice S.J. LoVecchio</b>

**UPON** the application of Alvarez and Marsal Canada Inc. in its capacity as Court-appointed receiver and manager (the "**Receiver**") of the assets, undertakings and property of Atikwa Resources Inc. ("**Atikwa**"); **AND UPON** having read the Third Report of the Receiver dated June 19, 2015, (the "**Third Report**") filed; **AND UPON** having read the Affidavit of Service of Gail Wheatley, sworn \_\_\_\_\_ (the "**Service Affidavit**"); **AND UPON** it appearing that all interested and affected parties have been served with notice of the within Application; **AND UPON** hearing from counsel to the Receiver and counsel for any other interested parties who may be present;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

**Interpretation**

1. All capitalized terms used herein and not otherwise defined shall have the same meaning given to them in the Third Report.

**Service**

2. The manner of service of the within Application and the materials in support thereof is good and sufficient and is hereby validated and approved, the time for service and notice thereof is abridged to the time actually given (if necessary), the within Application is properly returnable today and further service of the Application and materials in support thereof, on any party other than those listed and in any other manner other than as set out in the Service Affidavit, is hereby dispensed with.

**Builders' Lien Claimants**

3. The builders' liens registered against Atikwa's interests by Forsyth Trucking Ltd., Three Star Trucking Ltd., Mike Wright, and 2955670 Manitoba Ltd. (collectively the "Lienholders") are not valid and the claims of the Lienholders are unsecured, pre-receivership obligations of the Atikwa.

**Distributions**

4. The security interest of Century create a valid charge on the Property ranking in priority to all other liens, claims and encumbrances of any kind over the property assets and undertaking of Atikwa, other than (i) the court ordered charges created under paragraph 20 of the Receivership Order granted by the Honourable Madam Justice B.E.C. Romaine on January 13, 2014 (the "Receivership Order"), and (ii) any lien, claim or encumbrance which has arisen or may arise by operation of statute or law to the extent they are determined (by agreement of the parties or by further order of this Honourable Court) to be payable in priority to the security interest of Century.
5. The Receiver's distribution, in the amount of \$1,800,048, to Century is hereby approved.

6. The Receiver is hereby authorized to distribute the balance of the funds remaining in its control in accordance with the Final Statement of Receipts and Disbursements contained in the Third Report, and the Final Statement of Receipts and Disbursements and such distributions are approved.

**Discharge**

7. A&M is hereby unconditionally and absolutely discharged as Receiver of the Property. The Receiver shall have no further duty, liability or obligation with respect to the Property. Notwithstanding the foregoing, the Receiver is authorized and empowered to take any steps necessary or actions that are necessary to conclude the administration of the Atikwa estate and the Property, including matters outlined in the Third Report.
8. As of the date of the Third Report and based on the evidence that is currently before this Honourable Court:
  - (a) The Receiver has acted honestly and in good faith, and has dealt with the Property in a commercially reasonable manner;
  - (b) the actions and conduct of the Receiver are approved and the Receiver has satisfied all of its duties and obligations as receiver of the Property;
  - (c) the Receiver shall not be liable for any act or omission including, without limitation, any act or omission pertaining to the discharge of the Receiver's duties as receiver of the Property, save and except for any liability arising out of fraud or gross negligence or wilful misconduct on the part of the Receiver; and
  - (d) any and all claims against the Receiver arising from, relating to or in connection with the performance of the Receiver's duties and obligations as receiver of the Property, save and except for claims based on fraud or gross negligence or wilful misconduct on the part of the Receiver, shall be forever barred and extinguished.
9. No action or proceedings arising from, relating to, or in connection with the performance of the Receiver's duties and obligations in respect of Atikwa and the Property may be commenced or continued without the prior leave of this Honourable Court, on notice to the Receiver and on such terms as this Honourable Court may direct.

10. Notwithstanding the discharge of the Receiver in accordance with this Order, the Receiver remains empowered to perform any act necessary or incidental to the conclusion of the receivership of the Atikwa estate or the Property, and the fees and disbursements of the Receiver and its legal counsel in respect of such activities are hereby approved.
11. The fees, disbursements and accounts of A & M and of its legal counsel are hereby approved.

**Records**

12. The Receiver is authorized and empowered to destroy any and all documents, accounting records, and other papers, records and information related to the business and affairs of Atikwa, if not requested by the purchasers of Atikwa's property or Century, or if not collected by the directors of Atikwa, by July 31, 2015.

**Miscellaneous**

13. The Receiver shall serve, by courier, facsimile transmission, e-mail transmission, or ordinary post, a copy of this Order on all parties present at this application and on all parties who received notice of this application or who are presently on the service list established in these proceedings, and service on any or all other parties is hereby dispensed with. Service affected as aforesaid shall be good and sufficient service.

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Justice of the Court of Queen's Bench of Alberta