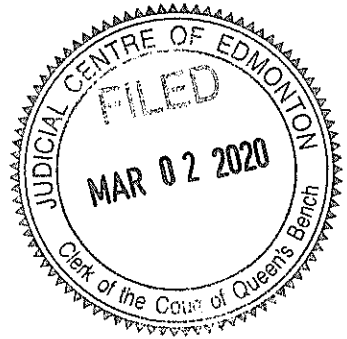


Clerk's Stamp



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 (Receiver's Discharge)**

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

Attn: Kelly Bourassa / James Reid
Telephone: 403-260-9697 / 403-260-9731
Facsimile: 403-260-9700
Email: kelly.bourassa@blakes.com / james.reid@blakes.com

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>March 11, 2020</u>
Time	<u>10:00 a.m.</u>
Where	<u>Edmonton Law Courts</u>
Before Whom	<u>The Honourable Justice R.A. Graesser</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 Schedule "**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 Schedule "**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 sixth report to the Court dated March 2, 2020 (the "**Sixth 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 February 28, 2020, as set out in the Sixth 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) 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 (as defined below), or otherwise; and
- (f) ordering Donald Klisowsky to pay the Receiver its costs associated with the applications made by the Receiver and Donald Klisowsky heard on November 29, 2019, on Schedule "C", Column 5 of the Alberta *Rules of Court* forthwith;
- (g) 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 granted by the Honourable Justice J.E. Topolniski of the Court of Queen's Bench of Alberta (the "**Court**") dated May 18, 2018 (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. The Debtors were assigned into bankruptcy on January 24, 2020, in respect of Nomads, and January 27, 2020 in respect of Ladacor and 236 Inc.

4. 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.

Costs to the Receiver

5. On November 29, 2019, the Honourable Justice R.A. Graesser heard an application filed by Mr. Donald Klisowsky in these proceedings on September 13, 2019 (the "**Klisowsky Application**").
6. The Klisowsky Application, among other things, called into question the actions and conduct of the Receiver in respect of the Receiver's administration of the Debtors' estate.
7. On December 19, 2019, the Court issued its Reasons for Decision in respect of the Klisowsky Application, dismissing the Klisowsky Application in its entirety.
8. The Receiver was required to respond to the allegations in the Klisowsky Application and was wholly successful.
9. Given the Receiver's success in responding to the Klisowsky Application and the complexity of the issues in the Klisowsky Application, it is fair and reasonable in the circumstances to award costs on Schedule "C", Column 5 of the *Rules of Court* in favour of the Receiver.

Material or evidence to be relied on:

10. The Receiver intends to rely upon the following materials:
 - (a) the Receivership Order, filed;
 - (b) the Sixth Report, filed;
 - (c) Affidavit of Fees of Orest Konowalchuk sworn March 2, 2020, to be filed;
 - (d) the 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, including Rules 10.29, 10.30 and 10.31.

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.
- (b) the *Alberta Rules of Court*, AR 124/2010.

Any irregularity complained of or objection relied on:

13. None.

How the Application is proposed to be heard or considered:

Oral submission by counsel at an application before the Honourable Justice R.A. Graesser.

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.

Schedule "A"

Form of Order

(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, FORECAST FEES AND COSTS, FINAL STATEMENT OF RECEIPTS AND DISBURSEMENTS, FORECAST RECEIPTS & DISBURSEMENTS, AND DISCHARGE OF RECEIVER, AMONG OTHER RELIEF**

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

Attn: Kelly Bourassa / James Reid
Telephone: 403-260-9697 / 403-260-9731
Facsimile: 403-260-9700
Email: kelly.bourassa@blakes.com / james.reid@blakes.com

File Ref.: 99766/12

DATE ON WHICH ORDER WAS PRONOUNCED: March 11, 2020

LOCATION WHERE ORDER WAS PRONOUNCED: Edmonton Law Courts

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice R.A. Graesser

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 Sixth Report to the Court dated March 2, 2020 (the "**Sixth Report**"), filed; the Brief of Law of the Receiver dated March 2, 2020, filed; the Order pronounced by the Honourable Justice R.A. Graesser on December 19, 2019 (the "**Order**"), filed; the Reasons for Decision of the Honourable Justice R.A. Graesser dated December 19, 2019 (the "**Decision**"); the Affidavit of Fees of the Receiver sworn March 2, 2020; and the Affidavit of Service of Lindsay Farr sworn March 2, 2020, filed;

AND UPON HEARING the submissions of counsel for the Receiver, counsel for Mr. Donald Klisowsky, counsel for 1459428 Ontario Inc. o/a Steenhof Building Services Group and J. Steenhof & Associates Ltd., and any other counsel in attendance at the Application;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Sixth Report.
2. 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.

ACCOUNTS & ACTIVITIES OF RECEIVER

3. The Receiver's accounts for its fees and disbursements (Final Taxation Period Billings), as set out in the Sixth Report, including the Forecast Fees and Costs, are hereby approved without the necessity of a formal passing of its accounts.
4. The accounts of the Receiver's legal counsel, Blake, Cassels & Graydon LLP, for its fees and disbursements (Final Taxation Period Billings), including the Forecast Fees and Costs, as set out in the Sixth Report are hereby approved without the necessity of a formal assessment of its accounts.
5. The actions, conduct, and activities of the Receiver as set out in the Sixth Report and in all of its other reports filed herein, and the Receiver's Final Statement of Receipts and Disbursements and Forecast R&D, as set out in the Sixth Report, are hereby ratified and approved.

COSTS

6. Donald Klisowsky shall pay the Receiver its costs associated with the Klisowsky Application (as defined in the Sixth Report) on Schedule "C", Column 5 forthwith.

DISCHARGE

7. 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.

8. 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.
9. Upon the Receiver filing with the Clerk of the Court a sworn Affidavit of a Licensed Insolvency Trustee employed by the Receiver confirming that all material matters in the administration of the Debtors' estate have been completed, then the Receiver shall be discharged as Receiver of the Debtors, 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.

GENERAL

10. 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.
11. Service of this Order on any party not attending this application is hereby dispensed with, other than Service by email to the Service List.

J.C.Q.B.A.

Schedule "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

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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
ROSE LLP Suite 810, 333 5th Avenue S.W. Calgary, AB, T2P 3B6 ANDREW WILKINSON E-mail: Andrew.Wilkinson@RoseLLP.com	 403-776-0500	403-776-0501	Counsel to Liberty Mutual (Surety for Ladacor)

Party	Telephone	Fax	Role
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Party	Telephone	Fax	Role
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MCLENNAN ROSS LLP 1000, 350-7th Avenue SW Calgary, AB T2P 3N9 JAMIE P FLANAGAN E-mail: jflanagan@mross.com	403-303-9102	403-543-9150	Counsel to Pacific West Systems Supply Ltd.
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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	

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OGILVIE LAW LLP 1400 Canadian Western Bank Place 10303 Jasper Avenue Edmonton, AB T5J 3N6 AARON H. HYMES E-mail: ahymes@ogilvielaw.com	(780) 429-6278		Counsel to 1878827 Alberta Ltd.
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.

Party	Telephone	Fax	Role
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HAGEN SURVEYS (1982) LTD 8929-20 th Street Edmonton, AB T6P1K8 DAVID J HAGEN E-mail: djhagen@hagensurveys.com	780-464-5506	780-464-4450	Builder's Lien on Land Title Number 102 084 105
D. RAY CONSTRUCTION LTD. P.O. Box 25, Beaverlodge AB T0H 0C0 DUSTIN MCNEIL E-mail: office@drayltd.ca	780-518-7137	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
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STEENHOF & ASSOCIATES GEORGE CAMERON Email: GCameron@hgrgp.ca			

Party	Telephone	Fax	Role
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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 SHARPEE E-mail: wayne@sharpee.ca FRED MEYER E-mail: fmeyer@shaw.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			