

District of: British Columbia  
 Division No. 03 - Vancouver  
 Court No.  
 Estate No. 11-1753091

Original  Amended

-- Form 78 --

Statement of Affairs (Business Proposal) made by an entity  
 (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)

In the matter of the proposal of  
 Allon Therapeutics Inc.  
 of the City of Vancouver, in the Province of British Columbia

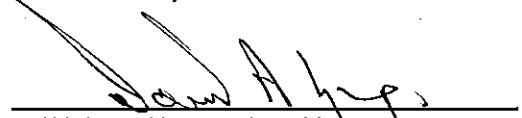
To the debtor:

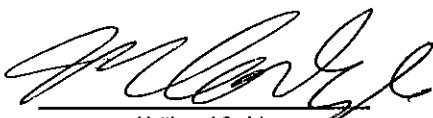
You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the filing of your proposal (or notice of intention, if applicable), on the 29th day of May 2013. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

LIABILITIES (as stated and estimated by the officer)	ASSETS (as stated and estimated by the officer)
1. Unsecured creditors as per list "A" ..... 3,386,041.33	1. Inventory ..... 0.00
Balance of secured claims as per list "B" ..... 0.00	2. Trade fixtures, etc. .... 0.00
Total unsecured creditors ..... 3,386,041.33	3. Accounts receivable and other receivables, as per list "E"
2. Secured creditors as per list "B" ..... 1.00	Good ..... 0.00
3. Preferred creditors as per list "C" ..... 0.00	Doubtful ..... 0.00
4. Contingent, trust claims or other liabilities as per list "D"	Bad ..... 0.00
estimated to be reclaimable for ..... 0.00	Estimated to produce ..... 0.00
Total liabilities ..... 3,386,042.33	4. Bills of exchange, promissory note, etc., as per list "F" ... 0.00
Surplus ..... NIL	5. Deposits in financial institutions ..... 0.00
	6. Cash ..... 172,622.00
	7. Livestock ..... 0.00
	8. Machinery, equipment and plant ..... 0.00
	9. Real property or immovable as per list "G" ..... 0.00
	10. Furniture ..... 1.00
	11. RRSPs, RRIFs, life insurance, etc. .... 0.00
	12. Securities (shares, bonds, debentures, etc.) ..... 0.00
	13. Interests under wills ..... 0.00
	14. Vehicles ..... 0.00
	15. Other property, as per list "H" ..... 36,494.00
	If debtor is a corporation, add:
	Amount of subscribed capital ..... 91,605,567.44
	Amount paid on capital ..... 0.00
	Balance subscribed and unpaid ..... 91,605,567.44
	Estimated to produce ..... 0.00
	Total assets ..... 209,117.00
	Deficiency ..... 3,176,925.33

I, Matthew J Carlyle, of the City of Vancouver in the Province of British Columbia, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of my affairs on the 29th day of May 2013 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED)  
 before me at the City of Vancouver in the Province of British Columbia, on this 29th day of May 2013.

  
 David A. George CA, Commissioner of Oaths  
 For the Province of British Columbia  
 Expires Sep. 30, 2015

  
 Matthew J Carlyle

District of: British Columbia  
 Division No. 03 - Vancouver  
 Court No.  
 Estate No. 11-1753091

FORM 78 -- Continued

List "A"  
 Unsecured Creditors

Allon Therapeutics Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	ACM Medical Laboratory Inc.	PO Box 26290 Rochester NY 14626 USA	24,954.06	0.00	24,954.06
2	ADT Security Services Canada Inc. (English) Attn: Accounts Receivable	615 18th Street SE Calgary AB T2E 6J5	119.81	0.00	119.81
3	Alistair Stewart	506 - 1168 Hamilton St Vancouver BC V6B 2S2	10,000.00	0.00	10,000.00
4	Almac Clinical Services	9 Charlestown Road, Seagoe Industrial Estate, Craigavon, BT63 5PW Craigavon 00000 UK	2,112.69	0.00	2,112.69
5	Almac Clinical Services -USA	25 Frelz Road Souderton PA 18964 USA	7,470.85	0.00	7,470.85
6	Baylor College of Medicine	6550 Fannin, Suite 1801 Houston TX 77030 USA	3,777.84	0.00	3,777.84
7	Bellwyck Packaging Solutions	P.O. Box 57757, Postal Station A Toronto ON M5W 5M5	2,230.34	0.00	2,230.34
8	Bernard Lam	506 - 1168 Hamilton St Vancouver BC V6B 2S2	40,833.33	0.00	40,833.33
9	BioRepository Resources LLC	Suite 49 - 50 Division Ave Millington NJ 07946 USA	2,393.90	0.00	2,393.90
10	Brighton & Sussex Uni Hospital	Brighton General Hospital, Elm Grove, Brighton, BN2 3EW Elm Grove 00000 UK	13,580.20	0.00	13,580.20
11	Carmelita Tang	506 - 1168 Hamilton St Vancouver BC V6B 2S2	13,750.00	0.00	13,750.00
12	Caroline Christenson	506 - 1168 Hamilton St Vancouver BC V6B 2S2	0.00	0.00	0.00
13	Charles River	22022 Transcanadienne Senneville Montreal QC H9X 3R3	5,793.05	0.00	5,793.05
14	CHUM-Research Center	Porte 8-123, 3850 St. Urbain, Pav. Masson Montreal QC H2W 1T7	520.65	0.00	520.65
15	CHW-St.Joseph's Hospital AZ	File 57431 Los Angeles CA 90074-8781 USA	18,425.88	0.00	18,425.88
16	CNW Group	Suite 1500, Waterpark place, 20 Bay Street Toronto ON M5J 2N8	616.00	0.00	616.00
17	Colorado Neurological Institute	Rocky Mountain Movement Disorders Center, Suite 510 - 701 East Hampden Avenue Englewood CO 80113 USA	14,662.00	0.00	14,662.00
18	Connie Marras, MD	Toronto Western Hospital, Movement Disorders Centre, 399 Bathurst Street, MCL 7-402 Toronto ON M5T 2S8	13,342.31	0.00	13,342.31
19	Cooley LLP	101 California St 5th F1 San Francisco CA 94111-5800 USA	12,249.37	0.00	12,249.37
20	CRA - Canada Revenue Agency - Tax - Pacific Attn: Jasmine Bains c/o Burnaby Fraser Tax Services Office, Regional Intake Cent	PO Box 11575 Station Main 9737 King George Highway Surrey BC V3T 0E5	0.00	0.00	0.00
21	Dr. Anthony E Lang	41 Fleming Cres. Toronto ON M4G 2B1	261.99	0.00	261.99
22	Dr. Bruce Miller	UCSF - Memory & Aging Centre MC: 1207, 675 Nelson Rising Lane, Suite 190 San Francisco CA 94158 USA	825.12	0.00	825.12

29-May-2013

Date

  
 Matthew J Carlyle

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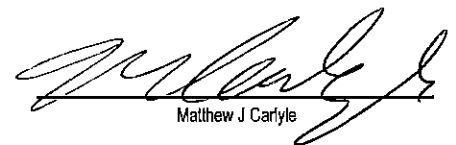
FORM 78 -- Continued

List "A"  
 Unsecured Creditors  
 Allon Therapeutics Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
23	Dr. Rachelle Doody	Baylor College of Medicine - 1977 Butler Blvd. E5.101 Houston TX 77030 USA	3,724.66	0.00	3,724.66
24	EBD Consulting Inc.	2032 Corte del Nogal, Suite 120 Carlsbad CA 92011 USA	255.27	0.00	255.27
25	EMD Millipore Corporation	25760 Network Place Chicago IL 60673 USA	5,067.36	0.00	5,067.36
26	EPL Archives, Inc	45610 Terminal drive Sterling VA 20166 USA	1,378.10	0.00	1,378.10
27	Erin N Castelleo M.D.	12594 kestrel Street San Diego CA 92129 USA	813.73	0.00	813.73
28	Farris Vaughan Wills & Murphy LLP	25th Floor, 700 W. Georgia St. Vancouver BC V7Y 1B3	440.56	0.00	440.56
29	FGK Representative Service GmbH	Heimeranstr. 35 Munich 80339 Germany	8,087.70	0.00	8,087.70
30	Gordon McCauley	506 - 1168 Hamilton St Vancouver BC V6B 2S2	1,191,243.95	0.00	1,191,243.95
31	Grinli Enterprises Corp. and Serverino Fontana	206 - 1168 Hamilton St Vancouver BC V6B 2S2	15,950.38	0.00	15,950.38
32	Health Research Association	LAC+USC Medical Center - 1540 Marengo Street, 7th Floor Los Angeles CA 90033 USA	7,982.12	0.00	7,982.12
33	Johns Hopkins University Central Lockbox	12529 Collections Center Drive Chicago IL 60693 USA	13,756.77	0.00	13,756.77
34	Kappa Clinical Partners, LLC	3330 Cumberland Boulevard, Suite 500 Allanta GA 30339 USA	39,642.15	0.00	39,642.15
35	KPMG LLP	PO Box 4348 Station A Toronto ON M5W 7A6	80,915.45	0.00	80,915.45
36	KUMC Research Institute, Inc.	3901 Rainbow Boulevard, Mail Stop 1039 Kansas City KS 66160 USA	9,783.92	0.00	9,783.92
37	Lahey Clinic, Inc.	Attn: Research Administration, 41 Mall Rd. Burlington MA 01805 USA	859.59	0.00	859.59
38	London Health Sciences Centre Research In	339 Windermere Rd., room B10-026 London ON N6A 5A5	3,649.14	0.00	3,649.14
39	Matthew Carlyle	506 - 1168 Hamilton St Vancouver BC V6B 2S2	541,739.48	0.00	541,739.48
40	Mayo Clinic Arizona	Attn: Remit Processing - 200 1st Street, S.W., PO Box 4006 Rochester MN 55903-4006 USA	23,813.76	0.00	23,813.76
41	Mayo Clinic Jacksonville	4500 San Pablo Road Jacksonville FL 32224 USA	16,708.88	0.00	16,708.88
42	Mayo Clinic Rochester	200 First Street SW., PO Box 4008 Rochester MN 55903-4008 USA	6,975.24	0.00	6,975.24
43	McCarthy Tétraull LLP	P.O. Box 10424, Suite 1300, 777 Dunsmuir Street Vancouver BC V7Y 1K2	280.00	0.00	280.00
44	MGH, Neurology Clinical Trials	149 13th Street, Suite 2264 Charlestown MA 02129 USA	5,917.23	0.00	5,917.23
45	National Institute of Health	P.O. Box 979071 St. Louis MO 63197-9000 USA	15,240.00	0.00	15,240.00

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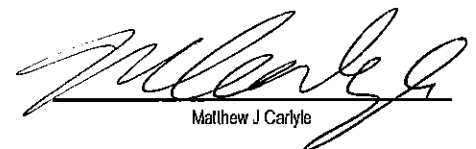
List "A"  
 Unsecured Creditors

Allon Therapeutics Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
46	Newcastle Upon Tyne Hospital	NHS Foundation Trust, Freeman Hospital High Heaton, Newcastle, Upon Tyne, NE7 7DN NewCastle 00000 UK	11,272.25	0.00	11,272.25
47	Ottawa Hospital Research Institute	725 Parkdate Avenue Ottawa ON K1Y 4E9	6,899.00	0.00	6,899.00
48	Pacific Northwest Statistical Consulting	18133 154 Ave NE Woodinville WA 98072 USA	16,997.18	0.00	16,997.18
49	Parkinson's Disease and Movement Disorder Center of Boca Raton	951 N.W. 13th Street Bldg SE Boca Raton FL 33486 USA	11,764.30	0.00	11,764.30
50	PD Dr. Brit Mollenhauer	Paracelsus-Elena-Klinik, Klinikstrasse 16 Kassel 34128 Germany	28,883.53	0.00	28,883.53
51	PD Dr. Stefan Lorenzl	Klinikum Grobhadern, University of Munich, Marchioninistrasse 15 Munchen 81377 Germany	8,904.73	0.00	8,904.73
52	Premium Springs Water Company Inc.	#208-5529 192 Street Surrey BC V3S 8E5	0.00	0.00	0.00
53	Primus Telecommunications Canada Incorporated Attn: Receivables Management Department Help Desk	400 - 5343 Dundas Street West Etobicoke ON M9B 6K5	46.72	0.00	46.72
54	Prof. Dr Gunter Hoglinger	Universitätsklinikum Giessen und Marburg Munchen 81377 Germany	6,602.40	0.00	6,602.40
55	Prof. Dr. Axel Lipp	Humboldt University Charite, Capus Virchow, Neurologische Poliklinik - Augustenburger Platz 1 Berlin 13353 Germany	7,860.00	0.00	7,860.00
56	Prof. Dr. Dirk Weitalla	Neurologisch Klinikder Ruhr-Universität im, St. Josef Hospital, Bochum, D-44791 Bochum 00000 Germany	13,715.70	0.00	13,715.70
57	Prof. Dr. Heinz Reichmann	Universitätsklinikum Carl Gustav Carus an der Technischen Universität Dresden, Haus 62 Raum 007, EG, Schubertstr. 18 Dresden 01307 Germany	14,419.72	0.00	14,419.72
58	Prof. Dr. Reiner Benecke	Universitat Rostock, Zentrum Fur Nervenheilkunde, Klinik Fur Neurologie und Poliklinik, Gehlsheimer Strasse 20 Rostock 18147 Germany	9,965.74	0.00	9,965.74
59	Prof. Jean - Christophe Corvol	Hopital Pitié Salpêtrière, Bâtiment ICM - 1er étage, 47-83 boulevard de l'Hopital Paris 75013 France	104,699.77	0.00	104,699.77
60	RAMOT	P.O. Box 39296, 32 Haim Levanon Street Tel Aviv 61392 Isreal	53,338.18	0.00	53,338.18
61	RBC Dominion Securities Inc.	5th Floor - 1055 West Georgia St Vancouver BC V6E 3N9	0.00	0.00	0.00
62	RBC Royal Bank	PO Box 4016, Station "A" Toronto ON M5W 2E6	3,684.36	0.00	3,684.36
63	RBC Royal Bank of Canada	PO Bag Service 2650 Calgary AB T2P 2M7	0.00	0.00	0.00
64	Regents of The University of Minnesota	NW 5957 PO Box 1450 Minneapolis MN 55485-5957 USA	8,408.70	0.00	8,408.70
65	Research Pharmaceutical Services, Inc.	PO Box 1028, Manly, NSW 1655 00000 Australia	24,685.63	0.00	24,685.63

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FORM 78 -- Continued

List "A"  
 Unsecured Creditors

Allon Therapeutics Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
66	Research Pharmaceutical Services, Inc.	P.O. Box 827930 Philadelphia PA 19182-7930 USA	450,583.42	0.00	450,583.42
67	S. Karger AG, Basel	PO Box - Postfach, CH-4009 Basel 00000 Switzerland	3,889.60	0.00	3,889.60
68	Salford Royal NHS Foundation Trust	554 Eccles New Road, Salford, M5 5AP Salford 00000 UK	11,912.74	0.00	11,912.74
69	SAS Proflivalor Meditterrance	8 Rue Sainle Barbe Marseille 13001 France	23,978.07	0.00	23,978.07
70	The Regents of the University of California	David Geffen School of Medicine, Department of Neurology, 710 Westwood Plaza, 4-231 Los Angeles CA 90095-1769 USA	17,486.37	0.00	17,486.37
71	The Regents of the University of California	UCSF Accounting - Extramural Funding, 1855 Folsom Street, Room 425, Campus Mail Box 0815 San Francisco CA 94143 USA	13,773.87	0.00	13,773.87
72	The Regents of the University of California	UCSD Office of Clinical Trial Administration, 9500 Gilman Drive, University Center 202 La Jolla CA 92093-0706 USA	14,844.95	0.00	14,844.95
73	The Regents of the University of California	UC Accounting - Extramural Funding, 1855 Folsom Street, Room 425, Campus Mailbox 0897 San Francisco CA 94143-0897 USA	94,766.79	0.00	94,766.79
74	The Regents of the University of Michigan	Department of Neurology, 2301 Commonwealth Blvd. Ann Arbor MI 48105-2945 USA	13,282.16	0.00	13,282.16
75	The Research Institute of the McGill University Health Center	2155 Guy Street, Suite 500 Montreal QC H3H 2R9	10,290.06	0.00	10,290.06
76	The Trustees of the University of Pennsylvania	Office of Research Services, P-221 Franklin Building, 3451 Walnut Street Philadelphia PA 19104-6205 USA	16,489.44	0.00	16,489.44
77	The University of North Carolina at Chapel Hill	Department of Neurology, 170 Manning Drive, CB 7025 Chapel Hill NC 27599 USA	16,873.56	0.00	16,873.56
78	The University of Texas Southwestern Medical Center at Dallas	PO Box 842265 Dallas TX 75284-2265 USA	15,864.75	0.00	15,864.75
79	Trustees of Columbia University in the City of New York	Columbia University Clinical Trials Office, PO Box 26453 New York NY 10087-6453 USA	7,108.45	0.00	7,108.45
80	TSX InC (Toronto Stock Exchange (TO))	P.O. Box 56297 STN A Toronto ON M5W 4L1	14,189.64	0.00	14,189.64
81	UMDNJ-Robert Wood Johnson Medical School	Dept. of Neurology, 97 Paterson St. New Brunswick NJ 08901 USA	25,708.32	0.00	25,708.32
82	University Hospital of Ulm	Oberer Eselsberg 45 Ulm 89081 Germany	9,746.40	0.00	9,746.40
83	University Hospitals	Center for Clinical Research, P.O. Box 74420 Cleveland OH 44194-4420 USA	10,210.86	0.00	10,210.86
84	University of Alabama at Birmingham	Neurology, 350 Sparks Center, 1720 7th Ave. South Birmingham AL 35233 USA	9,867.33	0.00	9,867.33
85	University of Chicago	Department of Neurology, 5841 S. Maryland, MC 2030 Chicago IL 60637 USA	12,213.63	0.00	12,213.63

29-May-2013

Date

  
 Matthew J Carlyle

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FORM 78 - Continued

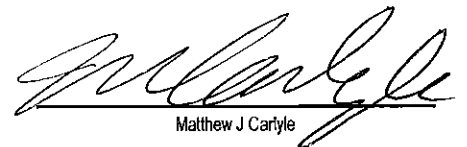
List "A"  
Unsecured Creditors

Allon Therapeutics Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
86	University of Louisville Research Foundat	501 East Broadway, Suite 210 Louisville KY 40202 USA	29,474.28	0.00	29,474.28
87	University of Pennsylvania	Franklin Building, 3451 Walnut Street, P221 Philadelphia PA 19104-6205 USA	7,556.25	0.00	7,556.25
88	University of South Florida	PO Box 864687 Orlando FL 32886-4687 USA	645.48	0.00	645.48
89	University of Utah	Center for Alzheimer's Care, 650 Kornas Drive, Suite 106A Salt Lake City UT 84108 USA	39,003.83	0.00	39,003.83
90	Western Institutional Review Board	Depl 106091, PO Box 150434 Hartford CT 06115-0434 USA	207.54	0.00	207.54
91	Xerox Canada Ltd.	PO Box 4539 Station A Toronto ON M5W 4P5	1,780.80	0.00	1,780.80
<b>Total:</b>			<b>3,386,041.33</b>	<b>0.00</b>	<b>3,386,041.33</b>

29-May-2013

Date

  
Matthew J Carlyle

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FORM 78 -- Continued

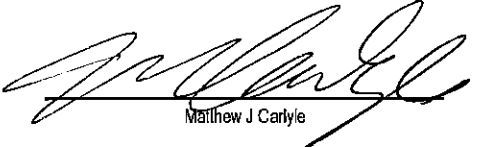
List "B"  
Secured Creditors

Allon Therapeutics Inc.

No.	Name of creditor	Address	Amount of claim	Particulars of security	When given	Estimated value of security	Estimated surplus from security	Balance of claim unsecured
1	Xerox Canada Ltd.	PO Box 4539 Station A Toronto ON M5W 4P5	1.00	Other - Copier	06-Dec-2010	1.00		
Total:			1.00			1.00	0.00	0.00

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Matthew J Carlyle

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FORM 78 -- Continued

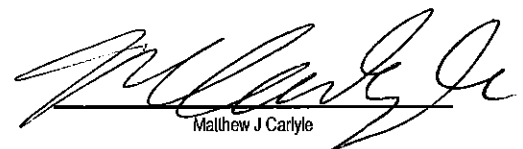
List "C"  
Preferred Creditors for Wages, Rent, etc.

Allon Therapeutics Inc.

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
Total:					0.00	0.00	0.00

29-May-2013

Date



Matthew J Carlyle



District of: British Columbia  
Division No. 03 - Vancouver  
Court No.  
Estate No. 11-1753091

FORM 78 -- Continued

List "D"  
Contingent or Other Liabilities

Allon Therapeutics Inc.

No.	Name of creditor or claimant	Address and occupation	Amount of liability or claim	Amount expected to rank for dividend	Date when liability incurred	Nature of liability
Total:			0.00	0.00		

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Date

  
Matthew J Carlye

District of: British Columbia  
Division No. 03 - Vancouver  
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FORM 78 -- Continued

List "E"  
Debts Due to the Debtor  
Allon Therapeutics Inc.

No.	Name of debtor	Address and occupation	Nature of debt	Amount of debt (good, doubtful, bad)	Folio of ledgers or other book where particulars to be found	When contracted	Estimated to produce	Particulars of any securities held for debt
				0.00				
			Total:	0.00			0.00	
				0.00				

29-May-2013

Date



Matthew J Carlye

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FORM 78 - Continued

List "F"

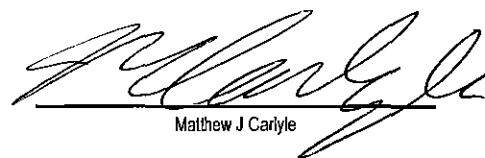
Bills of Exchange, Promissory Notes, Lien Notes, Chattel  
Mortgages, etc., Available as Assets

Allon Therapeutics Inc.

No.	Name of all promissory, acceptors, endorsers, mortgagors, and guarantors	Address	Occupation	Amount of bill or note, etc.	Date when due	Estimated to produce	Particulars of any property held as security for payment of bill or note, etc.
				Total:	0.00	0.00	

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Matthew J Carlyle

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FORM 78 -- Continued

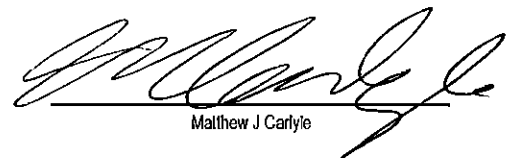
List "G"  
Real Property or Immovables Owned by Debtor

Ailon Therapeutics Inc.

Description of property	Nature of debtor interest	In whose name does title stand	Total value	Particulars of mortgages, hypothecs, or other encumbrances (name, address, amount)	Equity or surplus
Total:			0.00		0.00

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Matthew J Carlyle

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FORM 78 -- Concluded

List "H"  
 Property

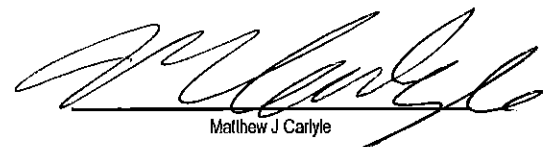
Allon Therapeutics Inc.

FULL STATEMENT OF PROPERTY

Nature of property	Location	Details of property	Original cost	Estimated to produce
(a) Stock-in-trade			0.00	0.00
(b) Trade fixtures, etc.			0.00	0.00
(c) Cash in financial institutions			0.00	0.00
(d) Cash on hand		Cash on hand	172,622.00	172,622.00
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	0.00
(g) Furniture		Furniture and equipment	2,957.00	1.00
(h) Life insurance policies, RRSPs, etc.			0.00	0.00
(i) Securities			0.00	0.00
(j) Interests under wills, etc.			0.00	0.00
(k) Vehicles			0.00	0.00
(l) Taxes		GST/HST - 2013	6,492.00	6,492.00
(m) Other		Allon Therapeutics, Inc. (100% wholly owned subsidiary)	24,317,642.59	0.00
		Intellectual properties	0.00	0.00
		Prepaid insurance and deposits	12,173.73	1.00
		Deposit	30,000.00	30,000.00
		Copier	0.00	1.00
			<b>Total:</b>	<b>209,117.00</b>

29-May-2013

Date

  
 Matthew J Carlyle

Court No.

File No. 11-1753091

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In the matter of the proposal of  
Allon Therapeutics Inc.  
of the City of Vancouver, in the Province of British  
Columbia

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Form 78 (Bill C-12)  
Statement of affairs (Business bankruptcy)

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Deloitte & Touche Inc. - Trustee

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2800 - 1055 Dunsmuir Street, PO Box 49279  
Vancouver BC V7X 1P4  
Phone: (604) 534-0921 Fax: (604) 534-7429