

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST  
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE BANKRUPTCY OF  
LANDEX CONSTRUCTION INC. AND OTHERS  
OF THE CITY OF TORONTO,  
IN THE PROVINCE OF ONTARIO**

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**MOTION RECORD OF  
RSM RICHTER INC.**  
(Motion Returnable December 7, 2011)

---

**DAVIES WARD PHILLIPS & VINEBERG LLP**  
Barristers and Solicitors  
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Toronto, ON M5X 1B1

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Lawyer for RSM Richter Inc.

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST  
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE BANKRUPTCY OF  
LANDEX CONSTRUCTION INC. AND OTHERS  
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**IN THE MATTER OF THE BANKRUPTCY OF  
LANDEX CONSTRUCTION INC. AND OTHERS OF  
THE CITY OF TORONTO, IN THE PROVINCE OF  
ONTARIO**

**RSM RICHTER INC.**

and

Court File No: 33-1474264

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST  
IN BANKRUPTCY AND INSOLVENCY**

Proceeding commenced at Toronto

**MOTION RECORD OF  
RSM RICHTER INC.**  
(MOTION RETURNABLE DECEMBER 7, 2011)

**Davies Ward Phillips & Vineberg LLP**  
44th Floor, 1 First Canadian Place  
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Lawyer for RSM Richter Inc.

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST  
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE BANKRUPTCY OF  
LANDEX CONSTRUCTION INC. AND OTHERS  
OF THE CITY OF TORONTO,  
IN THE PROVINCE OF ONTARIO**

**NOTICE OF MOTION**

RSM Richter Inc. ("Richter"), the trustee in bankruptcy of the estate of Landex Construction Inc. and others, will, in its capacity as Trustee in Bankruptcy, make a motion to a Judge presiding over the Commercial List on December 7, 2011 a.m., or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

**PROPOSED METHOD OF HEARING:**

The motion is to be heard orally.

**THE MOTION IS FOR:**

1. an Order that Richter be substituted with Ernst & Young Inc. ("EYI") as Trustee in Bankruptcy of the estates of Landex Construction Inc. and Envision Engineering & Contracting Inc.;

2. an Order that Richter be discharged as Trustee in Bankruptcy in respect of the estates of Landex Construction Inc. and Envision Engineering & Contracting Inc.; and

3. such further and other Orders as counsel may request and this Court may permit.

THE GROUNDS FOR THE MOTION ARE:

- (a) On December 2, 2011, EYI acquired the assets used by audit, accounting, transactional advisory and tax professionals affiliated with Richter well as the insolvency and restructuring assets used in the Province of Alberta ("EYI Transaction");
- (b) Pursuant to an order made December 5, 2011 by the Alberta Court of Queen's Bench, the open insolvency and restructuring mandates of Richter in the Province of Alberta were transfer to EYI; and
- (c) Pursuant to the EYI Transaction, there are two bankruptcies in Ontario related to the Alberta restructuring practice where Richter has been appointed as trustee in bankruptcy which should also be transferred to EYI. Those estates are: Envision Engineering & Contracting Inc., OSB File No.: 33-1474256; Landex Construction Inc., OSB File No.: 33-1474264.

**Miscellaneous**

- (d) Sections 14.04 and 183 of the *Bankruptcy and Insolvency Act*;
- (e) Rule 3.02 and 37.02(1) of the *Rules of Civil Procedure*; and

- (f) such further and other grounds as counsel may advise and this Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (i) the Affidavit of Robert Kofman sworn December 6, 2011; and
- (ii) such further and other materials as counsel may advise and this Court may permit.

Date: December 6, 2011  
DAVIES WARD PHILLIPS & VINEBERG LLP  
1 First Canadian Place, Suite 4400  
Toronto, ON M5X 1B1

Natasha MacParland (LSUC #42383G)  
Tel: 416.863.5567  
Fax: 416.863.0871

Lawyer for RSM Richter Inc.

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**NOTICE OF MOTION**

DAVIES WARD PHILLIPS & VINEBERG LLP  
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Natasha MacParland (LSUC #42383G)  
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Lawyer for RSM Richter Inc.

Court File No. 33-1474264

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST  
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE BANKRUPTCY OF  
LANDEX CONSTRUCTION INC. AND OTHERS  
OF THE CITY OF TORONTO,  
IN THE PROVINCE OF ONTARIO**

**AFFIDAVIT OF MR. ROBERT DAVID KOFMAN  
(sworn DECEMBER 6, 2011)**

I, ROBERT DAVID KOFMAN, Co-President of RSM Richter Inc., of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

1. I am Co-President of RSM Richter Inc. ("Richter") and a partner of RSM Richter LLP ("Toronto Partnership"), as well as a licensed Trustee and as such I have knowledge of the matters deposed to herein.

2. This Affidavit is sworn in support of an application for the substitution of RSM Richter Inc. in its capacity as Trustee in Bankruptcy with Ernst & Young Inc. in respect of certain ongoing matters, as well as the transfer of all property and trust accounts relating to such mandates.

3. On December 2, 2011, Ernst & Young Inc. ("EYI") acquired the assets used by audit, accounting, transactional advisory and tax professionals of the Toronto Partnership as well as the insolvency and restructuring assets used in the Province of Alberta ("EYI Transaction"). On the same day, Konstantinos (Gus) Tertigas, formerly of Richter and a licensed Trustee, became an employee of EYI



("EYI Restructuring Professional"). Attached as Exhibit "A" are press releases announcing this acquisition.

4. In connection with the acquisition of the insolvency and restructuring assets used in the Province of Alberta, on Monday, December 5, 2011, a motion was brought before the Alberta Court of Queens Bench seeking the transfer of open insolvency and restructuring mandates in the Province of Alberta from Richter to EYI. Attached as Exhibit "B" is the sworn affidavit of Robert Taylor in connection with that motion. Also attached as Exhibit "C" is a copy of the issued and entered order of the Alberta Court of Queens Bench in respect of that motion.

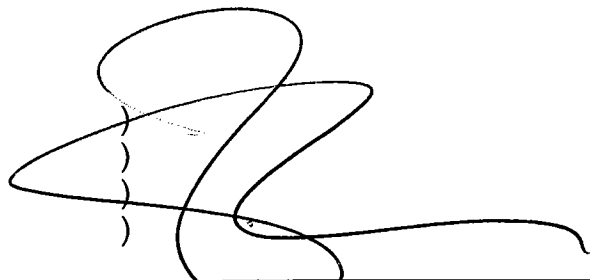
5. There are two bankruptcies in Ontario related to the Alberta restructuring practice where Richter has been appointed as trustee in bankruptcy which will also be transferred to EYI. Those estates are: Envision Engineering & Contracting Inc., OSB File No.: 33-1474256; Landex Construction Inc., OSB File No.: 33-1474264 ("EYI Ontario Mandates"). In connection with the EYI Transaction, Richter is seeking to have EYI substituted as the trustee in bankruptcy in respect of the EYI Ontario Mandates.

6. All property, books, records and files relating to the EYI Ontario Mandates will also be transferred to EYI, as well as, all bank accounts, including trust accounts, related to the EYI Ontario Mandates. Public documents relating to EYI Ontario Mandates will be available on the EYI website.

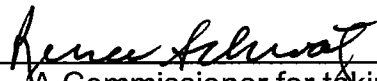
7. Richter was engaged as financial advisor to representative counsel for all former employees and disabled employees ("Representative Counsel") in the

CCAA proceedings (the "Nortel CCAA Proceedings") of Nortel Networks Corporation and its affiliates (the "Nortel Debtors"), Court File No. 09-CL7950 (the "Nortel Mandate"). Pursuant to the order appointing Representative Counsel, all the fees and disbursements in respect of the Nortel Mandate are paid by the Nortel Debtors. In connection with the E&Y Transaction, Richter has transferred and assigned the Nortel Mandate to a subsidiary of EYI. I have been advised that the Nortel Mandate is to continue to be handled by the EYI Restructuring Professional and other former Richter accounting/or and advisory professionals who are now at EYI. I understand that EYI is the Court appointed Monitor in the Nortel CCAA Proceedings and EYI has implemented procedures to address concerns regarding the transfer of information and independence in respect of both roles. All books, records and files relating to the Nortel Mandate will be transferred by Richter to EYI.

SWORN BEFORE ME at  
 the City of Toronto, in the  
 Province of Ontario, this  
 6th day of December, 2011



\_\_\_\_\_  
 ROBERT DAVID KOFMAN



\_\_\_\_\_  
 A Commissioner for taking  
 Affidavits, etc.

Renee Fern Schwartz, a Commissioner, etc.,  
 City of Toronto, for RSM Richter Inc.,  
 Trustee in Bankruptcy and RSM Richter LLP,  
 Chartered Accountants.  
 Expires February 7, 2012.

IN THE MATTER OF THE BANKRUPTCY OF LANDEX CONSTRUCTION INC. AND OTHERS OF THE CITY  
OF TORONTO, IN THE PROVINCE OF ONTARIO

Court File No 33-1474264

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
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Proceeding commenced at Toronto

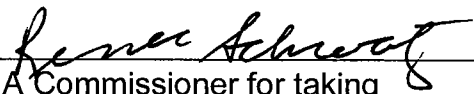
**AFFIDAVIT OF ROBERT DAVID KOFMAN  
(sworn December 6, 2011)**

DAVIES WARD PHILLIPS & VINEBERG LLP  
1 First Canadian Place  
Suite 4400  
Toronto, ON M5X 1B1

Natasha MacParland (LSUC #42383G)  
Tel: 416.863.5567  
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Lawyer for RSM Richter Inc.

This is Exhibit "A" referred to in the Affidavit of Mr. Robert David Kofman sworn before me this 6th day of December, 2011.

  
A Commissioner for taking  
Affidavits, etc.

Renee Fern Schwartz, a Commissioner, etc.,  
City of Toronto, for RSM Richter Inc.,  
Trustee in Bankruptcy and RSM Richter LLP,  
Chartered Accountants.  
Expires February 7, 2012.



## Ernst & Young expands entrepreneurial and private company reach in Toronto and Calgary

We are very excited to let you know that Ernst & Young has a signed letter of intent with Richter to merge its Toronto audit, tax and transaction advisory practices, and its Calgary restructuring practice, with our firm. The transaction is expected to close on 2 December.

This transaction will grow Ernst & Young's Toronto and Calgary offices, and give our firm a bolder footprint in Entrepreneurial Services.

Together, our entrepreneurial and private company clients will have an even stronger and powerful team helping them grow nationally and internationally. And the positive ripple effect will be felt throughout all of our client accounts. We're excited about the new capabilities this brings for you, and for us.

Like Ernst & Young, Richter is known across Canada for its commitment to quality as well as supporting, serving and celebrating entrepreneurs. With more than 40 years of experience, Richter has a solid, far-reaching reputation - especially with entrepreneurs and private companies.

Richter has a seasoned team of audit, tax and transaction advisory professionals in Toronto and a highly regarded restructuring group in Calgary. Our teams will work seamlessly together to form a powerhouse of professionals that will bring both short- and long-term benefits to our clients.

High-growth entrepreneurial businesses pack a powerful economic punch. They are a strong driver for the Canadian economy. That's why we're so excited about this deal. It will be good for our clients and for Canada's entrepreneurial sector.

Continue to expect from us the same high-level of service and professionalism you've come to expect from us. We will keep you informed of any and all developments as we draw closer to the close of the transaction on 2 December.

Yours truly,

Trent Henry  
Chairman and Chief Executive Officer



## Ernst & Young augmente sa part du marché des services à l'entrepreneuriat à Toronto et à Calgary

Nous sommes ravis de vous annoncer qu'Ernst & Young a signé une lettre d'intention avec RSM Richter visant à regrouper les services d'audit, les services de fiscalité et les services consultatifs transactionnels de leur bureau de Toronto, de même que les services de restructuration de leur bureau de Calgary, avec les nôtres. La transaction devrait se concrétiser le 2 décembre.

Cette transaction grossira les rangs de nos bureaux de Toronto et de Calgary et contribuera à la croissance des activités existantes de nos services à l'entrepreneuriat tout en nous permettant d'accroître la place que nous occupons sur ce marché.

Lorsque nous serons regroupés, nos clients des services à l'entrepreneuriat et les sociétés fermées clientes pourront s'appuyer sur une équipe encore plus forte pour assurer la croissance de leur entreprise au pays et ailleurs dans le monde. Les bienfaits se feront sentir chez chacun de nos clients. Nous sommes très heureux des nouvelles occasions qui en découleront pour vous, et pour nous.

À l'instar d'Ernst & Young, Richter est reconnue au Canada pour son engagement envers la qualité, son dévouement auprès des entrepreneurs et sa façon de souligner leurs réussites. La réputation de Richter n'est plus à faire après plus de 40 ans au service de ses clients, surtout auprès des entrepreneurs et des sociétés fermées.

Richter possède une solide équipe en services d'audit, de fiscalité et en services consultatifs transactionnels à Toronto, de même qu'un groupe réputé en services de restructuration à Calgary. Le personnel professionnel de Richter à Toronto et à Calgary travaillera étroitement avec nous, formant une équipe redoutable qui procurera à nos clients des avantages immédiats et durables.

Les entreprises à croissance rapide sont le véritable moteur de l'économie canadienne. C'est la raison pour laquelle nous sommes si enchantés de cette transaction. Elle sera bénéfique pour la Société, nos clients et pour le secteur de l'entrepreneuriat du Canada.

Vous pouvez toujours compter sur le même service professionnel de haut niveau auquel vous êtes habitués. Nous vous communiquerons tous les faits nouveaux à l'approche de la clôture de la transaction le 2 décembre prochain.

Cordialement,

Trent Henry  
Président et chef de la direction

---

Notre adresse postale principale : Ernst & Young s.r.l./S.E.N.C.R.L., Ernst & Young Tower,  
222 Bay Street, P.O. Box 251, Toronto, Ontario M5K 1J7  
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**FINAL****Ernst & Young closes deal with RSM Richter LLP to grow entrepreneurial reach in Canada**  
*Move means game-changing service for existing and new clients*

(Toronto, December 2, 2011) Ernst & Young and RSM Richter LLP's Toronto audit, tax and transaction advisory practices, and Calgary restructuring practice, have joined forces in a transaction that closed today.

This move will build on Ernst & Young's well-established Entrepreneurial Services practice, considerably expanding the firm's reach and service offerings.

"Our growing team believes entrepreneurs have the power to propel our markets forward and drive the Canadian economy," says Trent Henry, Ernst & Young's Canadian Chairman and Chief Executive Officer. "By combining our leading practices and brands, we're now ready to offer clients and potential clients game-changing service and a bigger, bolder support system so they can focus on creating, innovating and achieving great things."

That kind of commitment to high-achieving and high-growth companies is part of the broader entrepreneurial ecosystem Ernst & Young sees as critical to Canadian success.

"We know Canada's private and middle market businesses pack a powerful economic punch. They account for nearly 30% of the country's gross domestic product, and 98% of Canadian private enterprise," explains Colleen McMorrow, Ernst & Young's Entrepreneurial Services Leader in Canada. "But we still need a more integrated approach to fostering entrepreneurial growth. Without that, we're missing out on the full thrust of momentum entrepreneurs provide to our economic engine."

McMorrow says that ecosystem should be founded on four critical pillars: improved access to credit, educational opportunities for innovators, an innovation-friendly economy, and better leadership by Corporate Canada. That's a philosophy the firm shares with RSM Richter.

"By joining forces with Ernst & Young, we'll be able to do even more to promote entrepreneurship, support entrepreneurial outreach programs, provide opportunities to network and celebrate entrepreneurs' achievements," says David Steinberg, Co-CEO of RSM Richter. "That's something all of us are very excited about."

Approximately 140 RSM Richter LLP personnel, including 12 partners, have joined Ernst & Young's Toronto and Calgary practices. The deal does not include RSM Richter LLP's Toronto restructuring practice. The deal does not affect the operations of RSM Richter Chamberland LLP, a separate limited liability partnership, which will continue to operate under the name "RSM Richter Chamberland".

**About Ernst & Young**

Ernst & Young is a global leader in assurance, tax, transaction and advisory services. Worldwide, our 152,000 people are united by our shared values and an unwavering commitment to quality. We make a difference by helping our people, our clients and our wider communities achieve their potential.

For more information, please visit [ey.com/ca](http://ey.com/ca).

Ernst & Young refers to the global organization of member firms of Ernst & Young Global Limited, each of which is a separate legal entity. Ernst & Young Global Limited, a UK company limited by guarantee, does not provide services to clients.

- 30 -

**For further information, please contact:**

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416 943 7121

This is Exhibit "B" referred to in the Affidavit of Mr. Robert David Kofman sworn before me this 6th day of December, 2011.



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A Commissioner for taking  
Affidavits, etc.

Renee Fern Schwartz, a Commissioner, etc.,  
City of Toronto, for RSM Richter Inc.,  
Trustee in Bankruptcy and RSM Richter LLP,  
Chartered Accountants.  
Expires February 7, 2012.



Clerk's stamp:

COURT FILE NUMBER All those file numbers listed in the attached Schedule "A"

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

**IN THE MATTER OF THE BANKRUPTCY OR PROPOSAL  
OR RECEIVERSHIP OR CCAA OR TRUSTEESHIP OF  
THOSE INDIVIDUALS AND ENTITIES LISTED IN THE  
ATTACHED SCHEDULE "A"**

DOCUMENT

ORDER

ADDRESS FOR SERVICE AND CONTACT  
INFORMATION OF PARTY FILING THIS  
DOCUMENT

Travis Lysak  
Fraser Milner Casgrain LLP  
Bankers Court  
15<sup>th</sup> Floor, 850 - 2<sup>nd</sup> Street S.W.  
Calgary, Alberta T2P 0R8  
Ph. (403) 268-7063 Fx. (403) 268-3100  
File No.: 166677-126

DATE ON WHICH ORDER WAS PRONOUNCED: December 5, 2011

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUDGE WHO MADE THIS ORDER: Madam Justice K.M. Horner

#### ORDER

UPON the application of RSM Richter Inc. ("RSM"), and upon reading the Affidavit of Robert J. Taylor, and upon hearing counsel for RSM;

AND WHEREAS by numerous orders of the Court of Queen's Bench of Alberta, RSM is an officer of the Court, including but without limitation, appointments as a receiver, a receiver-manager, an interim receiver, a monitor, or other court appointed agent or representative (the "Court Officer") with respect to a number of open Alberta Court of Queen's Bench files;

AND WHEREAS RSM is the Trustee in Bankruptcy or Proposal pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the "Trustee") with respect to a number of open Alberta Court of Queen's Bench files;


AND WHEREAS RSM is an agent or privately appointed receiver and/or manager (the "Private Receiver") with respect to a number of open Alberta Court of Queen's Bench files;

**IT IS ORDERED:**

1. That Ernst & Young Inc. ("EY") be substituted in place of RSM, as Court Officer, Trustee or Private Receiver (collectively the "Insolvency Professional") with respect to all of the matters set out in the attached Schedule "A" (hereinafter referred to as the "Subject Files").
2. That the requirement for a separate Notice of Motion and supporting Affidavits to be filed in the Court file of each of the Subject Files be waived.
3. That the requirement for notification of this application to any party, including proven creditors within the Subject Files, be waived.
4. That the requirement and responsibility for taxation of RSM's accounts in respect of the Subject Files, from the initial date of appointment of RSM or another party as Insolvency Professional respecting the Subject Files through to the completion of the administration and discharge of RSM, is hereby assigned and transferred to EY.
5. That the requirement for taxation of the accounts of RSM in respect of the Subject Files is hereby waived.
6. That RSM be discharged as Insolvency Professional of the Subject Files without prejudice to the rights of the Superintendent of Bankruptcy or other professional body, to commence or pursue any professional conduct matters relating to the Subject Files, and:
  - (a) without having to certify to the court that it has observed all of the terms as provided by Rule 61(2) of the BIA; and
  - (b) without having to undertake to keep all estate books, records and documents as provided by Rule 68 of the BIA.
7. That EY is now required to observe all the terms provided by Rule 61(2) of the BIA, keep all estate books, records and documents as provided by Rule 68 of the BIA, obtain from the former trustee all books, estate records, documents including work in progress, billing or time records in support of any claims made for time charges and advances on fees made by the former trustee, and detailed trial balances (*electronic or otherwise*) from the date of bankruptcy or proposal showing all the funds received and disbursed since the initial appointment of RSM or another party as Insolvency Professional respecting the Subject Files, notwithstanding EY assuming responsibility for the Subject Files as at the date of this Order.
8. That the requirement for notification of the discharge of RSM as Insolvency Professional, together with other statutory notices to proven creditors, the bankrupt(s), debtors, the court and the Office of the Superintendent of Bankruptcy, be waived.
9. The clerk of the Court shall accept a copy of this Order to be filed in the Court for each of the Subject Files where a court file is required to be opened.
10. To the extent that RSM has given security in cash or by bond of a guarantee company pursuant to s.16(1) of the BIA (the "Security"), such Security shall be transferred from RSM to EY and any party holding such Security is hereby directed to take all steps necessary to effect such transfer.

Upon transfer, EY shall assume, and RSM shall be relieved of, all obligations respecting the Security.

11. Upon being presented with a filed copy of this Order, the Registrar of the Land Titles Office (Alberta) shall amend any encumbrance registered against title by RSM to replace RSM with EY as the party having registered the said encumbrance.

  
\_\_\_\_\_  
Justice of the Court of Queen's  
Bench of Alberta

**SCHEDULE "A"****ESTATE NO. MATTER****Ordinary Bankruptcies**

24-113024	Miramar Giant Mine Ltd.
25-050276	Pioneer Exploration Inc.
25-055035	Intertech Surveys Ltd.
25-068042	MSI Medical Services International Canada Ltd.
25-072231	Peters, George Clinton Boyce (The Estate of the Late)
25-072375	T.M.T. Resources Inc.
25-074164	Chateau Edmonton Inc.
25-076357	Docherty, Francis Gordon
25-087448	Wild Rose Furniture Manufacturing Ltd.
25-087576	Bolder Graphics Incorporated
25-088606	Torino Oil & Gas Limited
25-090422	Deforest, Lamert Donald
25-093254	Clayton Industries Inc.
25-093509	Chell, Cameron Brett
25-093560	Sightus Inc.
25-093611	B.O.T.B. Corp.
25-093641	MEM Investments Ltd.
25-093693	Canadian Institute for Petroleum Industry Development
25-094222	The Olives Restaurant Limited Partnership
25-094223	Olives Restaurant GP Ltd.
25-094224	Ayrshire Operations Inc.
25-1080637	Magnus One Energy Corp.
25-1080668	Magnus Energy Inc.
25-1080991	San Juan Resources Inc.
25-1088988	Sport Swap Ltd.
25-1164726	Oasis Spas Inc.
25-1203764	MediaNet Communications Corp.
25-1271977	903355 Alberta Inc.
25-1272588	Bedford Calgary Industries Inc.
25-1402739	P3C Manufacturing Group Inc.
25-1475745	Bow Valley Electrical Services Ltd.
25-1475756	Iona Contractors Ltd.
25-1475758	Western Construction & Combustion Services Inc.
25-1546161	Weight Loss Alberta Corp.

**Summary Bankruptcies**

25-081763	Swartzenberger, David Patrick
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**Division 1 Proposals**

25-088081	BGI Holdings Inc.
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25-090447 Tyrrell, John E  
 25-091354 Phantom Freightlines Ltd.  
 25-1164723 Smed, Peter Falk  
 25-1418982 Canadian Sahara Energy Inc.  
 25-1552898 Watts Mechanical Services Ltd.

**Receiverships (still on OSB inventory list)**

24-115144 1198672 Alberta Ltd.  
 24-115145 Lone Mark Energy No1 Limited  
 24-115146 Lone Mark Energy Ltd.  
 24-115170 House of Tools Company  
 24-115385 Star Investment Properties Ltd.  
 24-115432 Ranchlands Residential Investments Inc.  
 25-059747 518718 Alberta Ltd.  
 25-063098 SMG Hospitality Inc.  
 25-073839 McCloy Business Environments Inc.  
 25-074189 Chateau Edmonton Inc.  
 25-078692 Moneystream Services Inc.  
 25-080113 Red Leaf Energy Inc.  
 25-080114 Hegco Canada Inc.  
 25-081378 CAI Canadian Appliance Group Inc.  
 25-082153 CAI Canadian Appliance Centres Inc.  
 25-083057 Shenandoah Resources Ltd.  
 25-087551 Wild Rose Furniture Manufacturing Ltd.  
 25-087838 A. C. Energy Inc.  
 25-088666 Bolder Graphics Incorporated  
 25-089150 M3 Energy Inc.  
 25-091269 Launch Resources Inc.  
 25-091680 Angel Merchandising Services Ltd.  
 25-091681 Fanny's Fabrics (1996) Ltd.  
 25-091682 Fanny's Fabrics (Alberta) Ltd.  
 25-091683 Fanny's Fabrics (BC) Ltd.  
 25-091684 Fanny's Fabrics (Edmonton) Ltd.  
 25-091685 Fanny's Fabrics Factory Ltd.  
 25-091686 Robert Jackson and Associates Ltd.  
 25-091687 Limara Enterprises Ltd.  
 25-091688 Fanny's Fabrics (Calgary), a Partnership  
 25-092656 965485 Alberta Ltd.  
 25-093507 Hegco Inc.  
 25-093624 Magna IV Engineering (Calgary) Ltd.  
 25-093627 Interquest Incorporated  
 25-093662 Cheyenne Energy Inc.  
 25-093699 Sport Swap Ltd.  
 25-093738 Stone Mountain Resources Ltd.  
 25-093759 Ramparts Energy Ltd.  
 25-093761 San Juan Resources Inc.  
 25-093886 Okotoks AB Riverside Dev. Ltd.  
 25-093887 Acacia Okotoks Serenity Ltd.  
 25-093890 Hearthwood II Limited Partnership  
 25-093891 Hearthwood I Limited Partnership

25-093892 Hearthwood III Limited Partnership  
 25-093893 Hearthwood I Developments GP Ltd.  
 25-093894 Hearthwood II Developments GP Ltd.  
 25-093895 Hearthwood III Developments GP Ltd.  
 25-093896 SCI Bridge II Finance Corp.  
 25-093897 Signature Capital Inc.  
 25-093898 CONB Development Corp.  
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 25-093901 Weststone Finance Corp.  
 25-093902 Allan Beach Developments GP Ltd.  
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 25-093904 Signature UEC Capital Inc.  
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 25-094113 Western Construction & Combustion Services Inc.  
 25-094114 RBT Electric Ltd.  
 25-094227 Medallion McKnight Development Corporation aka McKnight Quality Hotel Corp.  
 25-094230 MCL Development Corp. aka Medallion Cochrane Lakes

**Receiverships (not on OSB list, but still holding money)**

25-073793 IAC Edmonton Hotel Acquisition Corp  
 25-093610 Kodiak Energy Services Ltd.

**CCAA**

0201-03299 Liberty Oil & Gas Ltd.  
 1001-07852 Medican Group

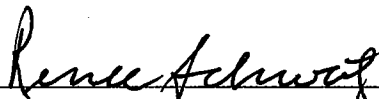
**Judicial Trustee**

SE501-088276 Estate of Pearl Goldberg  
 SE501-095987 Estate of David Cyril Sayles

**Trustee - Dependent Adult**

DA01-011371 The Estate of Marcy Rogers

This is Exhibit "C" referred to in the Affidavit of Mr. Robert David Kofman sworn before me this 6th day of December, 2011.

A handwritten signature in black ink, appearing to read "Renee Fern Schwartz", written over a horizontal line.

A Commissioner for taking  
Affidavits, etc.

Renee Fern Schwartz, a Commissioner, etc.,  
City of Toronto, for RSM Richter Inc.,  
Trustee in Bankruptcy and RSM Richter LLP,  
Chartered Accountants.  
Expires February 7, 2012.



Clerk's stamp:

COURT FILE NUMBER

All those file numbers listed in the attached Exhibit "A"

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

**IN THE MATTER OF THE BANKRUPTCY OR PROPOSAL  
OR RECEIVERSHIP OR CCAA OR TRUSTEESHIP OF  
THOSE ENTITIES LISTED IN THE ATTACHED EXHIBIT  
"A"**

DOCUMENT

**AFFIDAVIT**

ADDRESS FOR SERVICE AND CONTACT  
INFORMATION OF PARTY FILING THIS  
DOCUMENT

Travis Lysak  
Fraser Milner Casgrain LLP  
Bankers Court  
15<sup>th</sup> Floor, 850 - 2<sup>nd</sup> Street S.W.  
Calgary, Alberta T2P 0R8  
Ph. (403) 268-7063 Fx. (403) 268-3100  
File No.: <>

**AFFIDAVIT**

**Sworn on December 5th , 2011**

I, Robert J. Taylor, of the City of Calgary, in the Province of Alberta, chartered accountant and bankruptcy trustee, SWEAR/AFFIRM/MAKE OATH AND SAY THAT:

1. I am a Vice President of RSM Richter Inc. ("RSM") and, as such, I have personal knowledge of the matters hereinafter deposed to except where stated to be based upon information and belief, in which case I verily believe the same to be true.
2. Attached hereto and marked as Exhibit "A" is a complete listing of all open Alberta Court of Queen's Bench files wherein:
  - a. by numerous orders of the Court of Queen's Bench of Alberta, RSM is an appointed officer of the Court, including but without limitation, appointments as a receiver, a

receiver-manager, an interim receiver, a monitor, or other court appointed agent or representative (the "Court Officer");

b. RSM is the Trustee in Bankruptcy or Proposal pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the "Trustee"); and

c. RSM is an agent or privately appointed receiver and/or manager with respect to a number of entities (the "Private Receiver").

3. RSM is the court appointed receiver and manager in respect in action Q. B. G. No. 2131 of 2005 (Judicial Centre of Regina) involving Meadow Lake Pulp Limited Partnership and related entities (the "Meadow Lake Action").

4. The files described in paragraph 2 and the Meadow Lake Action are collectively referred to as the "Subject Files".

5. Effective December 5, 2011, certain assets of RSM, including a portion of its restructuring assets, were acquired by Ernst & Young Inc. ("EY") (the "Acquisition"). The acquired assets include, but are not limited to, RSM's engagements respecting the Subject Files. As a result of the Acquisition, all obligations relating to, and responsibility for, the Subject Files, including, but not limited to, their management and carriage, have been transferred from RSM to EY.

6. Based on the foregoing, it is necessary to obtain an Order from the Court of Queen's Bench of Alberta and an Order from the Court of Queen's Bench for Saskatchewan which, amongst other things, substitutes RSM with EY as Court Officer, Trustee or Private Receiver, as the case may be, for each of the Subject Files (the "Orders").

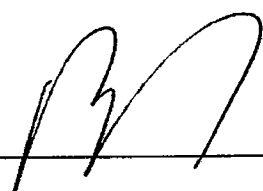
7. Both EY and the RSM business entity that remained after the Acquisition have been provided a copy of the proposed Orders prior to the application for the Orders and neither party will be opposing the application.

8. I make this Affidavit in support of an application for an Order from the Court of Queen's Bench for Alberta and for an Order from the Court of Queen's Bench of Saskatchewan with respect to open files in those jurisdictions wherein RSM must be substituted by EY as Court Officer, Trustee or Private Receiver as a result of the Acquisition.

SWORN (OR AFFIRMED) BEFORE ME )  
at Calgary, Alberta this 5th day of December, )  
2011. )

A Commissioner for Oaths in and for the Province of Alberta

*Travis P. Lysh*  
PRINT NAME AND EXPIRY *SP*  
*Barrister + Solicitor*

(Signature) 

Robert J. Taylor

THIS IS EXHIBIT " A "  
 referred to in the affidavit of  
Robert J. Taylor  
 Sworn before me this 5<sup>th</sup>  
 day of December, 2011  
 \_\_\_\_\_  
 A Commissioner for Oaths  
 in and for the Province of Alberta

*Travis P. Lysak*  
*Barrister + solicitor*

**ESTATE NO. MATTER**

**Ordinary Bankruptcies**

- 24-113024 Miramar Giant Mine Ltd.
- 25-050276 Pioneer Exploration Inc.
- 25-055035 Intertech Surveys Ltd.
- 25-068042 MSI Medical Services International Canada Ltd.
- 25-072231 Peters, George Clinton Boyce (The Estate of the Late)
- 25-072375 T.M.T. Resources Inc.
- 25-074164 Chateau Edmonton Inc.
- 25-076357 Docherty, Francis Gordon
- 25-087448 Wild Rose Furniture Manufacturing Ltd.
- 25-087576 Bolder Graphics Incorporated
- 25-088606 Torino Oil & Gas Limited
- 25-090422 Deforest, Lamert Donald
- 25-093254 Clayton Industries Inc.
- 25-093509 Chell, Cameron Brett
- 25-093560 Sightus Inc.
- 25-093611 B.O.T.B. Corp.
- 25-093641 MEM Investments Ltd.
- 25-093693 Canadian Institute for Petroleum Industry Development
- 25-094222 The Olives Restaurant Limited Partnership
- 25-094223 Olives Restaurant GP Ltd.
- 25-094224 Ayrshire Operations Inc.
- 25-1080637 Magnus One Energy Corp.
- 25-1080668 Magnus Energy Inc.
- 25-1080991 San Juan Resources Inc.
- 25-1088988 Sport Swap Ltd.
- 25-1164726 Oasis Spas Inc.
- 25-1203764 MediaNet Communications Corp.
- 25-1271977 903355 Alberta Inc.
- 25-1272588 Bedford Calgary Industries Inc.
- 25-1402739 P3C Manufacturing Group Inc.
- 25-1475745 Bow Valley Electrical Services Ltd.
- 25-1475756 Iona Contractors Ltd.
- 25-1475758 Western Construction & Combustion Services Inc.
- 25-1546161 Weight Loss Alberta Corp.

**Summary Bankruptcies**

- 25-081763 Swartzenberger, David Patrick

**Division 1 Proposals**

- 25-088081 BGI Holdings Inc.

25-090447 Tyrrell, John E  
 25-091354 Phantom Freightlines Ltd.  
 25-1164723 Smed, Peter Falk  
 25-1418982 Canadian Sahara Energy Inc.  
 25-1552898 Watts Mechanical Services Ltd.

**Receiverships (still on OSB inventory list)**

24-115144 1198672 Alberta Ltd.  
 24-115145 Lone Mark Energy No1 Limited  
 24-115146 Lone Mark Energy Ltd.  
 24-115170 House of Tools Company  
 24-115385 Star Investment Properties Ltd.  
 24-115432 Ranchlands Residential Investments Inc.  
 25-059747 518718 Alberta Ltd.  
 25-063098 SMG Hospitality Inc.  
 25-073839 McCloy Business Environments Inc.  
 25-074189 Chateau Edmonton Inc.  
 25-078692 Moneystream Services Inc.  
 25-080113 Red Leaf Energy Inc.  
 25-080114 Hegco Canada Inc.  
 25-081378 CAI Canadian Appliance Group Inc.  
 25-082153 CAI Canadian Appliance Centres Inc.  
 25-083057 Shenandoah Resources Ltd.  
 25-087551 Wild Rose Furniture Manufacturing Ltd.  
 25-087838 A. C. Energy Inc.  
 25-088666 Bolder Graphics Incorporated  
 25-089150 M3 Energy Inc.  
 25-091269 Launch Resources Inc.  
 25-091680 Angel Merchandising Services Ltd.  
 25-091681 Fanny's Fabrics (1996) Ltd.  
 25-091682 Fanny's Fabrics (Alberta) Ltd.  
 25-091683 Fanny's Fabrics (BC) Ltd.  
 25-091684 Fanny's Fabrics (Edmonton) Ltd.  
 25-091685 Fanny's Fabrics Factory Ltd.  
 25-091686 Robert Jackson and Associates Ltd.  
 25-091687 Limara Enterprises Ltd.  
 25-091688 Fanny's Fabrics (Calgary), a Partnership  
 25-092656 965485 Alberta Ltd.  
 25-093507 Hegco Inc.  
 25-093624 Magna IV Engineering (Calgary) Ltd.  
 25-093627 Interquest Incorporated  
 25-093662 Cheyenne Energy Inc.  
 25-093699 Sport Swap Ltd.  
 25-093738 Stone Mountain Resources Ltd.  
 25-093759 Ramparts Energy Ltd.  
 25-093761 San Juan Resources Inc.  
 25-093886 Okotoks AB Riverside Dev. Ltd.  
 25-093887 Acacia Okotoks Serenity Ltd.  
 25-093890 Hearthwood II Limited Partnership  
 25-093891 Hearthwood I Limited Partnership

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**CCAA**

0201-03299 Liberty Oil & Gas Ltd.  
 1001-07852 Medican Group

**Judicial Trustee**

SE501-088276 Estate of Pearl Goldberg  
 SE501-095987 Estate of David Cyril Sayles

**Trustee - Dependent Adult**

DA01-011371 The Estate of Marcy Rogers

Court File No. 33-1474264

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST  
IN BANKRUPTCY AND INSOLVENCY**

**THE HONOURABLE MR. )  
JUSTICE MORAWETZ )**

**WEDNESDAY, THE 7<sup>TH</sup> DAY  
OF DECEMBER, 2011**

**THE MATTER OF THE BANKRUPTCY OF  
LANDEX CONSTRUCTION INC. AND OTHERS  
OF THE CITY OF TORONTO,  
IN THE PROVINCE OF ONTARIO**

**ORDER**

**THIS MOTION** made by RSM Richter ("**Richter**") was heard this day at 330 University Avenue, Toronto, Ontario.

**UPON READING** the motion materials of Richter, including the Affidavit of Robert David Kofman, sworn December 6, 2011, together with the exhibits attached thereto, filed, and upon hearing the submissions of counsel for Richter, no one else appearing or having been served:

1. **THIS COURT ORDERS** that Ernst & Young Inc. ("**EYI**") be and hereby is substituted in place of Richter, as Trustee in Bankruptcy ("**Trustee**"), of the following estate files: Envision Engineering & Contracting Inc., OSB File No.: 33-1474256; Landex Construction Inc., OSB File No.: 33-1474264 (the "**Subject Estates**"), with effect from the effective date of this Order.
2. **THIS COURT ORDERS AND DIRECTS** that all real and personal property wherever situate of the Subject Estates is hereby vested in EYI in its capacity as Trustee in Bankruptcy, to be dealt with by EYI in accordance with the provisions of the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**"), pursuant to its powers and obligations as Trustee of the Subject Estates.

3. **THIS COURT ORDERS** that this Order shall be effective in all judicial districts in Ontario which govern any of the Subject Estates.
4. **THIS COURT ORDERS** that the requirement for a separate Notice of Motion and supporting Affidavit to be filed in the Court file of each of the Subject Estates is hereby waived.
5. **THIS COURT ORDERS** that the requirement for notification of this motion to proven creditors within the Subject Estates, the applicable bankrupts or debtors within the Subject Estates, and any other person is hereby waived.
6. **THIS COURT ORDERS** that EYI is authorized and directed to continue and to complete the administration of the Subject Estates and to deal with the Subject Estates' property, in accordance with the duties and functions of a Trustee, as the case may be, as set out in the BIA, and to receive all remuneration of the Trustee in the Subject Estates for services performed from the commencement of each of the Subject Estates until the discharge of the Trustee, less any remuneration already received by Richter in accordance with the provisions of the BIA.
7. **THIS COURT ORDERS** that the requirement and responsibility for taxation of the Trustee's accounts in respect of the Subject Estates with respect to all work performed in respect of such Subject Estates from the initial appointment of Richter or any other party, through to the completion of the administration of such Subject Estates and discharge of EYI as the new Trustee, is hereby assigned and transferred to EYI.
8. **THIS COURT ORDERS AND DIRECTS** that Richter be discharged as Trustee, as the case may be, of the Subject Estates, (i) without prejudice to the rights of the Superintendent of Bankruptcy or other professional body, to commence or pursue any professional conduct matters relating to the Subject Estates, (ii) without Richter being required to certify to the Court that it has observed all of the terms as provided by Rule 61(2) of the BIA; (iii) without Richter being required to



undertake to keep all estate books, records and documents as provided by Rule 68 of the BIA; and (iv) for greater certainty and notwithstanding the specific obligations and provisions of the BIA referenced herein, except as otherwise provided in this Order, Richter shall have no obligations following the effective date of this Order in respect of its capacity as former Trustee of the Subject Estates and no liabilities for events transpiring after the effective date of this Order in respect of the Subject Estates.

9. **THIS COURT ORDERS AND DIRECTS** that EYI is hereby required, in respect of the Subject Estates, to (i) observe all of the terms provided by Rule 61(2) of the BIA, (ii) keep all estate books, records and documents as provided by Rule 68 of the BIA, and (iii) obtain from Richter as the former Trustee all books, estate records, documents including work in progress, billing or time records in support of any claims made for time charges and advances on fees made by the former trustee, and detailed trial balances (electronic or otherwise) from the date of bankruptcy showing all the funds received and disbursed since the date of bankruptcy notwithstanding EYI assuming responsibility for the Subject Estates as at the date of effect of this Order.
10. **THIS COURT ORDERS** that the requirement for notification of the discharge of Richter as Trustee of the Subject Estates, together with other statutory notices, to proven creditors within the Subject Estates, the applicable bankrupts or debtors within the Subject Estates, the Court, the Office of the Superintendent of Bankruptcy and any other person, is hereby waived.
11. **THIS COURT ORDERS** that Richter is hereby authorized to transfer to EYI all funds that remain in its consolidated trust bank accounts and all other trust bank accounts that belong to the Subject Estates, and Richter and EYI are hereby authorized to take all steps and execute any instrument required for such purpose.
12. **THIS COURT ORDERS AND DIRECTS** that in its capacity as substituted Trustee, as the case may be, EYI is hereby authorized to endorse for deposit,

deposit, transfer, sign, accept or otherwise deal with all cheques, bank drafts, money orders, cash or other remittances received in relation to any of the Subject Estates where such cheques, bank drafts, money orders, cash or other remittances are made payable or delivered to Richter, in relation to the same, and any bank, financial institution or other deposit-taking institution with which EYI may deal is hereby authorized to rely on this Order for all purposes of this paragraph.

13. **THIS COURT ORDERS AND DIRECTS** to the extent that Richter has given security in cash or by bond of a guarantee company pursuant to s.16(1) of the BIA (the "Security"), such Security shall be transferred from Richter to EYI and any party holding such Security is hereby directed to take all steps necessary to effect such transfer. Upon transfer, EYI shall assume, and Richter shall be relieved of, all obligations respecting the Security.
  14. **THIS COURT ORDERS AND DIRECTS** that the Registrar of Land Titles, in any Land Title District wherein any registration was previously made by Richter in its capacity as Trustee of a Subject Estate, is hereby authorized and directed to amend any such registration to reflect the substitution of EYI for Richter as Trustee, as the case may be.
-

IN THE MATTER OF THE BANKRUPTCY OF LANDEX CONSTRUCTION INC. AND OTHERS OF THE  
CITY OF TORONTO, IN THE PROVINCE OF ONTARIO

Court File No: 33-1474264

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST  
IN BANKRUPTCY AND INSOLVENCY**

Proceeding commenced at Toronto

**ORDER**

DAVIES WARD PHILLIPS & VINEBERG LLP  
1 First Canadian Place  
Suite 4400  
Toronto, ON M5X 1B1

Natasha MacParland (LSUC #42383G)  
Tel: 416.863.5567  
Fax: 416.863.0871

Lawyer for RSM Richter Inc.