

District of: Ontario
Division No. 31 - Toronto
Court No. CV-19-00623276-00CL
Estate No.

FORM 68
Notice of Bankruptcy, First Meeting of Creditors
(Subsection 102(1) of the Act)

Original Amended

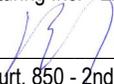
In the matter of the bankruptcy of
National Recycling Inc.
of the City of Edmonton, in the Province of Alberta

Take notice that:

1. A bankruptcy order was made against National Recycling Inc. on the 27th day of August 2020 and the undersigned, Deloitte Restructuring Inc., was appointed as trustee of the estate of the bankrupt by the official receiver (or the Court); subject to affirmation by the creditors of the trustee's appointment or substitution of another trustee by the creditors.
2. The first meeting of creditors of the bankrupt will be held on the 9th day of October 2020 at 10:00 AM through electronic or digital means of communication. Please contact Tyler Adametz at tadametz@deloitte.ca for details.
3. To be entitled to vote at the meeting, a creditor must file with the trustee, before the meeting, a proof of claim and, where necessary, a proxy.
4. Enclosed with this notice are a proof of claim form, proxy form and list of creditors with claims amounting to \$25 or more showing the amounts of their claims.
5. Creditors must prove their claims against the estate of the bankrupt to share in any distribution of the proceeds realized from the estate.

Dated at the City of Calgary in the Province of Alberta, this 21st day of September 2020.

Deloitte Restructuring Inc. - Licensed Insolvency Trustee



700 Bankers Court, 850 - 2nd Street SW
Calgary AB T2P 0R8
Phone: (403) 267-1700 Fax: (403) 718-3681

District of: Ontario
 Division No. 31 - Toronto
 Court No. CV-19-00623276-00CL
 Estate No.

Original Amended

Form 78
 Statement of Affairs (Business Bankruptcy) 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 bankruptcy of
 National Recycling Inc.

To the bankrupt:

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 bankruptcy, on the 27th day of August 2020. 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"	1. Inventory
3,016,923.00	0.00
Balance of secured claims as per list "B"	2. Trade fixtures, etc.
2,643,066.00	0.00
Total unsecured creditors	3. Accounts receivable and other receivables, as per list "E"
5,659,989.00	Good
2. Secured creditors as per list "B"	0.00
0.00	Doubtful
3. Preferred creditors as per list "C"	0.00
0.00	Bad
4. Contingent, trust claims or other liabilities as per list "D"	0.00
0.00	Estimated to produce
estimated to be reclaimable for	0.00
Total liabilities	4. Bills of exchange, promissory note, etc., as per list "F"
5,659,989.00	0.00
Surplus	5. Deposits in financial institutions
NIL	0.00
	6. Cash
	0.00
	7. Livestock
	0.00
	8. Machinery, equipment and plant
	0.00
	9. Real property or immovable as per list "G"
	0.00
	10. Furniture
	0.00
	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"
	0.00
	If bankrupt is a corporation, add:
	Amount of subscribed capital
	0.00
	Amount paid on capital
	0.00
	Balance subscribed and unpaid
	0.00
	Estimated to produce
	0.00
	Total assets
	0.00
	Deficiency
	5,659,989.00

On August 27, 2020, an application was made to the Ontario Superior Court of Justice for an Order authorizing the Receiver to file an assignment in bankruptcy. A Copy of the Order is attached.

District of: Ontario
 Division No. 31- Toronto
 Court No. CV-19-00623276-00CL
 Estate No.

FORM 78 -- Continued

List "A"
 Unsecured Creditors
 National Recycling Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	407 ETR	P.O. Box 407, Station "D" Scarborough ON M1R 5J8	2,449.00	0.00	2,449.00
2	Ace Pallet	C.O. Atley Development Co. Ltd. P.O. Box 141,15207 Stony Plain Rd. Edmonton AB T5P 3Y4	357.00	0.00	357.00
3	ACE Trucking & Mechanical	#1 - 2707 58th Ave SE Calgary AB T2C 0B4	53,545.00	0.00	53,545.00
4	Alberta Mini Storage Inc	12345 - 121 Street Edmonton AB T5L 4Y7	110,782.00	0.00	110,782.00
5	Allstream Business Inc	ATT: Accounts Receivable 200 Wellington St. West Toronto ON M5V 3G2	1,327.00	0.00	1,327.00
6	AM Universal Inc.	201 - 19 Riedel Street Fort McMurray AB T9H 5P8	497,608.00	0.00	497,608.00
7	Arundel Capital Corporation	SUITE 420,5119 ELBOW DRIVE SW Calgary AB T2V1H2	0.00	1.00	1.00
8	ATS Canada	9863 - 283 St. Acheson, AB T7X 6J5	62,895.00	0.00	62,895.00
9	Avetta LLC	(formerly PICS Auditing) Lockbox # T46172C P.O. Box 4617 Stn A Toronto ON M5W 5A4	901.00	0.00	901.00
10	Blueshore Leasing Ltd.	1250 Lonsdale Avenue North Vancouver BC V7M 2H6	0.00	1.00	1.00
11	BMD Expediting	421 Beacon Hill Drive Fort McMurray, AB T9H 2R7	77,941.00	0.00	77,941.00
12	C.H. Robinson Company (CAD)	P.O. Box 57729 Postal Station A Toronto ON M5W 5M5	1,475.00	0.00	1,475.00
13	Calmont Equipment Ltd. (RB)	14610 Yellowhead Trail Edmonton, AB T5L 3C5	231.00	0.00	231.00
14	Campbell Bader LLP	1-2624 Dunwin Drive Mississauga, ON L5L 3T5	18,974.00	0.00	18,974.00
15	Canada Revenue Agency	P.O. Box 3800 STN A Sudbury ON P3A 0C3	0.00	1.00	1.00
16	Canadian Pacific Railway Company	P.O. Box 671 Winnipeg, MB R3C 2K3	16,372.00	0.00	16,372.00
17	CAT Financial Services Limited	3457 Superior Court, Unit 2 Oakville ON L6L 0C4	8,092.00	0.00	8,092.00
18	Caterpillar Financial Services Ltd	3457 Superior Court, Unit 2 Oakville ON L6L 0C4	0.00	1.00	1.00
19	Cintas Canada Limited 827	1110 Flint Rd. Toronto ON M3J 2J5	5,597.00	0.00	5,597.00
20	City of Prince Rupert	424 3rd Ave. West Prince Rupert BC V8J 1L7	5,797.00	0.00	5,797.00
21	City of Thompson	226 Mystery Lake Rd. Thompson MB R8N 1S4	29,108.00	0.00	29,108.00
22	CN Customs Brokerage Services (USA)	55 Devon Road Brampton ON L6T 5B6	676.00	0.00	676.00
23	Colin's Haulage Inc.	2661 Radar Rd Sudbury ON P3P 1T3	122,191.00	0.00	122,191.00

District of: Ontario
 Division No. 31- Toronto
 Court No. CV-19-00623276-00CL
 Estate No.

FORM 78 -- Continued

List "A"
 Unsecured Creditors

National Recycling Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
24	Combined Metal Industries-USD	505 Garyray Drive Toronto ON M9L 1P9	8,252.00	0.00	8,252.00
25	Co-Op	P.O. Box 8 Boyle AB T0A 0M0	89.00	0.00	89.00
26	Crawford Roofing Corp.	87 Bakersfield St. Toronto ON M3J 1Z4	2,260.00	0.00	2,260.00
27	CWB National Leasing Inc.	60 Brookfield court Brampton ON L6Y 4K4	0.00	1.00	1.00
28	D + H Cheques Services Corporation	1736 Orangebrook Court, Unit 23 Pickering ON L1W 3G8	1,044.00	0.00	1,044.00
29	Document Direction Limited	600-4100 Younge Street Toronto ON M2P 2B5	309.00	0.00	309.00
30	Edmonton Railway Contracting Ltd.	PO Box 32060 Millwoods Post Office 2331-66 Street, No. 420 Edmonton AB	7,088.00	0.00	7,088.00
31	EPCOR	P.O. Box 500 Edmonton AB T5J 3Y3	121.00	0.00	121.00
32	ERS	5010 MacDougall Dr. SW P.O Box 43054 Atlanta GA 30336 USA	1,776.00	0.00	1,776.00
33	Express Welding Supplies Inc	31 Strathearn Ave Brampton ON L6T 4P1	49.00	0.00	49.00
34	Faiz Rahman.	1 Prologis Blvd, Suite 104 Milton ON L5W 0G2	930.00	0.00	930.00
35	Farris Vaughan Wills and Murphy LLP	700 West Georgia St. 25th Floor Vancouver BC V7Y 1B3	9,529.00	0.00	9,529.00
36	Fifth Third Bank	PO BOX 5089 EVANSVILLE IN 47716 USA	0.00	1.00	1.00
37	Finning CAT	Division of Finning International Inc. P.O. Box 2405 Edmonton AB T5J 2S1	2,231.00	0.00	2,231.00
38	Ford Credit Canada Leasing	17187, 114 Avenue Edmonton AB T5S 1N5	0.00	1.00	1.00
39	Fort Hills Energy LP	150-6th Avenue S.W. Calgary AB T2P 3E3	292,781.00	0.00	292,781.00
40	GFL Environmental Inc. (RB)	P.O. Box 150 Concord ON L4K 1B2	3,830.00	0.00	3,830.00
41	Green Leaf Fuel Dist. Inc	RR1, Site 3, Box 21 Boyle AB T0A 0M0	33,916.00	0.00	33,916.00
42	Green Leaf Fuel Distributors Inc.	RR1, Site 3, Box 21 Boyle AB T0A 0M0	0.00	1.00	1.00
43	Hapag-Lloyd (Canada) Inc-USD	3400 DeMaisonneuve boul. ouest Suite 1200 Montreal QC H3Z 3E7	54.00	0.00	54.00
44	HSBC Bank Canada	4748 Windfall Road Lunenburg ON K0C 1R0	0.00	1.00	1.00
45	Irfan Rahman (Vendor)	1 Prologis Blvd, Suite 104 Mississauga ON L5W 0G2	1,967.00	0.00	1,967.00
46	JT Garage Doors Inc.	72 Gold Finch Place Woodridge ON L4L 6N4	339.00	0.00	339.00
47	McLennan Ross LLP	12220 Stony Plain Road Edmonton AB T5N 3Y4	14,150.00	0.00	14,150.00

District of: Ontario
 Division No. 31- Toronto
 Court No. CV-19-00623276-00CL
 Estate No.

FORM 78 -- Continued

List "A"
 Unsecured Creditors

National Recycling Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
48	McLeod Law LLP	Centennial Place, West Tower, 2110, 250 - 5th Street SW Calgary AB T2P 0R4	460.00	0.00	460.00
49	Mercado Capital Corporation	SUITE # 1900 13450 102 AVENUE SURREY BC V3T 5Y1	0.00	1.00	1.00
50	Meridian Onecap Credit Corp.	SUITE 1500, 4710 KINGSWAY BURNABY BC V5H 4M2	0.00	1.00	1.00
51	Messer Canada Inc. 15687	PO Box 15687 Station A Toronto ON M5W 1C1	154.00	0.00	154.00
52	Metro East Industries Inc. (USD)	P.O. Box 3220 Fairview Heights IL 62208 USA	10,793.00	0.00	10,793.00
53	New Concept Trading Inc.	4180 Sugarbush Rd., Mississauga ON L5B 2X7	26,512.00	0.00	26,512.00
54	Norfolk Southern Railway (USD)	PNC Bank 1669 Phoenix Pkwy, Suite 210 Atlanta GA 30349	2,623.00	0.00	2,623.00
55	Northland Forest Products Ltd.	P.O. Box 5306 Fort McMurray AB T9H 3G4	452,443.00	0.00	452,443.00
56	Northland Forest Products Ltd. (USD)	P.O. Box 5306 Fort McMurray AB T9H 3G4	2,816.00	0.00	2,816.00
57	On-Track Railway Operations Ltd.	1325 Shawson Drive Mississauga ON L4W 1C4	134,742.00	0.00	134,742.00
58	Pantera Carriers LTD	10743 181 Street NW Edmonton AB T5S1N3	90,000.00	0.00	90,000.00
59	Platinum Rail Division of B.A.F.I.	Division of BartonAir Fabrications Inc. 394 Sherman Avenue N Hamilton ON L8L 6P1	36,220.00	0.00	36,220.00
60	PPSA Registrations	1136 Centre St., Suite 185 Thornhill ON L4J 3M8 L4J 3M8	31.00	0.00	31.00
61	Praxair Canada Inc	P.O. Box 2531 Station M Calgary AB T2P 0S6	524.00	0.00	524.00
62	Purolator Inc.	P.O. Box 4800 Stn Main Concord ON L4K 0K1	400.00	0.00	400.00
63	Q-Line Trucking Ltd.	142 Ramblewood Lane Thornhill ON L4J 6R1	72,688.00	0.00	72,688.00
64	Rogers	P.O. Box 9100 Don Mills ON M3C 3P9	404.00	0.00	404.00
65	Rogers (Internet) RB	Att'n: Rogers Business Solutions P.O. Box 2000 Stn. D. Scarborough ON M1R 5P4	712.00	0.00	712.00
66	Royal Bank of Canada	4TH FLOOR, 36 YORK MILLS ROAD Toronto ON M2P 0A4	0.00	2,643,054.00	2,643,054.00
67	Rupert Cleaners & Laundry Ltd.	340 McBride St. Prince Rupert BC V8J 3G2	132.00	0.00	132.00
68	Shred-It International ULC	P.O. Box 15781 Station A Toronto ON M5W 1C1	296.00	0.00	296.00
69	Staples Advantage	C/O T04446C P.O. Box 4446 STN A Toronto ON M5W 4A2	78.00	0.00	78.00
70	Sunlife Assurance Company of Canada	Sun Life Financial P.O. Box 11010, Station "CV" Montreal QC H3C 4T9	71.00	0.00	71.00

District of: Ontario
 Division No. 31- Toronto
 Court No. CV-19-00623276-00CL
 Estate No.

FORM 78 -- Continued

List "A"
 Unsecured Creditors
 National Recycling Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
71	Tervita Corporation	500,140- 10 Avenue SE Calgary AB T2G 0R1	659,552.00	0.00	659,552.00
72	Thompson Dorfman Sweatman LLP	201 Portage Avenue, Suite 2200 Winnipeg MB R3B 3L3	94,306.00	0.00	94,306.00
73	T-Lane Transportation & Logistics	5111 - 58 Street Athabasca AB T9S 1S6	21,630.00	0.00	21,630.00
74	Traffix Logistics Transportation	1-375 Wheelabrator Way Milton ON L9T 3C1	5,027.00	0.00	5,027.00
75	ULI Canada Inc.	3700 MORGAN AVE. EVANSVILLE IN 47715 USA	0.00	1.00	1.00
76	Waste Connections of Canada Inc.	650 Creditstone Road Concord ON L4K 5C8	932.00	0.00	932.00
77	Wells Fargo Equipment Finance Company	P.O. Box 7446, Station A Toronto ON M5W 3C1	1,161.00	0.00	1,161.00
78	Workers' Compensation Board Alberta	P.O. Box 2323 Edmonton AB T5J 3V3	4,981.00	0.00	4,981.00
79	XPLORNET	300 Lockhart Mill Rd. P.O. Box 9060 Woodstock NB E7M 6B5	202.00	0.00	202.00
Total:			3,016,923.00	2,643,066.00	5,659,989.00

District of: Ontario
 Division No. 31 - Toronto
 Court No. CV-19-00623276-00CL
 Estate No.

FORM 78 -- Continued

List "B"
 Secured Creditors

National Recycling 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
1	Arundel Capital Corporation	SUITE 420,5119 ELBOW DRIVE SW Calgary AB T2V1H2	1.00	Other - Accounts Receivable, automotive, equipment and other assets		0.00		1.00
2	Blueshore Leasing Ltd.	1250 Lonsdale Avenue North Vancouver BC V7M 2H6	1.00	Other - Accounts Receivable, automotive, equipment and other assets		0.00		1.00
3	Canada Revenue Agency	P.O. Box 3800 STN A Sudbury ON P3A 0C3	1.00	Other - Accounts Receivable, automotive, equipment and other assets		0.00		1.00
4	Caterpillar Financial Services Ltd	3457 Superior Court, Unit 2 Oakville ON L6L 0C4	1.00	Other - Accounts Receivable, automotive, equipment and other assets		0.00		1.00
5	CWB National Leasing Inc.	60 Brookfield court Brampton ON L6Y 4K4	1.00	Other - Accounts Receivable, automotive, equipment and other assets		0.00		1.00
6	Fifth Third Bank	PO BOX 5089 EVANSVILLE IN 47716 USA	1.00	Other - Accounts Receivable, automotive, equipment and other assets		0.00		1.00
7	Ford Credit Canada Leasing	17187, 114 Avenue Edmonton AB T5S 1N5	1.00	Other - Accounts Receivable, automotive, equipment and other assets		0.00		1.00
8	Green Leaf Fuel Distributors Inc.	RR1, Site 3, Box 21 Boyle AB T0A 0M0	1.00	Other - Accounts Receivable, automotive, equipment and other assets		0.00		1.00
9	HSBC Bank Canada	4748 Windfall Road Lunenburg ON K0C 1R0	1.00	Other - Accounts Receivable, automotive, equipment and other assets		0.00		1.00
10	Mercado Capital Corporation	SUITE # 1900 13450 102 AVENUE SURREY BC V3T 5Y1	1.00	Other - Accounts Receivable, automotive, equipment and other assets		0.00		1.00
11	Meridian Onecap Credit Corp.	SUITE 1500, 4710 KINGSWAY BURNABY BC V5H 4M2	1.00	Other - Accounts Receivable, automotive, equipment and other assets		0.00		1.00
12	Royal Bank of Canada	4TH FLOOR, 36 YORK MILLS ROAD Toronto ON M2P 0A4	2,643,054.00	Other - Accounts Receivable, automotive, equipment and other assets		0.00		2,643,054.00
13	ULI Canada Inc.	3700 MORGAN AVE. EVANSVILLE IN 47715 USA	1.00	Other - Accounts Receivable, automotive, equipment and other assets		0.00		1.00
Total:			2,643,066.00			0.00	0.00	2,643,066.00

District of: Ontario
Division No. 31- Toronto
Court No. CV-19-00623276-00CL
Estate No.

FORM 78 -- Continued

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

National Recycling 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

District of: Ontario
Division No. 31- Toronto
Court No. CV-19-00623276-00CL
Estate No.

FORM 78 -- Continued

List "D"
Contingent or Other Liabilities

National Recycling 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	

District of: Ontario
 Division No. 31 - Toronto
 Court No. CV-19-00623276-00CL
 Estate No.

FORM 78 -- Continued

List "E"
 Debts Due to the Bankrupt

National Recycling 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
Total:				0.00 0.00 0.00		0.00		

District of: Ontario
Division No. 31 - Toronto
Court No. CV-19-00623276-00CL
Estate No.

FORM 78 -- Continued

List "F"

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

National Recycling 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	

District of: Ontario
Division No. 31 - Toronto
Court No. CV-19-00623276-00CL
Estate No.

FORM 78 -- Continued

List "G"
Real Property or Immovables Owned by Bankrupt

National Recycling Inc.

Description of property	Nature of bankrupt 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

District of: Ontario
 Division No. 31 - Toronto
 Court No. CV-19-00623276-00CL
 Estate No.

FORM 78 -- Concluded

List "H"
 Property

National Recycling 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			0.00	0.00
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	0.00
(g) Furniture			0.00	0.00
(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			0.00	0.00
(m) Other		Accounts Receivable, automotive, equipment and other assets	0.00	0.00
			Total:	0.00

Court No. CV-19-00623276-00CL

Estate No.

In the matter of the bankruptcy of
National Recycling Inc.

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

Deloitte Restructuring Inc. - Licensed Insolvency
Trustee

700 Bankers Court, 850 - 2nd Street SW
Calgary AB T2P 0R8
Phone: (403) 267-1700 Fax: (403) 718-3681

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE
JUSTICE MCEWEN

)
)
)

THURSDAY, THE 27TH
DAY OF AUGUST, 2020

B E T W E E N :

ROYAL BANK OF CANADA

Applicant

- and -

NATIONAL RECYLCING INC., SCRAPORT INC. and 2139483 ALBERTA LTD.

Respondents

IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243(1) OF THE
BANKRTUPCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED; AND
SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED

DISTRIBUTION AND DISCHARGE ORDER

THIS MOTION, made by Deloitte Restructuring Inc. ("**Deloitte**"), in its capacity as the court-appointed receiver and manager (in such capacity, the "**Receiver**"), of the assets, undertakings and properties of National Recycling Inc. ("**NRI**"), Scraport Inc. ("**Scraport**") and 2139483 Alberta Ltd. ("**213**" and together with NRI and Scraport, the "**Companies**"), for an Order:

- (a) abridging the time for service of the Notice of Motion herein, the Notice of Motion and the Second Report of Deloitte, in its capacity as Receiver, dated August 12, 2020 (the

“**Second Report**”) so that this Motion is properly returnable on August 27, 2020, and dispensing with further service thereof;

- (b) approving and authorizing the proposed settlement agreement between the Receiver and MTL Alberta Ltd. (the “**MTL Settlement Agreement**”), and approving the payment of the amount of \$75,000 from funds currently held in MTL Alberta Ltd.’s (“**MTL**”) solicitors trust account (the “**MTL Distribution**”), as set out in the MTL Settlement Agreement;
- (c) approving and authorizing the proposed settlement agreement between the Receiver and Northland Forest Products Ltd. (the “**Northland Settlement Agreement**”), and approving the payment of the amount of \$100,000 from the remaining cash in the receivership estate (the “**Remaining Funds**”) to Northland (the “**Northland Distribution**”), as set out in the Northland Settlement Agreement;
- (d) authorizing the Receiver to make a distribution (the “**RBC Distribution**”) of the Remaining Funds to Royal Bank of Canada (“**RBC**”) following the payment of the Remaining Fees (as defined herein) plus any other amounts outstanding pursuant to the Receiver’s charge, the payment of \$240,000 to RBC pursuant to the Receiver’s borrowings charge (the “**Receiver’s Borrowings**”), the MTL Distribution, the Northland Distribution, and the priority claims as outlined in the Second Report;
- (e) approving and authorizing the transfer and assignment of NRI’s rights to and interest in monies paid into the Supreme Court of British Columbia (the “**NRI Security Funds**”), in proceeding No. PRR-S-S-10445, Prince Rupert Registry, by NRI to secure a lien claim filed by Clearview Demolition Ltd. (“**Clearview**”) against title to various parcels of land

within the City of Prince Rupert, British Columbia, under registration no. CA6045755, to RBC;

- (f) authorizing, but not obligating, the Receiver to file an assignment in bankruptcy for NRI under the *Bankruptcy and Insolvency Act* (Canada) (the “**BIA**”);
- (g) authorizing Deloitte to act as the trustee in bankruptcy for NRI;
- (h) authorizing the Receiver to transfer \$30,000 to Deloitte, in its capacity as the proposed trustee in bankruptcy, to fund the administration of the proposed bankruptcy of NRI;
- (i) approving the Second Report, and the activities of the Receiver as described therein;
- (j) approving the Receiver’s statement of receipts and disbursements dated August 12, 2020 (the “**Final SRD**”);
- (k) approving the fees and disbursements of the Receiver as set out in the affidavit of Jordan Sleeth sworn August 11, 2020, the fees and disbursements of the Receiver’s counsel, Dentons Canada LLP (“**Dentons**”), as set out in the affidavit of Robert Kennedy sworn August 11, 2020 (collectively, the “**Fee Affidavits**”), together with the estimated fees and disbursements to be incurred by the Receiver and Dentons through completion of the remaining activities in connection with these receivership proceedings, as set out in the Second Report (the “**Remaining Fees**”);
- (l) discharging and releasing Deloitte as Receiver of the Companies, upon the Receiver filing with the Court the certificate in the form attached hereto as **Schedule “A”** (the “**Receiver’s Discharge Certificate**”); and

(m) such further and other grounds as counsel may advise and this Honourable Court may permit;

was heard this day at via videoconference before a Judge of the Commercial List.

ON READING the Motion Record of the Receiver dated August 11, 2020 and the Second Report, and on hearing the submissions of counsel for the Receiver, counsel for Northland Forest Products Ltd. and counsel for RBC, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Amanda Campbell sworn August 12, 2020, filed,

SERVICE

1. **THIS COURT ORDERS** that the timing and method of service of the Notice of Motion and Motion Record is hereby abridged and validated and this Motion is properly returnable today.

MTL SETTLEMENT AGREEMENT

2. **THIS COURT ORDERS** that the MTL Settlement Agreement is hereby authorized and approved, and the Receiver is hereby authorized and directed to all steps necessary to facilitate the delivery of the MTL Distribution, as outlined and in accordance with the terms of the MTL Settlement Agreement.

NORTHLAND SETTLEMENT AGREEMENT

3. **THIS COURT ORDERS** that the Northland Settlement Agreement is hereby authorized and approved, and the Receiver is hereby authorized and directed to make the Northland

Distribution, as outlined and in accordance with the terms of the Northland Settlement Agreement.

RBC DISTRIBUTION

4. **THIS COURT ORDERS** that the Receiver is authorized and directed to make the RBC Distribution to RBC in partial satisfaction of the amounts owing by the Companies to RBC, following:

- (a) the payment of the Remaining Fees, plus any other amounts outstanding pursuant to the Receiver's charge;
- (b) the Payment of the Receiver's Borrowings;
- (c) the payment of the MTL Distribution and Northland Distribution; and
- (d) the payment of the priority claims as set out in the Second Report.

ASSIGNMENT OF CLEARVIEW LITIGATION

5. **THIS COURT ORDERS** that, effective upon the filing of the Receiver's Discharge Certificate, NRI's interest in the NRI Security Funds shall be transferred and assigned to RBC, subject to any secured or other claims to the NRI Security Funds by RBC and Clearview, with their respective priorities.

6. **THIS COURT ORDERS** that conduct of the defence of NRI of the action commenced in the Supreme Court of British Columbia by Clearview to enforce its lien under action no. PRR-S-S-10589, Prince Rupert registry (the "**Clearview Lien Action**"), and conduct of NRI's proceedings in the security petition (collectively, the "**Clearview Litigation**"), be transferred to

and assumed by RBC including any obligations or entitlement that may arise in relation to any cost awards in the Clearview Litigation, and for that purpose RBC shall have all the same control, authority and power of NRI to take all such steps necessary to defend the Clearview Lien Action in the name of NRI, or in RBC's name, at RBC's option, subject to the laws of the Province of British Columbia, including without limitation the right to contest the amount of Clearview's claims, the right to dispute the validity of Clearview's claim of lien, the right to dispute Clearview's claims over or priority to the NRI Security Funds, and the right to assert any valid counterclaim, cross-claim, or set-off against Clearview's claims to which NRI is entitled, along with the right to take any steps within the Clearview Litigation to obtain payment of any portion of the NRI Security Funds to which RBC is entitled.

7. **THIS COURT ORDERS** that the Receiver shall take all reasonable and necessary steps in connection with completing the assignment contemplated in paragraphs 5 and 6 of this Order.

RECEIVER'S POWERS

8. **THIS COURT ORDERS** that the Receiver be and is hereby authorized, but not obligated, to file an assignment in bankruptcy under the BIA in respect of NRI.

9. **THIS COURT ORDERS** that Deloitte is authorized to act as trustee in bankruptcy of NRI, in respect of any bankruptcy proceedings.

10. **THIS COURT ORDERS** that the Receiver be and is hereby authorized to transfer \$30,000 to Deloitte, in its capacity as proposed trustee in bankruptcy, to fund the administration of the proposed bankruptcy of NRI.

RECEIVER'S ACTIVITIES

11. **THIS COURT ORDERS** that the Second Report and the activities of the Receiver as set out in the Second Report are hereby approved.
12. **THIS COURT ORDERS** that: (i) the fees and disbursements of the Receiver and Dentons, as set out in the Second Report and the Fee Affidavits are hereby approved, (ii) the Remaining Fees are hereby approved and no further approval of the fees and disbursements of the Receiver or Dentons is required in respect of the Remaining Fees, and (iii) the Receiver is hereby authorized to pay any unpaid fees and disbursements.
13. **THIS COURT ORDERS** that the Final SRD is hereby approved.

DISCHARGE

14. **THIS COURT ORDERS** that, after payment of the amounts herein approved, and upon the Receiver filing the Receiver's Discharge Certificate certifying that it has completed the remaining activities described in the Second Report, Deloitte shall be discharged as Receiver, 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 proceedings, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of Deloitte, in its capacity as Receiver.
15. **THIS COURT ORDERS** that upon filing the Receiver's Discharge Certificate, Deloitte shall be released and discharged from any and all liability that Deloitte now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Deloitte while acting in

its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, Deloitte shall be hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

NORTHLAND MOTION

16. **THIS COURT ORDERS** that the motion filed by Northland in these proceedings and returnable on August 27, 2020 is hereby dismissed, without costs.

A handwritten signature in dark ink, appearing to be "McIntosh", written over a horizontal line.

Schedule "A"
Form of Receiver's Discharge Certificate

Court File No.: CV-19-00623276-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

BETWEEN:

ROYAL BANK OF CANADA

Applicant

- and -

NATIONAL RECYLCING INC., SCRAPORT INC. and 2139483 ALBERTA LTD.

Respondents

IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243(1) OF THE
BANKRTUPCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED; AND
SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED

DISCHARGE CERTIFICATE

RECITALS

A. Pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) (the "Court") dated July 12, 2019, Deloitte Restructuring Inc. ("**Deloitte**") was appointed as receiver (in such capacity, the "**Receiver**"), of the assets, undertakings and properties of National Recycling Inc., Scraport Inc., and 2139483 Alberta Ltd. (collectively, the "**Companies**").

B. Pursuant to an Order of the Court dated August 27, 2020 (the "**Distribution and Discharge Order**"), Deloitte was discharged as Receiver of the Companies, effective upon the filing by the Receiver with the Court of a certificate confirming that all matters to be attended to in connection with the completion of the administration of the receivership proceeding herein have been completed to the satisfaction of the Receiver (the "**Remaining Activities**"), as set out

in the Receiver's Second Report dated August 11, 2020 (the "**Second Report**"), provided however that, notwithstanding its discharge: (a) Deloitte will remain Receiver for the performance of the Remaining Activities, and (b) Deloitte as Receiver will 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 Deloitte, in its capacity as the Receiver.

THE RECEIVER CERTIFIES the following:

1. The Receiver has paid all amounts required to be paid pursuant to the Distribution and Discharge Order; and
2. The Receiver is satisfied that all Remaining Activities have been completed to the satisfaction of the Receiver.

THIS CERTIFICATE was delivered by the Receiver on _____, 2020.

DELOITTE RESTRUCTURING INC., solely in its capacity as the court-appointed receiver of the Companies, and not in its personal capacity or in any other capacity

Per: _____

Name:

Title:

ROYAL BANK OF CANADA

- and -

**NATIONAL RECYLCING INC., SCRAPORT INC. and
2139483 ALBERTA LTD.**

Applicant

Respondents

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

PROCEEDING COMMENCED AT TORONTO

DISTRIBUTION & DISCHARGE ORDER

DENTONS CANADA LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON M5K 0A1

Robert J. Kennedy (LSO # 474070)
Tel: (416) 367-6756
Fax: (416) 863-4592
robert.kennedy@dentons.com

Mark A. Freake (LSO #63656H)
Tel: (416) 863-4456
mark.freake@dentons.com

*Lawyers for Deloitte Restructuring Inc., in its capacity as
Court-appointed Receiver of National Recycling Inc.,
Scraport Inc. and 2139483 Alberta Ltd.*

District of: Ontario
Division No. 31 - Toronto
Court No. CV-19-00623276-00CL
Estate No.

FORM 31 / 36
Proof of Claim / Proxy
In the matter of the bankruptcy of
National Recycling Inc.
of the City of Calgary, in the Province of Alberta

All notices or correspondence regarding this claim must be forwarded to the following address:

In the matter of the bankruptcy of National Recycling Inc. of the of Boyle in the Province of Alberta and the claim of _____, creditor.

I, _____, of the city of _____, a creditor in the above matter, hereby appoint _____, of _____, to be my proxyholder in the above matter, except as to the receipt of dividends, _____ (with or without) power to appoint another proxyholder in his or her place.

I, _____ (name of creditor or representative of the creditor), of the city of _____ in the province of _____ do hereby certify:

1. That I am a creditor of the above named debtor (or I am _____ (position/title) of _____, creditor).
2. That I have knowledge of all the circumstances connected with the claim referred to below.
3. That the debtor was, at the date of bankruptcy, namely the 18th day of September 2020, and still is, indebted to the creditor in the sum of \$ _____, as specified in the statement of account (or affidavit or solemn declaration) attached and marked Schedule "A", after deducting any counterclaims to which the debtor is entitled. (The attached statement of account or affidavit must specify the vouchers or other evidence in support of the claim.)

4. (Check and complete appropriate category.)

A. UNSECURED CLAIM OF \$ _____

(other than as a customer contemplated by Section 262 of the Act)

That in respect of this debt, I do not hold any assets of the debtor as security and
(Check appropriate description.)

Regarding the amount of \$ _____, I claim a right to a priority under section 136 of the Act.

Regarding the amount of \$ _____, I do not claim a right to a priority.
(Set out on an attached sheet details to support priority claim.)

B. CLAIM OF LESSOR FOR DISCLAIMER OF A LEASE \$ _____

That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

C. SECURED CLAIM OF \$ _____

That in respect of this debt, I hold assets of the debtor valued at \$ _____ as security, particulars of which are as follows:
(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)

D. CLAIM BY FARMER, FISHERMAN OR AQUACULTURIST OF \$ _____

That I hereby make a claim under subsection 81.2(1) of the Act for the unpaid amount of \$ _____

(Attach a copy of sales agreement and delivery receipts.)

E. CLAIM BY WAGE EARNER OF \$ _____

That I hereby make a claim under subsection 81.3(8) of the Act in the amount of \$ _____,

That I hereby make a claim under subsection 81.4(8) of the Act in the amount of \$ _____,

F. CLAIM BY EMPLOYEE FOR UNPAID AMOUNT REGARDING PENSION PLAN OF \$ _____

That I hereby make a claim under subsection 81.5 of the Act in the amount of \$ _____,

That I hereby make a claim under subsection 81.6 of the Act in the amount of \$ _____,

G. CLAIM AGAINST DIRECTOR \$_____

(To be completed when a proposal provides for the compromise of claims against directors.)

That I hereby make a claim under subsection 50(13) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

H. CLAIM OF A CUSTOMER OF A BANKRUPT SECURITIES FIRM \$_____

That I hereby make a claim as a customer for net equity as contemplated by section 262 of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

5. That, to the best of my knowledge, I _____ (am/am not) (or the above-named creditor _____ (is/is not)) related to the debtor within the meaning of section 4 of the Act, and _____ (have/has/have not/has not) dealt with the debtor in a non-arm's-length manner.

6. That the following are the payments that I have received from, and the credits that I have allowed to, and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of Section 2 of the Act: (Provide details of payments, credits and transfers at undervalue.)

7. *(Applicable only in the case of the bankruptcy of an individual.)*

Whenever the trustee reviews the financial situation of a bankrupt to redetermine whether or not the bankrupt is required to make payments under section 68 of the Act, I request to be informed, pursuant to paragraph 68(4) of the Act, of the new fixed amount or of the fact that there is no longer surplus income.

I request that a copy of the report filed by the trustee regarding the bankrupt's application for discharge pursuant to subsection 170(1) of the Act be sent to the above address.

Dated at _____, this _____ day of _____, _____.

Witness

Individual Creditor

Witness

Name of Corporate Creditor

Per _____
Name and Title of Signing Officer

Return To:

Phone Number: _____
Fax Number: _____
E-mail Address: _____

Deloitte Restructuring Inc. - Licensed Insolvency Trustee

700 Bankers Court, 850 - 2nd Street SW
Calgary AB T2P 0R8
Phone: (403) 648-3203 Fax: (403) 718-3681
E-mail: tadametz@deloitte.ca

NOTE: If an affidavit is attached, it must have been made before a person qualified to take affidavits.

WARNINGS: A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor.

Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.