



Form 27  
Rule 6.3

COURT FILE NO. 1301-13468

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF CANADIAN IMPERIAL BANK OF COMMERCE

DEFENDANTS CAMERON CONSTRUCTION SERVICES LTD. and  
CAMERON VENTURE GROUP INC.

DOCUMENT APPLICATION

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT  
Gowling Lafleur Henderson LLP  
Suite 1600, 421 7th Avenue S.W.  
Calgary, Alberta T2P 4K9  
Telephone (403) 298-1818  
Facsimile (403) 695-3558  
File No. A133282  
**Attention: Jeffrey Oliver**

**NOTICE TO RESPONDENT:**

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

You have the right to state your side of this matter before the judge.

To do so, you must be in Court when the application is heard as shown below:

Date: April 15, 2014  
Time: 2:00 p.m.  
Where: Calgary Courts Centre

Before Whom: **The Honourable Madam Justice Horner –  
Commercial List**

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

**Remedy claimed or sought:**

Deloitte Restructuring Inc. (the “**Receiver**”), in its capacity as receiver and manager of the current and future assets, undertakings and properties (collectively, the “**Property**”) of Cameron Construction Services Ltd. (“**CCS**”) and Cameron Venture Group Inc. (“**CVG**”) (collectively, the “**Debtors**”) pursuant to the Receivership Order of the Honourable Mr. Justice Stevens dated November 14, 2013 (the “**Receivership Order**”) applies for:

1. An Order substantially in the form attached hereto as Schedule “A”, *inter alia*:
  - (a) permitting an interim distribution of funds to Canadian Imperial Bank of Commerce (“**CIBC**”);
  - (b) approving the Receiver’s statements of receipts and disbursements for CCS and CVG for the period from November 14, 2013 to April 7, 2014; and
  - (c) approving the actions of the Receiver to date.
2. Such further and other relief as counsel for the Receiver may advise.

**Grounds for making this application:**

3. The Receiver was appointed as receiver and manager of the Property pursuant to the Receivership Order.
4. The Receiver has entered into and obtained court approval for agreements of purchase and sale in relation to the vast majority of the Debtors’ assets.
5. Subject to the claims addressed in paragraph 6 below, CIBC’s is the first in priority secured creditor of the Debtors. Independent counsel to the Receiver has issued an opinion confirming the enforceability and validity of CIBC’s security over the Debtors.

6. The only unpaid claims in priority or that may be in priority to CIBC are claims by Human Resources and Skills Development Canada pursuant to the *Wage Earner's Protection Program Act* for no more than \$6,000; and \$25,200 for two alleged liens in relation to lands owned by CVG located in Estevan, Saskatchewan (collectively, the "**Priority Payables**").
7. The Receiver proposes an interim distribution be made to CIBC, from funds generated from the sale of the Debtors' assets, up to the outstanding amount of its indebtedness. As at March 14, 2014, CIBC was owed approximately \$2,900,000, with interest continuing to accrue on that sum at a rate of approximately \$700 per day plus any additional professional fees incurred by CIBC.
8. There are insufficient assets in the estate of CCS to fully satisfy CIBC's indebtedness. The Receiver will therefore utilize the assets of CVG to complete the payout of CIBC.
9. The Receiver will withhold from distribution \$35,000 to satisfy the Priority Payables, and such other funds required to otherwise complete the administration of the estate.
10. Any additional distribution in relation to any proceeds after the payout of CIBC will be the subject of a further application to this Honourable Court.

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

11. Fourth Report of the Receiver, dated April 8, 2014; and
12. Such further and other grounds as counsel for the Receiver may advise.

**Applicable rules:**

13. Rules 1.2, 1.3, and 13.5 of the *Alberta Rules of Court*.
14. Such further and other rules as counsel for the Receiver may advise.

**Applicable Acts and regulations:**

15. The *Bankruptcy and Insolvency Act* (Canada).
16. Such further and other acts and regulations as counsel for the Receiver may advise.

**Any irregularity complained of or objection relied on:**

17. None.

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

18. In person.

**WARNING**

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and time shown at the beginning of this form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

SCHEDULE "A"

Rule 9.1



COURT FILE NUMBER 1301-13468

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF CANADIAN IMPERIAL BANK OF COMMERCE

DEFENDANTS CAMERON CONSTRUCTION SERVICES LTD. and CAMERON VENTURE GROUP INC.

DOCUMENT INTERIM DISTRIBUTION ORDER

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT  
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Facsimile 403-695-3558

File No. A133282  
**Attention: Jeffrey Oliver**

DATE ON WHICH ORDER WAS PRONOUNCED: April 15, 2014

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary Courts Centre

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Madam Justice Horner – Commercial List

**UPON THE APPLICATION** of Deloitte & Touche Inc. in its capacity as the Receiver and Manager (the "**Receiver**") of Cameron Construction Services Ltd and Cameron Venture Group Inc. (collectively, the "**Debtors**"); **UPON HAVING READ** the Reports of the Receiver to the Court, including the Fourth Report of the Receiver (the "**Fourth Report**") dated April 8, 2014, filed; **UPON HAVING READ** the Affidavit(s) proving service; **UPON HEARING** from counsel for the Receiver and such other parties in attendance:

**IT IS HEREBY ORDERED, ADJUDGED AND DECLARED, AS FOLLOWS THAT:**

1. There has been good and sufficient service of the Application and materials in support thereof, this application is properly returnable on April 15, 2014 and any further service of the Application and materials in support or notice of this application upon any other interested party is hereby dispensed with.
2. The Receiver's statement of receipts and disbursements for the period from November 14, 2013 to April 7, 2014 for CCS and CVG, as set out in the Fourth Report, and more particularly Appendices "A" and "B" thereto, is hereby approved.
3. The Court approves of and the Receiver is authorized to make an interim distribution of all funds held by the Receiver and any further amounts that may be collected by the Receiver to Canadian Imperial Bank of Commerce up to the amount of the value of its indebtedness, net of a \$35,000 holdback to satisfy sums payable to those parties described in paragraph 28(a) of the Fourth Report and those amounts required to complete the administration of the estate (the "**Distribution**").
4. The Receiver is hereby further authorized to take any actions and execute any document that may be, in the opinion of the Receiver or its counsel acting reasonably, necessary to effect the Distribution.
5. The actions taken by the Receiver to date, as reported in the Fourth Report, are hereby ratified and approved.

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J.C.C.Q.B.A