

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

BETWEEN:

**MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY,
MASSMUTUAL CORPORATE INVESTORS,
MASSMUTUAL PARTICIPATION INVESTORS,
MASSMUTUAL CORPORATE VALUE PARTNERS LIMITED and
CM EQUITY PARTNERS, L.P.**

Plaintiffs

-and-

EVANS CONSOLES INC.

Defendant

NOTICE OF MOTION

TAKE NOTICE that an application will be made by BDO Dunwoody Limited ("BDO"), Receiver and Manager of Evans Consoles Inc. ("Evans Consoles") before the Honourable B.E.C. Romaine, Justice in Chambers, at the Court House, in the Town of Wetaskiwin, in the Province of Alberta, on Thursday, the 6th day of May, 2004, at the hour of 9:00 o'clock in the forenoon, or so soon thereafter as counsel may be heard for an Order:

1. Abridging time for service, if necessary, of the within application;
2. Deeming service of the within application good and sufficient;
3. Approving the Purchase and Sale Agreement between Evans Consoles and 6215971 Canada Corporation dated April 29, 2004 (the "6215971 Purchase Agreement") and vesting title to the assets in 6215971 Canada Corporation free and clear of all encumbrances, excepting only the permitted encumbrances;
4. Waiving the 20 day notice requirements prescribed in section 60 of the *Personal Property Security Act*, RSA 2000, c. P-7.
5. Giving directions for the service of further motions and proceedings within the Province of Alberta; and
6. Such further and other relief as this Honourable Court deems reasonable and appropriate in the circumstances.

AND FURTHER TAKE NOTICE that in support of the within application will be read the Affidavit of Richard Edwards, sworn April 30, 2004, the Affidavit of Michael Klofas sworn April 23, 2004 and the Affidavit of Robert Hopkins sworn April 23, 2004, all filed herein, and such further and other materials as counsel may advise and this Honourable Court may direct.

AND FURTHER TAKE NOTICE that BDO intends to rely upon the provisions of the Receivership Order of the Honourable B.E.C. Romaine granted April 27, 2004 and the provisions of Part 5 of the *Personal Property Security Act*, RSA 2000, c. P-7.

AND FURTHER TAKE NOTICE that the grounds for the within application are as follows:

1. The Order appointing BDO as Receiver and Manager specifically authorizes BDO to sell the assets of Evans Consoles;
2. BDO, as Receiver and Manager of Evans Consoles, has entered into the 6215971 Purchase Agreement subject to the approval of this Honourable Court;
3. BDO recommends the 6215971 Purchase Agreement for Court approval;
4. BDO is of the opinion that the sales contemplated represent fair and commercially reasonable recovery for the said assets and will benefit the estate and the stakeholders;
5. The 6215971 Purchase Agreement that has been negotiated is consistent with normal industry practice; and
6. The consideration paid under the 6215971 Purchase Agreement is commercially reasonable having regard to the value of the assets purchased thereunder.
7. The 6215971 Purchase Agreement is supported by the priority secured creditor affected by any theoretical increase in the sale price;
8. The 6215971 Purchase Agreement contains provisions that protect the Evans Consoles employees and suppliers and enhance recoveries and minimize interruptions with trade creditors and suppliers.

DATED at the City of Calgary, in the Province of Alberta, this 30th day of April, 2004.

MACLEOD DIXON LLP

Per:

Howard A. Gorman

To: Attached Service Schedule
AND TO: Clerk of the Court

SERVICE LIST

NAME	CONTACT INFORMATION	METHOD OF SERVICE
Amada Canada Ltd. (Goods and Equipment - hydraulic press brake, range control)	Attn Judith Williams 885 Avenue Georges Cros. Granby, Quebec J2J 1E8 Ph: (450) 378-0111 Fax: (450) 378-4903	Fax
Auger, Trent	c/o Ming Fong German Fong Albus 418, 715 - 5 th Avenue SW Calgary, AB T2P 2X6 mjfong@gfal-law.com	Email
Babij, Ehor	7015 Delwood Road NW Edmonton, AB T5C 3A6 (780) 475-8889	Courier
Beaumont, Charles	c/o Ming Fong German Fong Albus 418, 715 - 5 th Avenue SW Calgary, AB T2P 2X6 mjfong@gfal-law.com	Email
Binksm, Eric	240 Sabrina Bay SW Calgary, AB T2W 1Z1 (403) 253-5037	Courier
Burkett, William	101 Laurel Street San Francisco, CA USA (415) 921-6700	Courier
Catta, David	706 Shutter Road Nelson, BC V1L 6M6 (250) 352-7288	Courier
Ciok, Derrick	c/o Gordon Ball Thompson, Ball & Associates Southcentre Executive Tower 534, 11012 MacLeod Trail South Calgary, AB T2J 6A5 thomball@telusplanet.net	Email
Citicorp Vendor Finance Ltd. (Komatsu Forklife EXPIRED)	P.O. Box 37, Station A Mississauga, Ontario L5A 2Y9	Mail

NAME	CONTACT INFORMATION	METHOD OF SERVICE
CM Equity Partners, L.P.	Attn: Bo Hopkins 900 Third Avenue, 33 rd Floor New York, NY 10022-4775 (212) 909-8410 (O) (212) 829-0553 (F)	Fax
CMLS Management LLC	Attn: Bo Hopkins 900 Third Avenue, 33 rd Floor New York, NY 10022-4775 (212) 909-8410 (O) (212) 829-0553 (F)	Fax
Colliers International	1000 Royal Bank Building 335 8 th Avenue SW Calgary, AB T2P 1C9 403 265-9180	Courier
Collins, Brian	35 Wood Valley Rise SW Calgary, AB T2W 5S6 (403) 254-7857	Courier
Compass Group Canada	Jack MacDonald Chief Executive Officer 5560 Explorer Drive Suite 400 Mississauga, Ontario L4W 5M3 Ph: (905) 568-4636 ext. 400 Jack.macdonald@compass-canada.com	Email
Dayhu Investments Ltd.	(Internet Address) First Floor 1777 West 75 th Ave. Vancouver, B.C. V6P 6P2 Ph: (604) 264-1400 Fax: (604) 264-1441 Dayhu@canada.com (Head Office Address) – (Corporate Search) 2500, 10303 Jasper Ave. Edmonton, AB T5J 3R3	Email Courier
Donnelly, Grant	10416 Mapleridge Crescent SE Calgary, AB T2J 1Y7 (403) 271-4437 626 Willowburn Crescent SE Calgary, AB	Courier Courier

NAME	CONTACT INFORMATION	METHOD OF SERVICE
	T2J 1N1	
Edwards, Robert	c/o James Smith Smith Law Office 348 - 14 th Street NW Calgary, AB T2N 1Z7 smithlaw@cadvision.com	Email
Evans 2003 Family Trust	c/o Eric L. Semmens Gowling Lafleur Henderson LLP 1400, 700 - 2 nd Street SW Calgary, AB T2P 4V5 eric.semmens@gowlings.com 4202, 400 Eau Claire Avenue SW Calgary, AB T2P 4X2 (403) 294-1783 (819) 321-5477 (902) 889-9297	Email Courier
Evans Consoles Inc.	Scott Watson Parlee McLaws 3400, 150 - 6 th Ave. SW Calgary, AB T2P 3Y7 Phone: (403) 294-7000 Fax: (403) 265-8263 swatson@parlee.com	Email
Gale, Adrian	#1201, 3240 - 66 Avenue SW Calgary, AB T3E 6M5 83 Oakmount Court SW Calgary, AB T2V 5B8 Now resident in the Bahamas - Calgary contact is: c/o Herve Boucher 147 Malibou Rd SW Calgary, AB T2V 1X5	Courier Courier Courier
Gosling, Geoffrey	32 Collingwood Place NW Calgary, AB T2L 0P9 (403) 220-9536	Courier
Hitchins, Peter	17 Country Village Bay NE Calgary, AB T3K 5Z3 (403) 547-6615	Courier
Hopkins, Robert	Attn: Bo Hopkins	Fax

NAME	CONTACT INFORMATION	METHOD OF SERVICE
	900 Third Avenue, 33 rd Floor New York, NY 10022-4775 (212) 909-8410 (O) (212) 829-0553 (F)	
Laidlaw, Tom	113 Sunhaven Close SE Calgary, AB T2X 2W2 (403) 256-9459	Courier
Liberatore, Jack	1350 Ingraham Street NW Washington, DC 20011	Courier
Loberg, Barrie	51 Shawglen Way SW Calgary, AB T2Y 1Z4 (403) 254-1797	Courier
Ludwig, Charles	85 Tuscarora Place NW Calgary, AB T3L 2G2 (403) 547-4691	Courier
MacKenzie, Willy	75 Templeton Place NE Calgary, AB T1Y 3S1 (403) 285-8651	Courier
Mathews, Michael S.	193 Elm Road Princeton, NJ 08540 (212) 991-9015 (O) (609) 921-7672 (F) mmath@compuserve.com	Fax
Meyer, Michael	172 Cove Road Chestermere, AB T1X 1E5 (403) 293-6989	Courier
Miernik, Zbigniew	Site 25, Box 11, RR7 Calgary, AB T2P 2G7 (403) 860-8844	Mail
Minolta Business Equipment (Canada), Ltd.	1315 73 rd Avenue SE Calgary, AB T2H 2X4 Ph: (403) 253-6485 Fax: (403) 255-5992 Calgary@minolta.ca	Email
Motta, Steve	3603 UMBER Place NW Calgary, AB T2N 4B1 (403) 512-3759	Courier

NAME	CONTACT INFORMATION	METHOD OF SERVICE
	(Possible Phone) (403) 210-2353 (403) 220-9369	
Newpost Leasing (Postage meter and mailer)	150 Steelcase Rd. West Markham, ON L3R 3J9	Courier
Peden, Gerry	133 Valley Meadow Close NW Calgary, AB T3B 5M2 (403) 247-1918 (Possible alternate Contact) Lake Louise, AB (403)522-3660	Courier
Plaintiffs	A. Robert Anderson Blake Cassels & Graydon 3500, 855 - 2 nd Street SW Calgary, AB T2P 4J8 Phone: (403) 260-9600 Fax: (403) 260-9700 robert.anderson@blakes.com	Email
Quilchena Estates Ltd. (promissory note)	(Head Office Address) Suite 1220 Airport Square 1200 West 73 rd Avenue Vancouver, B.C. V6P 6G5 (Attorney's Address) 2700, 10155 - 102 Street Edmonton, Alberta T5J 4G8	Courier Courier
Quinn, Pat	c/o Barry Clapp Barrister and Solicitor 3000 Petro Canada Centre 150 Sixth Avenue SW Calgary, AB T2P 3Y7 bjc01@telusplanet.net	Email
Revenue Canada	Jill Medhurst-Tivadar Justice Canada 510, 606 - 4 th Street SW Calgary, AB T2P 1T1 Phone: (403) 299-3985 Fax: (403) 299-3966 jill.medhurst-tivadar@justice.gc.ca	Email

NAME	CONTACT INFORMATION	METHOD OF SERVICE
Richards, James	Richards Investment Capital 303 Peachtree Street, N.E. Suite 4100 Atlanta, GA 30308 (404) 572-7272 (O) (404) 572-7214 (F) Ph: (404) 572-7200 Fax: (404) 572-7227 jim@richardsco.com	Email
Schrafl, Dr. Anton E.	Dynavest, A.G. Wiesenstrasse 7 CH - 8008 Zurich Switzerland +41 (43) 488 60 00 (O) +41 (43) 488 60 02 (F) anton.schrafl@dynavest.ch	Email
Smith, Greg	Apt 305 777 3 rd Avenue SW Calgary, AB T2P 0G8 (403) 265-6385	Courier
Sopyk, Terry	C/o James Smith Smith Law Office 348 - 14 th Street NW Calgary, AB T2N 1Z7 smithlaw@cadvision.com	Email
Wilson, Richard	c/o Sharon Duffy Bennett Jones LLP 3400 One First Canadian place PO Box 130 Toronto, ON M5X 1A4 duffys@bennettjones.ca 1287 Outlook Terrace Oakville, ON L6H 2B9	Email Courier

Action No. 0401-06628

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**MASSACHUSETTS MUTUAL LIFE
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MASSMUTUAL CORPORATE VALUE
PARTNERS LIMITED and
CM EQUITY PARTNERS, L.P.**

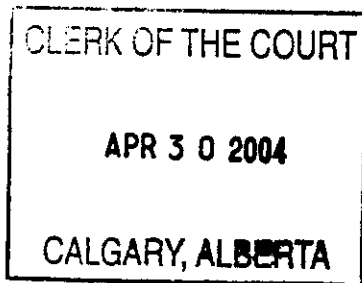
Plaintiffs

-and-

EVANS CONSOLES INC.

Defendant

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MACLEOD DIXON LLP
3700 Canterra Tower
400 Third Avenue SW
Calgary, Alberta T2P 4H2

Howard A. Gorman
howard.gorman@macleoddixon.com

Telephone: (403) 267-8222
Fax: (403) 264-5973

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