

Form 27
[Rules 6.3 and 10.52(1)]



Clerk's stamp:

COURT FILE NUMBER 0703 01641
COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
APPLICANTS IRONMAN & COMPANY INC., ROBERT JOHNSON, ORAN JOHNSON and BETTY JOHNSON
RESPONDENTS GLENN KREGER and GLENCO METALS AND PROCESSING INC.
DOCUMENT APPLICATION BY BDO CANADA LIMITED, in its capacity as Liquidator
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT MILLER THOMSON LLP
Barristers and Solicitors
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Lawyer's Name: Rick T.G. Reeson, Q.C.
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File No.: 72096.5

NOTICE TO RESPONDENT(S)

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

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

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

Date	<u>August 8, 2013</u>
Time	<u>10:00 a.m. (half day)</u>
Where	<u>Law Courts Edmonton</u>
Before Whom	<u>The Honourable Mr. Justice Belzil, Commercial Duty Justice</u>

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

Remedy claimed or sought:

1. An Order:
 - (a) Abridging the time for giving notice of this Application and materials in support thereof, to the time actually given, and validating service of same on the parties;
 - (b) Approving the actions of BDO Canada Limited (the "Liquidator") as reported in the First Report and approving the actions the recommendations of the Second Report, and specifically:
 - (c) Authorizing and empowering the Liquidator to:
 - (i) transfer the funds being held in trust by the Liquidator relating to the Glenco Metals and Processing Inc. ("Glenco") Merchant Account to the liquidation trust account; and
 - (ii) make an assignment in bankruptcy for Glenco pursuant to Section 49(1) of the *Bankruptcy and Insolvency Act*, ("BIA"), and to prepare and file such documents as are required to effect the assignment;
 - (d) Approving the professional fees and disbursements of the Liquidator and its legal counsel to date, and those incurred from the date of the Second Report to the date of discharge of the Liquidator, without the requirement of a formal taxation; and
 - (e) Directing that upon the filing of an assignment in bankruptcy for Glenco, the Liquidator is discharged from its obligations as Liquidator without further order of the Court, substantially in the form of Order attached as Schedule "A" hereto.
2. Such further and other relief as the Honourable Court deems just in the circumstances.

Grounds for making this application:

3. BDO Canada Ltd. ("BDO"), formerly Browning and Crocker Inc., was appointed Liquidator of Glenco under and by virtue of the Order of the Honourable Justice V. Ouellette, heard and filed June 29, 2007 (the "Liquidation Order").
4. Pursuant to Paragraph 3(i) of the Liquidation Order, the Liquidator is authorized and empowered to sell, convey, transfer, lease or assign Glenco's property or any part or parts thereof, out of the ordinary course of business:
 - (a) without court approval, in respect of any transaction not exceeding \$5,000.00 provided that the aggregate consideration for all such transactions does not exceed \$25,000.00; and
 - (b) with Court approval, in respect of any transaction in which the purchase price or the aggregate purchase price exceeds the respective amount in paragraph 2(a) above.
5. By the Order of the Honourable Mr. Justice B. Burrows, heard September 19, 2007 and filed September 20, 2007 (the "Consent Order"), the Court directed, inter alia, that the additional assets, consisting of Glenco's interest in the telephone number, e-mail, name (Glenco Metals and Processing Inc.), associated goodwill and the lease for the premises

(the "Additional Assets") may be disposed of by the Liquidator through private negotiations with the shareholders, and, failing satisfactory negotiations, the Liquidator is at liberty to make further application to the Court for advice and directions in respect of the same.

6. The Liquidator has disposed of the assets of Glenco in accordance with the Liquidation Order and the Consent Order. Based on the recovery from liquidation and estimated creditors' claims and professional fees and disbursements, the Liquidator has calculated an estimated deficit of \$279,000.
7. The Liquidator has provided the following recommendations in its Second Report:
 - (a) The funds being held in the trust account relating to the Glenco Merchant Account be transferred to the liquidation trust account;
 - (b) The professional fees and disbursements reported to date, and the reasonable professional fees and disbursements for the period from the date of the Second Report, to the date of discharge of the Liquidator, be approved by the Honourable Court without need for further taxation;
 - (c) The Liquidator be authorized to make an assignment in bankruptcy for Glenco pursuant to subsection 49(1) of the *BIA*; and
 - (d) The Liquidator receive a discharge from the Liquidation upon the filing of the assignment in bankruptcy on behalf of Glenco.

Material or evidence to be relied on:

8.
 - (a) the First Report of the Liquidator dated September 12, 2007,
 - (a) the Second Report of the Liquidator dated July 26, 2013,
 - (b) the Order of the Honourable Justice V. Ouellette (filed June 29, 2007);
 - (c) the Order of the Honourable Mr. B. Burrows (filed September 20, 2007);
 - (d) the filed affidavit of Craig Fryzuk; and
 - (e) such further and other material as the Liquidator may advise at the application.

Applicable rules:

9. Rules 11.27 and 13.5(2) of the *Alberta Rules of Court*.

Applicable Acts and regulations:

10. Section 222 of the *Business Corporations Act* (Alberta); and section 49 of the *BIA*.

Any irregularity complained of or objection relied on:

11. n/a

How the application is proposed to be heard or considered:

12. Orally

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 at the time shown at the beginning of the 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"

Form 27

[Rules 6.3 and 10.52(1)]

Clerk's stamp:

COURT FILE NUMBER

0703 01641

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

EDMONTON

PLAINTIFFS

IRONMAN & COMPANY INC., ROBERT
JOHNSON, ORAN JOHNSON and BETTY
JOHNSON

DEFENDANTS

GLENN KREGER and GLENCO METALS
AND PROCESSING INC.

DOCUMENT

ORDER

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT

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File No.: 72096.5

DATE ON WHICH ORDER WAS PRONOUNCED: AUGUST 8, 2013

NAME OF JUSTICE WHO MADE THIS ORDER: MR. JUSTICE BELZIL

WHERE THIS ORDER WAS PRONOUNCED: EDMONTON, ALBERTA

UPON the application of BDO Canada Ltd. ("BDO"), in its capacity as Liquidator of Glenco Metals and Processing Inc. ("Glenco"); AND UPON hearing Counsel for the Liquidator; AND UPON reference having been made to the First and Second Reports of the Liquidator, AND UPON reference having been made to the filed affidavit of Craig Fryzuk; AND UPON being satisfied that it is appropriate to do so, IT IS HEREBY ORDERED:

1. That the time for giving notice of this application is abridged to the time actually given and service of this application on the parties is good and sufficient.

2. That the actions taken by the Liquidator, as reported in the First Report and the Second Report, are approved by the Court, as are the recommendations of BDO (the "Liquidator") as set out in the Second Report.
3. The Court authorizes and empowers the Liquidator to:
 - (a) transfer the funds being held in trust by the Liquidator relating to the Glenco Merchant Account to the liquidation trust account; and
 - (b) make an assignment in bankruptcy for Glenco pursuant to Section 49(1) of the *Bankruptcy and Insolvency Act*, ("BIA"), and to prepare and file such documents as are required to effect the assignment.
4. The professional fees and disbursements of the Liquidator and its legal counsel to date, and those incurred from the date of the Second Report to the date of discharge of the Liquidator, are approved by the Court, without the requirement of a formal taxation.
5. Upon the filing of an assignment in bankruptcy for Glenco, the Liquidator is discharged from its obligations as Liquidator without further order of the Court.
6. On the evidence before the Court, the Liquidator has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Liquidator shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or wilful misconduct on the part of the Liquidator, or with leave of the Court. Subject to the foregoing any claims against the Liquidator in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
7. No action or other proceedings shall be commenced against the Liquidator in any way arising from or related to its capacity or conduct as, except with prior leave of this Court on Notice to the Liquidator, and upon such terms as this Court may direct.

Justice of the Court of Queen's Bench of
Alberta