

May 16, 2013

**IN THE MATTER OF THE BANKRUPTCY OF
910234 ALBERTA LTD.
OF THE CITY OF CALGARY
IN THE PROVINCE ALBERTA**

To the Creditors of **910234 Alberta Ltd. (“910” or the “Company”)**

Enclosed are the following documents:

- Notice to Creditors;
- Statement of Affairs (unsworn);
- List of Creditors; and
- Proof of Claim Form

An Order was granted by the Court of Queen’s Bench of Alberta on May 13, 2013 allowing Grant Thornton Limited (the “Receiver”) as the Receiver of 910 to put the Company into bankruptcy. The information on the Statement of Affairs is based on a review of the company records by the Receiver and has not been sworn by a Company officer.

**A First Meeting of Creditors has been scheduled for:
June 4, 2013 at 10:00 am
at Grant Thornton Alger Inc.
in the conference centre on the main floor
833 – 4th Avenue SW
Calgary, AB T2P 3T5**

To be eligible to vote at the meeting, please fill out your proof of claim form and submit it to Kristen Eisen by email at kristen.eisen@ca.gt.com or fax at 403.260.2571 before the date of the meeting.

Should you require further information please refer to our website at:
http://www.grantthornton.ca/services/reorg/bankruptcy_and_insolvency/910234Alberta
or contact Kristen Eisen at 403.296.2993 or kristen.eisen@ca.gt.com.

Yours very truly,
Grant Thornton Alger Inc.



Guy Odhams, CA•CIRP
Senior Vice President



District of: Alberta
Division No. 02-Calgary
Court No. 25-1748092
Estate No. 25-1748092

FORM 67
Notice of Bankruptcy and First Meeting of Creditors
(Subsection 102(1) of the Act)
In the Matter of the Bankruptcy of
910234 ALBERTA LTD.

Take notice that:

1. An order granting the Receiver authority to place 910234 Alberta Ltd. into bankruptcy was made on the 13th day of May, 2013 and on the 14th day of May, 2013, the undersigned, Grant Thornton Alger 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 4th day of June 2013, at 10:00 o'clock AM, at the office of Grant Thornton Alger Inc. in the conference centre on the main floor of the building, at 833 - 4th Avenue SW, Calgary, Alberta.
3. To be entitled to vote at the meeting, a creditor must lodge with the trustee, before the meeting, a proof of claim and, where necessary, a proxy.
4. Enclosed with this notice is a form of proof of claim, a form of proxy, and a list of creditors.
5. Creditors must prove their claims against the estate of the bankrupt in order to share in any distribution of the proceeds realized from the estate.
6. Updates and further information will be available on our website at http://www.granthornton.ca/services/reorg/bankruptcy_and_insolvency/910234Alberta

Dated at the city of Calgary in the Province of Alberta, this 14th day of May 2013.

Grant Thornton Alger Inc. - Trustee

Per:

Guy Odhams, CA•CIRP

District of: Alberta
 Division No. 02 - Calgary
 Court No. 25-094345
 Estate No. 25-094345

☒ 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
 910234 Alberta Ltd.
 of the town of Priddis, in the Province of Alberta

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 14th day of May 2013. 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"	6,905,005.00	1. Inventory	0.00
Balance of secured claims as per list "B"	0.00	2. Trade fixtures, etc.	0.00
Total unsecured creditors	6,905,005.00	3. Accounts receivable and other receivables, as per list "E"	
		Good	0.00
2. Secured creditors as per list "B"	0.00	Doubtful	0.00
3. Preferred creditors as per list "C"	0.00	Bad	0.00
		Estimated to produce	0.00
4. Contingent, trust claims or other liabilities as per list "D"	0.00	4. Bills of exchange, promissory note, etc., as per list "F" . . .	0.00
estimated to be reclaimable for		5. Deposits in financial institutions	1,293,517.40
Total liabilities	6,905,005.00	6. Cash	0.00
Surplus	NIL	7. Livestock	0.00
		8. Machinery, equipment and plant	0.00
		9. Real property or immovable as per list "G"	1,900,000.00
		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	3,193,517.40
		Deficiency	3,711,487.60

I, Randy Calmusky, of the town of Priddis in the Province of Alberta, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of my affairs on the 14th day of May 2013 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED)

before me at the city of Calgary in the Province of Alberta, on this 14th day of May 2013.

UNSIGNED

Kristen Eisen, Commissioner of Oaths
 For the Province of Alberta
 Expires May. 30, 2015

Randy Calmusky

District of: Alberta
Division No. 02 - Calgary
Court No. 25-094345
Estate No. 25-094345

FORM 78 -- Continued

List "A"
Unsecured Creditors

910234 Alberta Ltd.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	1137570 Alberta Ltd. (Dale Jordan)	800, 505-3 Street SW Calgary AB T2P 3E6	1.00	0.00	1.00
2	542021 Alberta Ltd.	David Mattinson 827 Lake Placid Drive SE Calgary AB T2J 4B9	250,000.00	0.00	250,000.00
3	Adec Holdings Inc.	Guy de Champlain 187 St. Moritz Drive SW Calgary AB T3H 0A6	685,000.00	0.00	685,000.00
4	Camrose Insurance Services Ltd.	Mike Kelemen 5704 - 48 Ave Camrose AB T4V 0K1	40,000.00	0.00	40,000.00
5	Chupik, Harry	Harry Chupik 12 West Bluff Bay Calgary AB T3Z 3P2	900,000.00	0.00	900,000.00
6	Donald Newsome	Unknown Unknown AB 12345	1.00	0.00	1.00
7	Eisenberg, Brenda	c/o Gowling Lafleur Henderson LLP, Attn: Jeff Oliver 1400, 700-2 Street SW Calgary AB T2P 4V5	100,000.00	0.00	100,000.00
8	Eisenberg, Jack	c/o Gowling Lafleur Henderson LLP, Attn: Jeff Oliver 1400, 700-2 Street SW Calgary AB T2P 4V5	80,000.00	0.00	80,000.00
9	Eisenberg, Lynn	c/o Gowling Lafleur Henderson LLP, Attn: Jeff Oliver 1400, 700-2 Street SW Calgary AB T2P 4V5	25,000.00	0.00	25,000.00
10	Eisenberg, Stanley	c/o Gowling Lafleur Henderson LLP, Attn: Jeff Oliver 1400, 700-2 Street SW Calgary AB T2P 4V5	80,000.00	0.00	80,000.00
11	Eisenberg's Properties Ltd.	c/o Gowling Lafleur Henderson LLP, Attn: Jeff Oliver 1400, 700-2 Street SW Calgary AB T2P 4V5	700,000.00	0.00	700,000.00
12	Eric & Gail Gould	Box 19, Site 1, RR 9 Calgary AB T2J 5G5	1.00	0.00	1.00
13	Friesen, Don	Don Friesen 143 Pumpmeadow Place SW Calgary AB T2V 5H4	50,000.00	0.00	50,000.00
14	H. James Young Holdings Ltd.	Jim Young 2603, 1100-8 Avenue SW Calgary AB T2P 3T9	75,000.00	0.00	75,000.00
15	Hamilton, Gloria	Doug Hamilton 149 Coopers Park SW Airdrie AB T4B 3L7	100,000.00	0.00	100,000.00
16	Kelemen, Andor	4977 Sunshine Coast Highway Sechelt BC V0N 3A2	155,000.00	0.00	155,000.00
17	Kelemen, Andor and Donna	4977 Sunshine Coast Highway Sechelt BC V0N 3A2	100,000.00	0.00	100,000.00
18	Kelemen, Donna	4977 Sunshine Coast Highway Sechelt BC V0N 3A2	40,000.00	0.00	40,000.00
19	Kelpam Holdings Ltd.	Donna Kelemen 4977 Sunshine Coast Highway Sechelt BC V0N 3A2	85,000.00	0.00	85,000.00

14-May-2013

Date

UNSIGNED

Randy Calmusky

District of: Alberta
Division No. 02 - Calgary
Court No. 25-094345
Estate No. 25-094345

FORM 78 -- Continued

List "A"
Unsecured Creditors

910234 Alberta Ltd.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
20	Kevin Ervin	Unknown Unknown AB 12345	1.00	0.00	1.00
21	Kwasnicki, Bev	Len Kwasnicki 42 Woodmeadow Close SW Calgary AB T2W 4L8	45,000.00	0.00	45,000.00
22	Kwasnicki, Bev and Len	Len Kwasnicki 42 Woodmeadow Close SW Calgary AB T2W 4L8	100,000.00	0.00	100,000.00
23	Kwasnicki, Len	Len Kwasnicki 42 Woodmeadow Close SW Calgary AB T2W 4L8	70,000.00	0.00	70,000.00
24	Lindquist, Sarah	Sarah Lindquist 113 Silverado Ranch Manor Calgary AB T2X 0M6	100,000.00	0.00	100,000.00
25	Mattinson Family Trust	David Mattinson 827 Lake Placid Drive SE Calgary AB T2J 4B9	600,000.00	0.00	600,000.00
26	OK Tire Stores	Len Kwasnicki 42 Woodmeadow Close SW Calgary AB T2W 4L8	75,000.00	0.00	75,000.00
27	Palmer Andrew Kelly & Associates	Rob Palmer 29 Sunset Way SE Calgary AB T2X 3H6	850,000.00	0.00	850,000.00
28	Palmer, Linda and Rob	29 Sunset Way SE Calgary AB T2X 3H6	1,000,000.00	0.00	1,000,000.00
29	Stuber, Rilla	412 Willacy Drive SE Calgary AB T2J 2C4	150,000.00	0.00	150,000.00
30	Stuber, Rilla and Roger	412 Willacy Drive SE Calgary AB T2J 2C4	300,000.00	0.00	300,000.00
31	Stuber, Roger	Roger Stuber 412 Willacy Drive SE Calgary AB T2J 2C4	150,000.00	0.00	150,000.00
32	Sunset Investments Inc.	Unknown Unknown AB 12345	1.00	0.00	1.00
Total:			6,905,005.00	0.00	6,905,005.00

14-May-2013

Date

UNSIGNED

Randy Calmusky

District of: Alberta
Division No. 02 - Calgary
Court No. 25-094345
Estate No. 25-094345

FORM 78 -- Continued

List "B"
Secured Creditors

910234 Alberta Ltd.

No.	Name of creditor	Address	Amount of claim	Particulars of security	When given	Estimated value of security	Estimated surplus from security	Balance of claim unsecured
Total:			0.00			0.00	0.00	0.00

14-May-2013

Date

UNSIGNED

Randy Calmusky

District of: Alberta
Division No. 02 - Calgary
Court No. 25-094345
Estate No. 25-094345

FORM 78 -- Continued

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

910234 Alberta Ltd.

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

14-May-2013

Date

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Randy Calmusky

District of: Alberta
Division No. 02 - Calgary
Court No. 25-094345
Estate No. 25-094345

FORM 78 -- Continued

List "D"
Contingent or Other Liabilities

910234 Alberta Ltd.

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		

14-May-2013

Date

UNSIGNED

Randy Calmusky

District of: Alberta
Division No. 02 - Calgary
Court No. 25-094345
Estate No. 25-094345

FORM 78 -- Continued

List "E"
Debts Due to the Bankrupt

910234 Alberta Ltd.

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	

14-May-2013

Date

UNSIGNED

Randy Calmusky

District of: Alberta
Division No. 02 - Calgary
Court No. 25-094345
Estate No. 25-094345

FORM 78 -- Continued

List "F"

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

910234 Alberta Ltd.

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	

14-May-2013

Date

UNSIGNED

Randy Calmusky

District of: Alberta
Division No. 02 - Calgary
Court No. 25-094345
Estate No. 25-094345

FORM 78 -- Continued

List "G"
Real Property or Immovables Owned by Bankrupt

910234 Alberta Ltd.

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
House - Calgary - 27 Elveden Place SW	Owner	910234 Alberta Ltd.	1,900,000.00		0.00
Total:			1,900,000.00		0.00

14-May-2013

Date

UNSIGNED

Randy Calmusky

District of: Alberta
 Division No. 02 - Calgary
 Court No. 25-094345
 Estate No. 25-094345

FORM 78 -- Concluded

List "H"
 Property

910234 Alberta Ltd.

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	Cash Held in Receiver's Trust Account 900, 833-4 Avenue SW Calgary AB T2P 3T5	12345	1,293,517.40	1,293,517.40
(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			0.00	0.00
			Total:	1,293,517.40

14-May-2013

Date

UNSIGNED

Randy Calmusky

Proof Of Claim In the matter of the bankruptcy of: <u>910234 Alberta Ltd.</u> (Name of Debtor)	and the claim of Creditor Name: _____ Mailing Address: _____ Account #: _____
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I certify:

- I have knowledge of all the circumstances connected with the claim referred to below.
- The debtor was on December 12, 2012, and still is indebted to the above-named creditor for the sum of \$_____, as specified in the statement of account (or affidavit) attached as "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 supporting the claim.)*
- Check and complete appropriate category.
 - ☐ A. Unsecured Claim i) ☐ I do not claim a right to a priority
ii) ☐ I claim a right to a priority under section 136 of the Act in the amount of \$_____.
 - ☐ B. Claim of Lessor for Disclaimer of a Lease - I make a claim under subsection 65.2(4) of the Act, particulars of which are attached. *(Give full particulars of the claim, including the calculations on which the claim is based.)*
 - ☐ C. Secured Claim (mortgages, conditional sales, etc.) That in respect of this debt, I hold assets valued at \$_____ as security. *(Give full particulars of security, the date the security was given and attach copies of registered documents and financing statements.)*
 - ☐ D. Claim by Farmer, Fisherman, and/or Aquaculturist. I make a claim under subsection 81.2(1) of the Act. *(Attach a copy of sales agreement and delivery documents.)*
 - ☐ E. Claim by Wage Earner. i) ☐ I make a claim under subsection 81.3(8) of the Act in the amount of \$_____
ii) ☐ I make a claim under subsection 81.3(8) of the Act in the amount of \$_____
 - ☐ F. Claim by Employee for Unpaid amount regarding Pension Plan
i) ☐ I make a claim under subsection 81.5 of the Act in the amount of \$_____
ii) ☐ I make a claim under subsection 81.6 of the Act in the amount of \$_____
 - ☐ G. Claim against Director - *(To be filed when a proposal provides for the compromise of claims against directors.)* I make a claim under subsection 50(13) of the Act, particulars of which are attached. *(Give full particulars of the claim, including the calculations on which the claim is based.)*
 - ☐ H. Claim of a customer of the bankrupt securities firm – I make a claim as a customer for net equity as contemplated by section 262 of the Act. *(Give full particulars of the claim, including the calculations on which the claim is based.)*
- To the best of my knowledge and belief, the creditor and debtor are not (or are) related within the meaning of section 4 of the Act and have not (or have) dealt in a non-arm's-length manner.
- The following are the payments I received from and the credits I have allowed 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 as defined in section 4 of the Act, within twelve months) immediately before the date of initial bankruptcy event within the meaning of Section 2(1) of the Act. *(Details to be shown on statement attached as "Schedule B").*
- ☐ I request a copy of the Trustee Report on the Bankrupt's Application for Discharge, if required, be sent to the above address.
- Proxy Appointed: Yes ☐ No ☐ (If yes, please complete the proxy)
I, (We) Appoint: _____ (name of individual) as my (our) proxy at the Meeting of Creditors.
- Dated at _____, this _____ day of _____, 20____.

Print name and position of person signing _____

Signature of Witness _____ Signature of Individual Completing this Claim _____

Phone #: _____ Fax #: _____ Email address: _____

Warning: Section 201(1) of the Act prescribes severe penalties for making a false claim, proof or declaration or statement of account. 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. **Note:** If an affidavit or solemn declaration is attached, it must be properly sworn.

Instructions to Creditors Respecting Proof of Claim Form

Claims not completed correctly in every respect will be returned.

- Any creditor who does not prove his claim is not entitled to share in any distribution.
- This checklist is provided to assist you in preparing the accompanying proof of claim form and, where required, proxy form in a complete and accurate manner. Please specifically check each requirement.

General

- **Give the complete address** where any notice or correspondence is to be forwarded.
- Complete the account number for both our use for future reference. Any future distribution will have this number on it.

Point 2

- A **detailed statement of account** must be attached to the proof of claim and must show the date, number and amount of all invoices or charges, together with the date, number and amount of all credits or payments. A statement of account is not complete if it begins with an amount brought forward.
- The amount on the **statement of account** (Schedule A) must correspond to the amount indicted on the proof of claim.

Point 3

- A secured creditor must **attach a copy of the security agreement as registered**, and must give full particulars of the security, including the date the security was given and the value assessed to the security by the creditor.
- Claim by Farmer, Fisherman or Aquaculturist must **attach a copy of sales agreement and delivery documents**.

Point 4

- If you are related by blood or marriage to the debtor, then you should consider yourself to be a related person pursuant to Section 4. If the debtor is a corporation, you would be considered to be related to it if you were a shareholder or if your company was controlled by the same shareholders as the bankrupt corporation. You must also indicate if you have dealt with the debtor in a non-arm's-length transaction.

Point 5

- All claimants must attach a detailed list of all payments or credits received or granted, as follows:
- **Within the three (3) months preceding** the bankruptcy or the proposal, in the case where the claimant and the debtor are not related.
- **Within the twelve (12) months preceding** the bankruptcy or the proposal, in the case where the claimant and the debtor are related.

Point 7

- The *Bankruptcy and Insolvency Act* permits a proof of claim to be made by a duly authorized agent of the creditor but, in order for such a person to vote at the first meeting of creditors they must hold a properly completed proxy.
- A creditor may vote either in person or by proxy.
- A debtor may not be appointed a proxy to vote at any meeting of his creditors.
- The Trustee may be appointed as a proxy for any creditor.
- A corporation may vote by an authorized agent at a meeting of creditors.
- In order for a duly authorized person to have a right to vote, he must himself be a creditor or be the holder of a properly executed proxy. The name of the creditor must appear in the proxy.

Point 8

- This document **must be signed** personally by the individual completing this declaration.
- The signature of a witness is required.
- Completing the phone and fax number and email address is essential, especially if the claim is sent by fax or email.