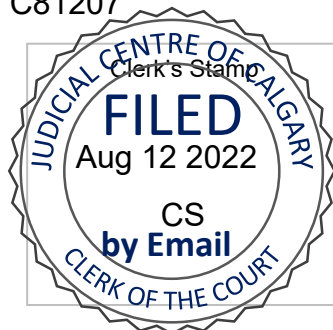


C81207

COURT FILE NUMBER 2201-02948

Entered



COURT Court of Queen's Bench of Alberta

JUDICIAL CENTRE Calgary

PLAINTIFF CROWN CAPITAL PARTNER FUNDING LP, by its manager, CROWN PRIVATE CREDIT PARTNERS INC.

\$50.00 COM Aug 22 2022

DEFENDANTS RBEE AGGREGATE CONSULTING LTD.

DOCUMENT APPLICATION (Second Interim Distribution Order)

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT FOR Fasken Martineau DuMoulin LLP Barristers and Solicitors 3400 First Canadian Centre 350 - 7 Avenue SW Calgary, Alberta T2P 3N9 Attention: Travis Lysak / Mihai Tomos Tel: 403 261 5501 / 403 261 7386 Email: tlysak@fasken.com / mtomos@fasken.com File No.: 301127.00006

NOTICE TO RESPONDENT(S): SEE SERVICE LIST

This application is made against you. You are the 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: August 22, 2022

Time: 3:00 p.m.

Where: Via WebEx - https://albertacourts.webex.com/meet/virtual.courtroom60

Before Whom: The Honourable Justice R.A. Neufeld

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, substantially in the form attached as **Schedule “A”**, ordering, *inter alia*:
 - (a) the approval of the Receiver’s activities and the Receiver’s interim statement of receipts and disbursements, as set forth in the Fourth Report of the Receiver dated August 12, 2022 (the “**Fourth Report**”); and
 - (b) the approval of second interim distributions, as described in the Fourth Report.

Grounds for making this application:

The grounds for making this application are set out more fully in the Fourth Report, but can be summarized as follows:

(A) Background

2. Any capitalized term not defined in the Application shall take the meaning ascribed to it in the Fourth Report.
3. Pursuant to an Order of the Honourable Justice A.D. Grosse granted on March 11, 2022 (the “**Receivership Order**”), FTI Consulting Canada Inc. was appointed receiver of all of the assets, undertakings and properties (the “**Property**”) of RBee Aggregate Consulting Ltd. (the “**Debtor**”).
4. The Receivership Order empowers and authorizes, but does not obligate, the Receiver to, among other things, manage, operate and carry on the business of the Debtor and to take possession and control of the Property of the Debtor and any and all proceeds, receipts and disbursements arising out of or from the Property, and to sell, convey, transfer, lease or assign the Property or any part or parts thereof out of the ordinary course of business.
5. Pursuant to an Order of the Honourable Justice P.R. Jeffrey granted on July 11, 2022, the Receiver was authorized to make distributions to certain creditors of the Debtor.

(B) Receiver's Activities and Accounts

6. The Receiver's actions and activities up to the date of this Application and the interim statement of receipts and disbursements for the period from March 11, 2022 to August 5, 2022, as described in the Fourth Report, are lawful, proper, and consistent with its powers under the Receivership Order.

(C) Second Interim Distributions

7. It is appropriate that the second interim distributions be made to the creditors receiving those payments, as they are entitled to receive those payments in priority to other creditors.

Material or evidence to be relied on:

8. The Fourth Report of the Receiver dated August 12, 2022.
9. Affidavit of Service.
10. The other pleadings and materials filed in this Action and such further and other material as counsel may advise and this Honourable Court may permit.

Applicable rules:

11. Rules 1.3, 1.4, 6.3, and 13.5(2) of the *Rules of Court*.
12. Such further and other rules as counsel may advise and this Honourable Court may permit.

Applicable Acts and Regulations:

13. *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3.
14. *Judicature Act*, R.S.A. c. J-2.

15. Such further and other Acts and Regulations as counsel for the Receiver may advise or this Honourable Court may permit.

Any irregularity complained of or objection relied on:

16. Not applicable.

How the application is proposed to be heard or considered:

17. Before the presiding Honourable Justice R.A. Neufeld on the Commercial List.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicants 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"

Second Interim Distribution Order

COURT FILE
NUMBER

2201-02948

Clerk's Stamp

COURT Court of Queen's Bench of Alberta

JUDICIAL CENTRE Calgary

PLAINTIFF **CROWN CAPITAL PARTNER FUNDING LP, by its
manager, CROWN PRIVATE CREDIT PARTNERS INC.**

DEFENDANTS **RBEE AGGREGATE CONSULTING LTD.**

DOCUMENT **SECOND INTERIM DISTRIBUTION ORDER**

ADDRESS FOR
SERVICE AND
CONTACT **Fasken Martineau DuMoulin LLP**
Barristers and Solicitors
3400 First Canadian Centre
INFORMATION OF
PARTY FILING 350 – 7 Avenue SW
THIS DOCUMENT Calgary, Alberta T2P 3N9

Attention: Travis Lysak / Mihai Tomos

Tel: 403 261 5501 / 403 261 7386

Email: tlysak@fasken.com / mtomos@fasken.com

File No.: 301127.00006

DATE ON WHICH ORDER WAS PRONOUNCED: August 22, 2022

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

JUDGE WHO MADE THIS ORDER: The Honourable Justice R.A.
Neufeld

UPON the application of FTI Consulting Canada Inc. (the "**Receiver**"), in its capacity as the court-appointed receiver of all of Rbee Aggregate Consulting Ltd.'s current and future assets, undertakings, and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof; **AND UPON** reading the Application, the Receiver's Fourth Report dated August 12, 2022 (the "**Fourth Report**"), the Affidavit of Service and other materials filed in the proceedings; **AND UPON** hearing counsel for the Receiver and any other interested parties appearing at the within application, **IT IS ORDERED THAT:**

RECEIVER'S ACTIVITIES

1. The actions, conduct and activities of the Receiver, as described in the Fourth Report, are hereby authorized and approved.

SECOND INTERIM DISTRIBUTIONS

2. The Receiver is hereby authorized and directed to make interim distributions to the following parties and in substantially the following amounts:

- a. Canadian Western Bank – \$2,546,000; and
- b. Crown Capital Partner Funding LP, by its manager, Crown Private Credit Partners Inc. – \$2,000,000.

RECEIPTS AND DISBURSEMENTS

3. The Receiver's receipts and disbursements for the period March 11, 2022 to August 5, 2022, as described in the Fourth Report, are hereby authorized and approved.

GENERAL

4. All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Fourth Report.

5. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given.

SERVICE OF THIS ORDER

6. This Order shall be sufficiently served by serving the same on the service list, in the same manner as the Application was served and by posting a copy of the same on the Receiver's website at: <http://cfcanada.fticonsulting.com/Rbee>.

7. Service of this Order on any other interested person in any other manner than set out above is hereby dispensed with.

Justice of the Court of Queen's Bench of Alberta