

COURT FILE NUMBER **2201-02948**
COURT Court of Queen's Bench of Alberta
JUDICIAL CENTRE Calgary

Clerk's Stamp

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

DEFENDANTS **RBEE AGGREGATE CONSULTING LTD.**

DOCUMENT **APPLICATION RE: AUCTION APPROVAL AND
VESTING ORDER**

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT

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):

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: May 6, 2022

Time: 10:00 a.m.

Where: WebEx <https://albertacourts.webex.com/meet/virtual.courtroom86>

Before Whom: Justice S.D. Hillier

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 ~~Auction~~ Approval and Vesting Order, substantially in the form attached as **Schedule “A”**, ordering, *inter alia* the approval of the Auction Services Agreement between the Receiver and McDougall Auctioneers Ltd. and the approval of the Offer to the Receiver made by A-1 Quality Belting Inc. in respect of ~~the~~their respective Assets; and
2. A Sealing Order in the form attached hereto as **Schedule “B”**, ordering, *inter alia*, the sealing of Confidential Supplemental Report dated April 29, 2022 (the “**Confidential Supplemental**”) to the First Report of the Receiver dated April 29, 2022 (collectively, the “**First Report**”) and the sealing of Confidential Supplemental Report dated May 3, 2022 (collectively, the “**Second Confidential Supplemental**”) to the Second Report of the Receiver dated April 29, 2022 (the “**Second Report**”).

Grounds for making this application:

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

(A) Background

3. Any capitalized term not defined in the Application shall take the meaning ascribed to it in the First Report.
4. Effective March 11, 2022, pursuant to an order of the Honourable Justice A.D. Grosse granted in these proceedings (the “**Receivership Order**”), FTI Consulting Canada Inc. was appointed receiver (the “**Receiver**”), without security, of all of the current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situated including all proceeds thereof (the “**Property**”) of Rbee Aggregate Consulting Ltd. (the “**Debtor**”) in the within action (the “**Receivership Proceedings**”).
5. 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.

(B) Receiver's Activities

6. The Receiver's actions and activities up to the date of this Application, as described in the First Report are lawful, proper, and consistent with its powers under the Receivership Order.

(C) Auction Services Agreement and A-1 Offer

7. The Receiver believes that the ~~transaction~~transactions contemplated in the Auction Services Agreement ~~is~~and the A-1 Offer are the best and highest ~~offer~~offers available and will garner the greatest recovery to the creditors in the Receivership Proceedings.

(D) Approval of Sale and Vesting of Assets

8. The Receiver believes it is appropriate for the Court to approve the Auction Services Agreement and A-1 Offer and grant an order vesting the Assets in the ~~Purchaser~~Auction Purchasers and A-1 free and clear of all claims, liens and encumbrances.

(E) Sealing Order

9. The Receiver is concerned that if the confidential information respecting the Auction Services Agreement and the Offer is disclosed to third parties prior to the closing of the sale of the Assets, the disclosure could materially jeopardize the sale or, if the sale does not close, could materially jeopardize any subsequent sales process or the value that the Receiver could obtain from the sale of the Assets in a subsequent process. As such, the Receiver is respectfully of the view that it is appropriate that this Honourable Court grant the Receiver's request for a sealing of the Confidential Supplemental and the Second Confidential Supplemental.

Material or evidence to be relied on:

10. The First Report ~~of~~and the ~~Receiver dated April 29, 2022~~Second Report.
11. Affidavit of Service.

12. 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:

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

Applicable Acts and Regulations:

15. *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3.
16. *Judicature Act*, R.S.A. c. J-2.
17. 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:

18. Not applicable.

How the application is proposed to be heard or considered:

19. Via WebEx before the presiding Justice S.D. Hillier 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"

~~AUCTION~~-APPROVAL AND VESTING ORDER

SCHEDULE "B"
SEALING ORDER

Document comparison by Workshare Compare on May-03-22 1:25:18 PM

Input:	
Document 1 ID	file:///C:/Fasken/watsonj/OneDrive - FASKEN MARTINEAU DUMOULIN LLP/Desktop/Application for Auction Approval and Vesting Order (Rbee) - v3.DOCX
Description	Application for Auction Approval and Vesting Order (Rbee) - v3
Document 2 ID	file:///C:/Fasken/watsonj/OneDrive - FASKEN MARTINEAU DUMOULIN LLP/Desktop/Application for Auction Approval and Vesting Order (Rbee) - v4.DOCX
Description	Application for Auction Approval and Vesting Order (Rbee) - v4
Rendering set	Standard

Legend:	
<u>Insertion</u>	
Deletion	
Moved from	
<u>Moved to</u>	
Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	19
Deletions	11
Moved from	1
Moved to	1
Style changes	0
Format changes	0

Total changes	32
---------------	----