

COM Dec 14, 2023

COURT FILE NUMBER **2301-03129**

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF ROYAL BANK OF CANADA

DEFENDANTS RAMBRIDGE STRUCTURE & DESIGN LTD.,
BRENT ANDREW PARKER and CHRISTIANA
MAY PARKER

APPLICANT BDO CANADA LIMITED, in its capacity as Court-
appointed receiver and manager of RAMBRIDGE
STRUCTURE & DESIGN LTD.

DOCUMENT **APPLICATION BY RECEIVER
FOR FINAL DISCHARGE AND
RELATED RELIEF**

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION
OF PARTY FILING
THIS DOCUMENT Jack R. Maslen / Tiffany E. Bennett
Borden Ladner Gervais LLP
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File No. 440777.13

Clerk's Stamp

NB
C120207

NOTICE TO: THE SERVICE LIST ATTACHED AS SCHEDULE "A"

This application is made against you. You are a 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: **December 14, 2023**

TIME: **2:00 p.m.**

WHERE: **Calgary Courts Centre (via WebEx Video Conference)**

BEFORE WHOM: **The Honourable Justice P. R. Jeffrey**

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. The Applicant, BDO Canada Limited (“**BDO**”), in its capacity as the Court-appointed receiver and manager (the “**Receiver**”) of all the assets, undertakings and property of Rambridge Structure & Design Ltd. (“**Rambridge**”), and of the real property municipally described as Unit 605, 326 Mara Lake, Sicamous, British Columbia (the “**Mara Lake Property**”), which was formerly owned by Brent Parker and Christiana Parker (collectively, the “**Parkers**”), seeks an Order substantially in the form attached hereto as **Schedule “B”**, for, *inter alia*, the following relief:
 - (a) declaring service of this notice of this Application (and all supporting materials) to be good and sufficient and, if necessary, abridging the time for notice of this Application to the time actually given;
 - (b) approving the Receiver’s actions, conduct and activities in these proceedings, as more particularly set forth in the Third Report of the Receiver dated December 4, 2023 (the “**Third Report**”);
 - (c) approving and ratifying the fees and disbursements of the Receiver and its legal counsel from September 1, 2023 to November 30, 2023, and September 6, 2023 to November 30, 2023, respectively, as more particularly set forth in the Third Report, including the Estimated Final Fees (as hereinafter defined) in connection with the completion of these receivership proceedings, without the necessity of a formal passing of accounts;
 - (d) approving the Receiver’s final receipts and disbursements as described and appended to the Third Report;
 - (e) approving and authorizing the distribution of the net proceeds received from the realization of assets in these proceedings, as more particularly set forth in the Third Report;
 - (f) authorizing the Receiver, if deemed prudent, to destroy the Debtor’s pre-receivership books and records 30 days following the date of posting the Order hereof to the website maintained by the Receiver in these proceedings; and
 - (g) discharging BDO in its capacity as Receiver upon the Receiver filing a certificate of completion confirming the completion of the Concluding Activities (as herein after defined), and releasing the Receiver from any and all liability arising in its capacity as

Receiver, save and except for any gross negligence or wilful misconduct on the part of the Receiver.

2. Such further and other relief as counsel may request and this Honourable Court may deem just and appropriate.

GROUNDS FOR MAKING THIS APPLICATION:

A. Background

3. Rambridge was a manufacturer and wholesale distributor of indoor/outdoor garden and greenhouse goods, with a focus on supplying full-scale lighting inventory to commercial greenhouses, cannabis companies, and/or other independent retailers. Shortly prior to the commencement of these receivership proceedings, Rambridge also began exploring business opportunities in vertical farming.
4. Rambridge's primary secured lender is RBC. The Receiver understands that certain loans between RBC and Rambridge are guaranteed by Brent Parker, and by Brent Parker and Christina Parker jointly and severally.
5. Rambridge defaulted on its obligations under its loan and security agreements with RBC. As a result, on or about January 31, 2023, RBC issued demands to Rambridge. Rambridge failed to comply with the demands. As of March 3, 2023, Rambridge was indebted to RBC in the amount of approximately \$3,028,772.
6. On March 17, 2023 (the "**Receivership Date**"), RBC applied to this Honourable Court for the appointment of BDO as receiver and manager of all the assets, undertakings and property of Rambridge, as well as the Mara Lake Property owned by the Parkers. This Honourable Court granted the receivership order sought (the "**Receivership Order**").
7. As at the Receivership Date, Rambridge's principal assets comprised of inventory, including such things as hydroponic lighting products, humidifiers/fans and environmental greenhouse controls, plant nutrients, additives and fertilizers, and other miscellaneous indoor and outdoor garden products. The majority of the inventory was located at a space leased by Rambridge in Southeast Calgary (the "**Calgary Premises**").

B. The Sale Process, the Auction Agreement and the Quality PSA

8. As is more fully set out in the Receiver's First Report dated May 17, 2023 (the "**First Report**"), on or about April 4, 2023, the Receiver commenced a sales process (the "**Sales Process**") in respect of Rambridge's property at the Calgary Premises.
9. As a result of the Sales Process:
 - (a) the Receiver and 2080348 Alberta Ltd o/a North American Auctions (the "**Auctioneer**") entered into an auction and liquidation services agreement (the "**Auction Agreement**") for the auction sale of most of Rambridge's inventory and equipment located at the Calgary Premises (the "**Auction**"); and
 - (b) the Receiver and Quality Wholesale Ltd. ("**Quality**") entered into a purchase and sale agreement (the "**Quality PSA**") for the sale of certain Rambridge trademarks, proprietary recipes and related assets.
10. On May 26, 2023, this Court granted Orders ratifying and approving the transactions contemplated under the Auction Agreement and the Quality PSA.
11. Subsequently, the Receiver worked with the Auctioneer to conduct and complete the Auction, which was completed on or about July 31, 2023. Likewise, the Receiver successfully closed the sale transaction with Quality on or about June 23, 2023.
12. In connection with these transactions, the Receiver received net proceeds of \$924,779 from the Auction Agreement, and net proceed of \$108,000 from the Quality PSA, as set out in the Third Report.

C. Sale of the Mara Lake Property

13. As of the Receivership Date, RBC had registered two mortgages in respect of the Mara Lake Property, as follows:
 - (a) RBC registered a first priority mortgage in respect of the financing it provided the Parkers for the purchase of the Mara Lake Property, the same further constitutes as security for a line of credit facility in favour of the Parkers for the maximum principal amount of \$620,000 (the "**RBC First Mortgage**"); and

- (b) RBC registered a second priority mortgage in the maximum principal amount of \$500,000, which was pledged as additional and collateral security in respect of guarantees by the Parkers of Rambridge's indebtedness to RBC (the "**RBC Second Mortgage**").
14. As is more particularly set out in the Second Report, following its appointment, the Receiver undertook efforts to realize upon and sell the Mara Lake Property.
15. Accordingly, on or about June 30, 2023, the Receiver engaged RE/MAX Vernon (the "**Listing Agent**") to assist with the marketing and sale of the Lands. The Lands were listed for sale, by the Listing Agent, commencing on July 1, 2023. Shortly thereafter, several offers were received.
16. On September 18, 2023, this Court granted an order (the "**Mara Lake SAVO**") ratifying and approving the sale transaction contemplated by a contract of purchase and sale between the Receiver and a third-party purchaser in respect of the Mara Lake Property (the "**Sale Transaction**").
17. In addition, the Mara Lake SAVO provided for the partial distribution of the net proceeds from the Sale Transaction to RBC in satisfaction of the RBC First Mortgage.
18. The Mara Lake SAVO was subsequently certified by the Supreme Court of British Columbia on September 20, 2023, and the Sale Transaction closed on October 11, 2023.
19. As further particularized in the Third Report, the Receiver received gross proceeds of \$836,000 in connection with the Sale Transaction, of which the approximate sum of \$405,939 was distributed to RBC to satisfy the RBC First Mortgage.

D. Approval of Receiver's Activities, Receipts and Disbursements, and Professional Fees

20. The Receiver's activities, as detailed in the Third Report, have been carried out fairly, efficiently and in a commercially reasonable manner, and therefore should be approved.
21. Similarly, the receipts and disbursements of the Receiver, as described and appended to the Third Report, are commensurate with the work performed, commercially fair and reasonable, and therefore should be approved.
22. Finally, the professional fees and disbursements of the Receiver and its legal counsel, for the respective period of September 1, 2023 to November 30, 2023, and the period of September 6, 2023

to November 30, 2023, inclusive of the estimated final professional fees and costs to complete all remaining steps in the total amounts of \$10,000 (plus GST) and \$15,000 (plus GST), respectively (the “**Estimated Final Fees**”), are fair and reasonable in the circumstances, and commensurate with the work performed to date, and therefore should be approved.

E. Proposed Distribution of the Proceeds from Realizations

(a) Proposed Distribution

23. As more particularly described in the Third Report, the Receiver seeks this Court’s authorization to distribute the total net proceeds from the Auction, the Quality PSA and the Sale Transaction (after having paid all final costs arising from the administration of these proceedings), being the amount of \$1,034,130 (collectively, the “**Proposed Distribution**”), as follows:
- (a) \$4,926 to the Canadian Revenue Agency (“**CRA**”), in respect of unpaid pre-receivership GST owed by Rambridge;
 - (b) \$1,750 to Revenue Quebec, or such other amount as confirmed by Revenue Quebec, in respect of unpaid Quebec Sales Tax (“**QST**”) relating to the final pre-receivership QST return;
 - (c) \$22,000 to Service Canada, in respect of super-priority wages paid to employees under the *Wage Earner Protection Program Act*, SC 2005, c 47, s 1 and secured pursuant to section 81.4 of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3;
 - (d) \$9,775 (plus, any additional interest to the date of distribution) to Meridian OneCap Credit Corp. (“**Meridian**”), in respect of its purchase-money security interest claim against a forklift sold by the Receiver; and
 - (e) the balance of the net proceeds, presently in the approximate amount of \$995,679, to the Royal Bank of Canada (“**RBC**”), together with further amounts that may be received by the Receiver, up to the amount of RBC’s position as senior secured creditor of Rambridge.
24. In connection with the proposed distribution to Revenue Quebec, the Receiver has made several attempts to confirm the amount due and has yet to receive a formal response from Revenue Quebec. However, the Receiver was advised over a phone call that no amounts were owing.

25. In connection with the proposed distribution to Meridian, the Receiver's legal counsel has conducted an independent review of Meridian's security and advised the Receiver that Meridian appears to have a validly perfected purchase money security interest in the forklift sold by the Receiver in these proceedings and, as such, is subject to a super-priority payout.
26. Finally, as indicated above, RBC is the senior secured creditor of Rambridge; the Receiver's legal counsel has conducted an independent review of RBC's security and confirmed its validity and enforceability in respect of Rambridge's personal property. Additionally, RBC has funded the within proceedings through Receiver's Certificates. The proposed distribution to RBC will mitigate the losses to RBC as fulcrum creditor.
27. To the extent that any residual receivables of Rambridge may be collected following the discharge of the Receiver as contemplated herein, the Receiver seeks to assign the same to RBC.

(b) Purported Priority Claim Previously Asserted by DLI

28. As further described in the First Report and the Second Report, Dutch Lighting Innovations ("**DLI**"), an unpaid inventory supplier of Rambridge, previously sought an adjournment of the Receiver's May 26th hearing for, *inter alia*, the approval of the Auction Agreement.
29. The basis for DLI's adjournment request was to provide evidence or materials in support of a purported priority or property claim over inventory that was supplied by DLI to Rambridge, for which was unpaid by Rambridge. DLI did not and has not registered its purported priority claim with the Alberta Personal Property Registry.
30. Although the Court declined DLI's adjournment request, the Court directed that a provision be included in the Order approving the Auction Agreement providing that net auction sale proceeds arising from unpaid inventory supplied by DLI be held in trust pending further Order of this Court.
31. The Receiver has determined the total net proceeds of unpaid DLI inventory realized pursuant to the Auction Agreement was \$86,969.
32. Based upon the information previously supplied by DLI to the Receiver, DLI's claim to the referenced proceeds constitutes an unsecured claim. Even if DLI's claim constitutes a secured claim, it is in any event unperfected and subordinate to RBC's security. Accordingly, the Receiver intends to include the proceeds realized from the sale of the unpaid DLI inventory as part of the net proceeds paid out pursuant to the Proposed Distribution.

F. Discharge of the Receiver

33. The Receiver has substantively completed its mandate and all material receivership activities in respect of Rambridge, except for:
- (a) carrying out the Proposed Distribution (if approved by this Honourable Court); and
 - (b) destroying Rambridge's pre-filing books and records after 30 days of posting the within Order to the website maintained by the Receiver for these proceedings, if necessary or prudent, in order to mitigate ongoing expenses and costs
- (collectively, the "**Concluding Activities**").
34. Accordingly, it is just and appropriate for this Honourable Court to grant BDO's discharge as Receiver in these proceedings, upon the Receiver completing the Concluding Activities and filing a certificate with the Court confirming the same.
35. More specifically, the Receiver is seeking its discharge, conditional upon the completion of the Concluding Activities, rather than proposing to make a further Court application for discharge in order to mitigate professional expenses and maximize recovery to RBC, as senior secured lender.
36. Such further or other grounds as counsel may advise and this Honorable Court may permit.

MATERIAL OR EVIDENCE TO BE RELIED ON:

37. The First Report of the Receiver, dated May 17, 2023.
38. The Second Report of the Receiver, September 11, 2023.
39. The Third Report of the Receiver, dated December 4, 2023.
40. The pleadings, affidavits, reports, briefs and other materials previously filed in these proceedings.
41. Such further and other materials or evidence as counsel may advise and this Honourable Court may permit.

APPLICABLE RULES:

42. *Alberta Rules of Court*, AR 124/2010.

43. *Bankruptcy and Insolvency General Rules*, CRC, c 368.

APPLICABLE ACTS AND REGULATIONS:

44. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended.

45. *Judicature Act*, RSA 2000, c J-2.

46. *Personal Property Security Act*, RSA 2000, c P-7.

47. *Wage Earner Protection Program Act*, SC 2005, c 47, s 1.

48. Such further and other acts and regulations as counsel may advise and this Honourable Court may permit.

ANY IRREGULARITY COMPLAINED OF OR OBJECTION RELIED ON:

49. None.

HOW THE APPLICATION IS PROPOSED TO BE HEARD OR CONSIDERED:

50. Before the Honourable Justice P. R. Jeffrey, via WebEx video conference, with some or all of the parties present.

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 give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the Applicant(s) a reasonable time before the application is to be heard or considered.

SCHEDULE "A"

SERVICE LIST

(see attached)

COURT FILE NUMBER 2301-03129
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF ROYAL BANK OF CANADA
DEFENDANTS RAMBRIDGE STRUCTURE & DESIGN INC., BRENT ANDREW PARKER
and CHRISTIANA MAY PARKER
DOCUMENT **SERVICE LIST**

SERVICE RECIPIENT	RECIPIENT STATUS	DELIVERED BY
<p>Borden Ladner Gervais LLP Centennial Place, East Tower 1900, 520 – 3 Avenue SW Calgary, AB T2P 0R3</p> <p>Attention: Jack R. Maslen Email: jmaslen@blg.com</p> <p>Attention: Tiffany E. Bennett Email: tibennett@blg.com</p>	<p>Counsel for BDO Canada Limited, as receiver and manager of Rambridge Structure & Design Ltd.</p>	<p>Email</p>
<p>BDO Canada Limited 110, 5800 – 2nd Street SW Calgary, AB T2H 0H2</p> <p>Attention: Kevin Meyler Email: kmeyler@bdo.ca</p> <p>Attention: Breanne Scott Email: brscott@bdo.ca</p>	<p>Receiver and Manager of Rambridge Structure & Design Ltd.</p>	<p>Email</p>

SERVICE RECIPIENT	RECIPIENT STATUS	DELIVERED BY
<p>Cassels Brock & Blackwell LLP Suite 3810, Bankers Hall West 888 3 Street SW Calgary, AB T2P 5C5</p> <p>Attention: Jeffrey Oliver Email: JOliver@cassels.com</p> <p>Attention: Danielle Marechal Email: DMarechal@cassels.com</p> <p>Attention: Natalie Thompson Email: nthompson@cassels.com</p>	<p>Counsel to Royal Bank of Canada</p>	<p>Email</p>
<p>Royal Bank of Canada 5th Floor, 335 8th Avenue SW Calgary, AB T2P 1C9</p> <p>Attention: Alice P. Chan Email: alice.p.chan@rbc.com</p>	<p>Plaintiff, Royal Bank of Canada</p>	<p>Email</p>
<p>Van der lee Law 1333 8th Street SW Calgary, AB T2R 1M6</p> <p>Attention: Sean van der Lee Email: sean@vanderleelaw.ca</p>	<p>Counsel to the Defendant – Rambridge Structure & Design Ltd.</p>	<p>Email</p>
<p>Brent Andrew Parker 8, 8009 57 Street SE Calgary, AB T2C 5K7</p> <p>104 Mount Cascade Close SE Calgary, AB T2K 2K5</p> <p>603, 236 Mara Lake Sicamous Lake, BC V0E 2V1</p> <p>Email: forbrentp@hotmail.com</p>	<p>Defendant</p>	<p>Email</p>

SERVICE RECIPIENT	RECIPIENT STATUS	DELIVERED BY
<p>Christiana May Parker 104 Mount Cascade Close SE Calgary, AB T2Z 2K5</p> <p>603, 236 Mara Lake Sicamous Lake, BC V0E 2V1</p> <p>Email: forchriskparker@hotmail.com</p>	Defendant	Email
<p>Canada Revenue Agency 220 – 4 Avenue SE Calgary, AB T2G 0L1</p> <p>Fax: 403-264-5843</p>		Courier
<p>Canada Revenue Agency c/o Surrey National Verification and Collection Centre 9755 King George Blvd Surrey, BC V3T 5E1</p> <p>Fax: 1-866-219-0311</p>		Courier
<p>Department of Justice Canada Prairie Regional Office – Edmonton 300 Epcor Tower 10423 – 101 Street NW Edmonton, AB T5H 0E7</p> <p>Email: agc_pgc_alberta@justice.gc.ca</p>	Potential Counsel to Canada Revenue Agency	Email
<p>Revenue Quebec 3800, rue de Marly Quebec, Quebec G1X 4A5</p> <p>Email: insolvabilite@revenuquebec.ca</p>		Email
<p>Xerox Canada Ltd. 20 York Mills Road, Suite 500 Box 700 Toronto, ON M2P 2C2</p> <p>Email: cancreditdept@xerox.com</p>	PPR Registrant (Rambridge)	Email

SERVICE RECIPIENT	RECIPIENT STATUS	DELIVERED BY
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<p>Tricor Lease & Finance Corp. PO Box 397 Burlington, ON L7R 3Y3</p> <p>Email: absecparties@avssystems.ca</p>	PPR Registrant (Rambridge)	Email
<p>Advantage Ford Sales Ltd. 12800 Macleod Trail SE Calgary, AB T2J 7E5</p> <p>Email: absecparties@avssystems.ca</p>	PPR Registrant (Rambridge)	Email
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<p>Netled Ltd. Annanmaankuja 2 A 2 FI-33960 Pirkkala Finland</p> <p>Attention: Niko Kurumaa Email: niko.kurumaa@netled.fi</p>		Email

SERVICE RECIPIENT	RECIPIENT STATUS	DELIVERED BY
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<p>The Canada Life Assurance Company and The Canada Life Insurance Company of Canada c/o GWL Realty Advisors Inc. Suite 1900, 530 – 8th Avenue SW Calgary, AB T2P 3S8</p> <p>Email: Christine.Bullock@gwla.com</p> <p>Email: Stephen.burnie@gwla.com</p>	<p>Alberta Landlord</p>	<p>Email</p>
<p>RPMG Holdings Ltd. c/o Onni Group of Companies #200 – 1010 Seymour Street Vancouver, BC V6B 3M6</p> <p>Attention: Gianni Laudisio Email: glaudisio@onni.com</p> <p>Attention: Calvin Pazdirek Email: cpazdirek@onni.com</p>	<p>BC Landlord</p>	<p>Email</p>
<p>Alberta Justice Alberta Finance & Treasury Legal Team Legal Services Division 2nd Floor, Peace Hills Trust 10011 – 109 Street Edmonton, AB T5J 3S8</p> <p>Email: GOA.CSTInsolvency@gov.ab.ca</p> <p>Email: rachelle.sorgiovanni@gov.ab.ca</p>		<p>Courier and Email</p>

SERVICE RECIPIENT	RECIPIENT STATUS	DELIVERED BY
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Carscallen LLP 900, 332 6 th Avenue SW Calgary, AB T2P 0B2 Attention: Paul Reid Email: reid@carscallen.com Attention: Aicha L. Kouyate Email: Kouyate@carscallen.com	Counsel for Dutch Lighting Innovations Inventory	Email

SCHEDULE "B"

FORM OF ORDER FOR DISCHARGE AND RELATED RELIEF

(see attached)

COURT FILE NUMBER **2301-03129**

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF ROYAL BANK OF CANADA

DEFENDANTS RAMBRIDGE STRUCTURE & DESIGN LTD.,
BRENT ANDREW PARKER and CHRISTIANA
MAY PARKER

APPLICANT BDO CANADA LIMITED, in its capacity as Court-
appointed receiver and manager of RAMBRIDGE
STRUCTURE & DESIGN LTD.

Clerk's Stamp

DOCUMENT **ORDER FOR DISCHARGE OF
RECEIVER AND RELATED RELIEF**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Jack R. Maslen / Tiffany E. Bennett
Borden Ladner Gervais LLP
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Facsimile: (403) 266-1395
Email: JMaslen@blg.com / TiBennett@blg.com
File No. 440777.13

DATE ON WHICH ORDER WAS PRONOUNCED: **DECEMBER 14, 2023**

LOCATION WHERE ORDER WAS PRONOUNCED: **CALGARY, ALBERTA**

NAME OF JUSTICE WHO MADE THIS ORDER: **THE HONOURABLE JUSTICE
P. R. JEFFREY**

UPON THE APPLICATION of BDO Canada Limited, in its capacity as the Court-appointed receiver and manager (the “**Receiver**”) of all of the assets, undertakings, and property of Rambridge Structure & Design Ltd. (the “**Debtor**”), and of the real property municipally described as Unit 605, 326 Mara Lake Sicamous, British Columbia (the “**Mara Lake Property**”), which is formerly owned by Brent Parker and Christiana Parker (collectively, the “**Parkers**”) for an Order providing, among other things, the following relief: (i) approval of the Receiver’s actions, conduct and activities as set forth in the Third Report of the Receiver dated December 4, 2023 (the “**Third Report**”); (ii) approval and ratification of the fees and disbursements of the Receiver and its legal counsel; (iii) approval of the Receiver’s final receipts and disbursements as set

forth in the Third Report; (iv) approval of the final distribution of the net proceeds received from the realization of assets in the within proceedings; and (e) discharge of the Receiver;

AND UPON HAVING READ the Application, the Third Report, the Receivership Order granted in these proceedings on March 17, 2023 (the “**Receivership Order**”), the Affidavit of Service of [●], and other materials filed in the within proceedings as deemed necessary;

AND UPON HAVING HEARD submissions from counsel for the Receiver and any other interested parties present at the hearing of the within Application;

AND UPON being satisfied that it is appropriate to do so,

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this Application and supporting materials is good and sufficient, 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.

APPROVAL OF RECEIVER’S ACTIVITIES, RECEIPTS AND DISBURSEMENTS, AND FEES

2. The Receiver’s activities, actions and conduct, as described in the Third Report, and in all of its prior reports filed herein, are hereby approved and ratified.
3. The Receiver’s final statement of receipts and disbursements, attached to the Third Report, is hereby approved and ratified.
4. The professional fees and disbursements of the Receiver, for the period from September 1, 2023 to November 30, 2023, in the approximate amount of \$32,600 (plus GST), and the professional fees and disbursements of the Receiver’s legal counsel, Borden Ladner Gervais LLP (“**BLG**”), for the period from September 6, 2023 to November 30, 2023 in the approximate amount of \$32,642 (plus GST), are hereby approved and ratified without the necessity of a formal passing of accounts.
5. The professional fees and disbursements of the Receiver, and the professional fees and disbursements of BLG, which are incurred to complete the remaining activities in respect of these proceedings, are \$10,000 (plus GST) and \$15,000 (plus GST), respectively, as more particularly

set out in the Third Report, are hereby approved and ratified without the necessity of a formal passing of accounts.

DISTRIBUTION OF NET PROCEEDS

6. The Receiver is authorized to distribute the net proceeds generated from the within proceedings (after having paid all final costs arising from the administration of these proceedings), being the approximate amount of \$1,034,130, as follows:
 - (a) \$4,926 to the Canadian Revenue Agency, in respect of unpaid pre-receivership GST owed by Rambridge;
 - (b) \$1,750 to Revenue Quebec, or such other amount as confirmed by Revenue Quebec, in respect of unpaid Quebec Sales Tax (“**QST**”) relating to the final pre-receivership QST return;
 - (c) \$22,000 to Service Canada, in respect of super-priority wages paid to employees under the *Wage Earner Protection Program Act*, SC 2005, c 47, s 1 and secured pursuant to section 81.4 of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3;
 - (d) \$9,775 (plus, any additional interest to the date of distribution) to Meridian OneCap Credit Corp. (“**Meridian**”), in respect of its purchase-money security interest claim against a forklift sold by the Receiver; and
 - (e) the balance of the net proceeds, presently in the approximate amount of \$995,679, to the Royal Bank of Canada (“**RBC**”), together with further amounts that may be received by the Receiver, up to the amount of RBC’s position as senior secured creditor of Rambridge.
7. Without limiting the generality of paragraph 6 above, and notwithstanding Section 13 of the Auction Approval and Vesting Order pronounced on May 26, 2023, the Receiver is hereby authorized and directed to distribute any and all net proceeds generated from the auction sale of inventory supplied by Dutch Lighting Innovations (“**DLI**”) to the Debtor, for which DLI was not paid in full by the Debtor prior to Receivership Order, to RBC.

RECEIVER'S REMAINING ACTIVITIES

8. The Receiver is authorized to complete the following remaining material activities to fully conclude the within proceedings:
 - (a) making the proposed distributions as contemplated by paragraph 6 above; and
 - (b) destroying the Debtor's books and records that pre-date the Receivership Order, in the Receiver's sole discretion, no earlier than 30 days after the posting of this Order to the website maintained by the Receiver in these proceedings

(collectively, the "**Concluding Activities**").

RECEIVER'S DISCHARGE

9. On the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings, and the Receiver 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 proceeding, save and except for any liability arising out of any fraud, gross negligence or willful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing, any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
10. No action or other proceedings shall be commenced against the Receiver in any way arising from or relating to its capacity or conduct as Receiver, except with prior leave of this Court on notice to the Receiver, and upon such terms as this Court may direct.
11. Upon the Receiver filing with the Clerk of the Court a Certificate of Discharge, substantially in the form attached hereto as **Schedule "A"**, confirming that the Concluding Activities (as set out in paragraph 8 above) are complete, then the Receiver shall be discharged as Receiver of the Debtor, provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of the Receiver, in its capacity as Receiver.

MISCELLANEOUS

12. The Court hereby requests the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province or other court or any judicial, regulatory or administrative body of any other nation or state, to act in aid of and be complementary to this Court in carrying out the terms of this Order.
13. Service of this Order shall be deemed good and sufficient by:
- (a) serving the same on the persons listed to the Service List (attached as Schedule “A” to the Application) by facsimile, electronic mail, personal delivery or courier; and
 - (b) by posting a copy of this Order on the Receiver’s website at <https://www.bdo.ca/services/financial-advisory-services/business-restructuring-turnaround-services/current-engagements/rambridge>,

in each case service is deemed to be effected the next business day following transmission, delivery or posting of this Order, as applicable. No other person shall be entitled to be served with a copy of this Order.

Justice of the Court of King’s Bench of Alberta

SCHEDULE "A"

Form of Receiver's Certificate

(see attached)

COURT FILE NUMBER **2301-03129**

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF ROYAL BANK OF CANADA

DEFENDANTS RAMBRIDGE STRUCTURE & DESIGN LTD.,
BRENT ANDREW PARKER and CHRISTIANA
MAY PARKER

APPLICANT BDO CANADA LIMITED, in its capacity as Court-
appointed receiver and manager of RAMBRIDGE
STRUCTURE & DESIGN LTD.

Clerk's Stamp

DOCUMENT **RECEIVER'S CERTIFICATE**

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION
OF PARTY FILING
THIS DOCUMENT Jack R. Maslen / Tiffany E. Bennett
Borden Ladner Gervais LLP
1900, 520 – 3rd Avenue SW
Calgary, AB T2P 0R3
Telephone: (403) 232-9790 / 9199
Facsimile: (403) 266-1395
Email: JMaslen@blg.com / TiBennett@blg.com
File No. 440777.13

RECITALS

- A. Pursuant to an Order of the Honourable Justice B.B. Johnston of the Court of King's Bench of Alberta, Judicial District of Calgary (the "**Court**") dated March 17, 2023, BDO Canada Limited was appointed as the receiver (the "**Receiver**") of the assets, undertaking and property of Rambridge Structure & Design Ltd. (the "**Debtor**") and of the real property municipally described as Unit 605, 326 Mara Lake Lane Sicamous British Columbia (the "**Mara Lake Property**"), which was formerly owned by Brent Parker and Christiana Parker.
- B. Pursuant to an Order of the Court dated December 14, 2023 (the "**Discharge Order**"), upon the Receiver filing with the Clerk of the Court a certificate confirming the completion of the Concluding Activities (as defined in the Discharge Order), the Receiver would be confirmed discharged in its capacity as Receiver in the within proceedings.
- C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Discharge Order.

THE RECEIVER CERTIFIES the following:

1. The Receiver confirms that it has concluded the Concluding Activities, and the administration of the within receivership, together with all other matters pertaining to its obligations as Receiver of the Debtor and the Mara Lake Property is concluded.

This Certificate was delivered by the Receiver at [Time] on [Date], 2023.

BDO Canada Limited, solely in its capacity as
Receiver of the Debtor and of the Lands and not in
its personal capacity

Per: _____

Name: **Breanne Scott, CPA, CIRP, LIT**

Title: Senior Manager / Vice President,
Business Restructuring & Turnaround
Services