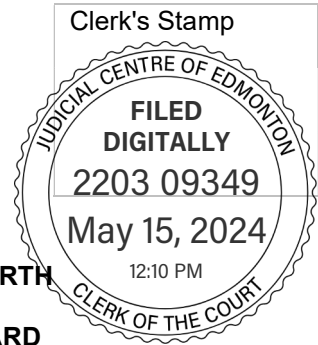


COURT FILE NUMBER 2203-09349  
COURT COURT OF KING'S BENCH OF ALBERTA  
JUDICIAL CENTRE EDMONTON  
PLAINTIFF BANK OF MONTREAL  
DEFENDANTS **GILL'S VACUUM SERVICE LTD., ONE EARTH ENVIRONMENTAL SOLUTIONS INC., 2012613 ALBERTA LTD., and NEIL GILLARD APPLICATION**  
DOCUMENT  
APPLICANT MNP Ltd. in its capacity as Receiver of GILLS' VACCUUM SERVICE LTD., ONE EARTH ENVIRONMENTAL SOLUTIONS INC., and 2012613 ALBERTA LTD.



ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT DLA Piper (Canada) LLP  
Suite 2700, Stantec Tower  
10220 103rd Avenue  
Edmonton, AB T5J 0K4  
Phone: 780.429.6835  
Fax: 780.670.4239  
Email: [jerritt.pawlyk@dlapiper.com](mailto:jerritt.pawlyk@dlapiper.com)/[kevin.hoy@dlapiper.com](mailto:kevin.hoy@dlapiper.com)  
**Attention: Jerritt Pawlyk and Kevin Hoy**

#### NOTICE TO RESPONDENTS

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

You have the right to state your side of this matter before the Justice.

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

**Date:** May 21, 2024  
**Time:** 2:00 p.m.  
**Where:** Edmonton Law Courts, Edmonton, Alberta  
(Virtually, by WebEx)  
**Before Whom:** Justice D.R. Mah

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. MNP Ltd. (the “**Receiver**”), in its capacity as Receiver of GILLS’ VACCUUM SERVICE LTD., ONE EARTH ENVIRONMENTAL SOLUTIONS INC., and 2012613 ALBERTA LTD., seeks an order substantially in the form attached hereto as **Schedule “A”**:
  - a) abridging time for service if necessary;
  - b) approving the auction proposal of Bank of Montreal (“**BMO**”) to sell at auction (the “**Auction Sale**”) certain real property of Gill’s Vacuum Service Ltd. (“**Gill’s**”) at an auction to be conducted by LFC Marketing Services, Inc. (“**LFC**”);
  - c) vesting right, title, and interest in and to the titles to Gill’s real property to the end purchasers upon LFC completing the Auction Sale free and clear of all encumbrances, save for permitted encumbrances;
  - d) authorizing and directing the Receiver to take all steps reasonably required to carry out the Auction Sale, including executing the proposed auction agreement (the “**Auction Agreement**”) between LFC and the Receiver;
  - e) approving the activities of the Receiver as set out in the Receiver’s First Report and Confidential Appendices; and
  - f) granting such other and further relief as the circumstances may require as this Honourable Court shall deem appropriate.
2. An Order substantially in the form attached hereto as “**Schedule B**” sealing certain sales and marketing proposals, auction proposals, and appraisals, received by the Receiver as set out in confidential appendices 1 through 4 (the “**Confidential Appendices**”) to the Receiver’s First Report to the Court dated May 13, 2024, (the “**First Report**”) until the earlier of the completion of the Auction Sale or December 31, 2024.

**Grounds for making this application:**

3. Pursuant to section 243(1) of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, and sections 13(2) of the *Judicature Act*, RSA 2000, c J-2 and 65(7) of the *Personal Property Security Act*, RSA 2000, c P-7, and section 49 of the *Law of Property Act*, RSA 2000, c L-7, the Receiver was appointed without security as the Receiver of the real and personal property (the “**Property**”) of Gill’s, One Earth Environmental Solutions Inc., and 2012613 Alberta Ltd. (collectively, the “**Debtors**”) pursuant to the Receivership Order pronounced on November 18, 2022 (the “**Receivership Order**”).
4. The Receivership Order authorizes the Receiver to, among other things:
  - (a) Market any or all of the Property (and to solicit offers in respect of such Property or any part thereof), in accordance with Paragraph 3(k);
  - (b) Sell, convey, transfer, lease or assign the Property or any parts thereof out of the ordinary course of business with the approval of this Honourable Court, in accordance with Paragraph 3(l); and

- (c) Apply for any vesting orders or other orders necessary to convey the Property or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting such Property, in accordance with Paragraph 3(m).

#### Approval of Auction

5. Following the Debtors' entry into Receivership proceedings, the Receiver proceeded to request proposals from commercial realty firms for proposals to market certain real property belonging to Gill's, being the three titles to real property described at paragraph 8 of the First Report of the Receiver. The Receiver accepted a proposal from ReMax and proceeded to instruct ReMax to list the said properties in January of 2023.
6. The ReMax listing resulted in the completed sale of one of the three titles at a sale price of \$5,000 on March 31, 2023. The ReMax listing did not result in the completion of definitive agreements for the sale of the remaining two titles, being the properties described at paragraph 41 of the First Report (the "**Gill's Land**").
7. The Receiver is of the view that continuing to market the Gill's Land through a listing process is undesirable and that selling the Gill's Land through an open auction would be preferable to marketing such property through an open listing.
8. As set out in the First Report of the Receiver and the Confidential Appendices, the Receiver has received and accepted the Auction Agreement of LFC, subject to Court approval in these proceedings.
9. The Receiver is of the view that the Auction Agreement is fair and reasonable, and that acceptance of the Auction Agreement and completion of the Auction Sale contemplated by LFC is in the best interests of the Debtors, their creditors, and other stakeholders.

#### Sealing Order

10. The Confidential Appendices contain confidential information of commercially sensitive nature as it relates to the Auction Sale and the terms and conditions of the proposed Auction Agreement and the valuation of the Gill's Land. There will be a negative impact and prejudice to stakeholders in the event that the confidential information contained therein were disclosed to the public. Disclosure of such information could jeopardize the integrity of the Auction Sale or any potential alternative sales process for the disposition of the Gill's Land.
11. The Receiver, therefore, seeks a temporary Sealing Order keeping the Confidential Appendixes to the First Report of the Receiver sealed from the Court record in these proceedings until the earlier of the completion of the Auction Sale, a sunset date of December 31, 2024, or the further Order of this Honourable Court.

#### Approval of Receiver's Activities and Fees

12. The steps taken by the Receiver to-date in the administration of the Receivership are reasonable and appropriate.
13. The fees and disbursements of the Receiver and its counsel at DLA Piper (Canada) LLP, as are set out in the May 13, 2024, Fee Affidavit of Kristin Gray are reasonable and appropriate.

#### **Material or evidence to be relied on:**

14. The pleadings and proceedings herein.

15. First Report of the Receiver, dated May 13, 2024.
16. May 13, 2024, Fee Affidavit of Kristin Gray.
17. Such further and other evidence as counsel may advise and this Honourable Court may permit.

**Applicable rules:**

18. *Alberta Rules of Court*, Alta Reg 124/2010.
19. *Bankruptcy and Insolvency General Rules*, CRC, c 368.
20. Such further and other rules as counsel may advise and this Honourable Court may permit.

**Applicable Acts and Regulations:**

21. *Bankruptcy and Insolvency Act*, RSA 1985, c. B-3.
22. *Judicature Act*, RSA 2000, c. J-2, as amended, specifically section 8.
23. *Personal Property Security Act*, RSA 2000, c. P-7.
24. *Law of Property Act*, RSA 2000, c L-7.
25. 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:**

26. None.

**How the application is proposed to be heard or considered:**

27. By Webex hearing before the Honourable Justice Dr. Mah via the following courtroom link:  
<https://albertacourts.webex.com/meet/virtual.courtroom86>

**AFFIDAVIT EVIDENCE IS REQUIRED IF YOU WISH TO OBJECT.**

**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.