

District of: Alberta
Division No. 02 - Calgary
Court No. 25-093976
Estate No. 25-093976

FORM 67
Notice of Bankruptcy and First Meeting of Creditors
(Subsection 102(1) of the Act)

In the matter of the bankruptcy of
Art Evolution Inc.
of the city of Calgary, in the Province of Alberta

Take notice that:

1. Art Evolution Inc. filed (or was deemed to have filed) an assignment on the 2nd day of March 2010, and the undersigned, Meyers Norris Penny Limited, 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 22nd day of March 2010, at 11:00 o'clock AM, at the office of Meyers Norris Penny Limited - Calgary, at 300-622 5 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 with claims amounting to 25 dollars or more, showing the amounts of their claims.

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.

Dated at the city of Calgary in the Province of Alberta, this 9th day of March 2010.

Meyers Norris Penny Limited - Trustee
Per:



Katherine Bujold
300, 622 - 5 Avenue SW
Calgary AB T2P 0M6
Phone: (403) 538-3187 Fax: (403) 537-8437

District of: Alberta
 Division No. 02 - Calgary
 Court No. 25-093976
 Estate No. 25-093976

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
 Art Evolution Inc.
 of the city of Calgary, 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 2nd day of March 2010. When completed, this Form and the applicable attached lists will constitute the Statement of Affairs and must be verified by oath or solemn

LIABILITIES (as stated and estimated by the officer)	ASSETS (As stated and estimated by the officer)																																																																				
<table border="0" style="width: 100%;"> <tr> <td style="width: 80%;">1. Unsecured creditors as per list "A"</td> <td style="text-align: right;">346,649.48</td> </tr> <tr> <td>Balance of secured claims as per list "B"</td> <td style="text-align: right;">537,545.00</td> </tr> <tr> <td>Total unsecured creditors</td> <td style="text-align: right;">884,194.48</td> </tr> <tr> <td>2. Secured creditors as per list "B"</td> <td style="text-align: right;">27,456.00</td> </tr> <tr> <td>3. Preferred creditors as per list "C"</td> <td style="text-align: right;">28,000.00</td> </tr> <tr> <td>4. Contingent, trust claims or other liabilities as per list "D" estimated to be reclaimable for</td> <td style="text-align: right; vertical-align: bottom;">0.00</td> </tr> <tr> <td>Total liabilities</td> <td style="text-align: right;">939,650.48</td> </tr> <tr> <td>Surplus</td> <td style="text-align: right;">NIL</td> </tr> </table>	1. Unsecured creditors as per list "A"	346,649.48	Balance of secured claims as per list "B"	537,545.00	Total unsecured creditors	884,194.48	2. Secured creditors as per list "B"	27,456.00	3. Preferred creditors as per list "C"	28,000.00	4. Contingent, trust claims or other liabilities as per list "D" estimated to be reclaimable for	0.00	Total liabilities	939,650.48	Surplus	NIL	<table border="0" style="width: 100%;"> <tr> <td style="width: 80%;">1. Inventory</td> <td style="text-align: right;">1.00</td> </tr> <tr> <td>2. Trade fixtures, etc.</td> <td style="text-align: right;">1.00</td> </tr> <tr> <td>3. Accounts receivable and other receivables, as per List "E"</td> <td></td> </tr> <tr> <td style="padding-left: 20px;">Good</td> <td style="text-align: right;">27,450.00</td> </tr> <tr> <td style="padding-left: 20px;">Doubtful</td> <td style="text-align: right;">27,450.00</td> </tr> <tr> <td style="padding-left: 20px;">Bad</td> <td style="text-align: right;">27,450.00</td> </tr> <tr> <td style="padding-left: 20px;">Estimated to produce</td> <td style="text-align: right;">27,450.00</td> </tr> <tr> <td>4. Bills of exchange, promissory note, etc., as per List "F" ..</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>5. Deposits in Financial Institutions</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>6. Cash</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>7. Livestock</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>8. Machinery, equipment and plant</td> <td style="text-align: right;">1.00</td> </tr> <tr> <td>9. Real property or immovable as per List "G"</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>10. Furniture</td> <td style="text-align: right;">1.00</td> </tr> <tr> <td>11. RRSPs, RRIFs, Life insurance, etc.</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>12. Securities (Shares, Bonds, Debentures, etc.)</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>13. Interests under wills</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>14. Vehicles</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>15. Other property, as per List "H"</td> <td style="text-align: right;">2.00</td> </tr> <tr> <td colspan="2">if bankrupt is a corporation, add:</td> </tr> <tr> <td style="padding-left: 20px;">Amount of subscribed capital</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td style="padding-left: 20px;">Amount paid on capital</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td style="padding-left: 20px;">Balance subscribed and unpaid</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td style="padding-left: 20px;">Estimated to produce</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td style="padding-left: 20px;">Total assets</td> <td style="text-align: right;">27,456.00</td> </tr> <tr> <td>Deficiency</td> <td style="text-align: right;">912,194.48</td> </tr> </table>	1. Inventory	1.00	2. Trade fixtures, etc.	1.00	3. Accounts receivable and other receivables, as per List "E"		Good	27,450.00	Doubtful	27,450.00	Bad	27,450.00	Estimated to produce	27,450.00	4. Bills of exchange, promissory note, etc., as per List "F" ..	0.00	5. Deposits in Financial Institutions	0.00	6. Cash	0.00	7. Livestock	0.00	8. Machinery, equipment and plant	1.00	9. Real property or immovable as per List "G"	0.00	10. Furniture	1.00	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"	2.00	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	27,456.00	Deficiency	912,194.48
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I, Keith Oberg, of the city of Calgary 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 2nd day of March 2010 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 9th day of March 2010.

 Katherine Bujold, Commissioner of Oaths
 For the Province of Alberta
 Expires May, 19, 2010

 Keith Oberg

**DRAFT - FOR
 DISCUSSION ONLY**

District of: Alberta
 Division No. 02 - Calgary
 Court No. 25-093976
 Estate No. 25-093976

FORM 78 -- Continued

List "A"
 Unsecured Creditors

Art Evolution Inc.

No.	Name of creditor	Address	Unsecured Claim	Balance of Claim	Total Claim
1	1330859 Alberta Ltd.	249 Douglas Park Blvd SE Calgary AB T2Z 2R1	0.00	325,000.00	325,000.00
2	Absolute Paper Recycling & Shredding	PO Box 40484 Highfield Calgary AB T2G 5G8	35.70	0.00	35.70
3	Accent Art 7065	4331 Vanguard Road Richmond BC V6X 2P6	671.35	0.00	671.35
4	Ad Lines Eurogroup Inc. GD002	Unit 2E-F 200 Main Street Monroe CT 06 468-1174 USA	27.00	0.00	27.00
5	Alberta Pallet Co. Ltd.	PO Box 10159 Airdrie AB T4A 0H5	341.26	0.00	341.26
6	All Blades Canada Inc. 210175	4960 13 Street SE Calgary AB T2G 5M9	50.40	0.00	50.40
7	Allstream 3408582	200 Wellington Street West Toronto ON M5V 3G2	248.28	0.00	248.28
8	Art Materials Service, Inc. (U.S.)	625 Joyce Kilmer Avenue New Brunswick NJ 08 901 USA	2,140.50	0.00	2,140.50
9	BDO Dunwoody LLP	620-903 8 Avenue SW Calgary AB T2P 0P7	8,000.00	0.00	8,000.00
10	Bell Mobility Attn: Robert Racette	200 Bouchard Boulevard, 3rd Floor Dorval QC H9S 5X5	959.53	0.00	959.53
11	Bentley Publishing Group (U.S.) GAL906	PO Box 5551 1410J Lesnick Lane Walnut Creek CA 94 597-1551 USA	193.94	0.00	193.94
12	BMO Financial Group Attn: Mike Timko	c/o BankruptcyHighway.com P.O. Box 57100 Etobicoke ON M8Y 3Y2	0.00	212,545.00	212,545.00
13	Bruce McGaw Graphics Canada 101398	2581 de Miniac Montreal QC H4S 1E5	542.24	0.00	542.24
14	Butler Design Group	Suite 215-5555 E. Van Buren Street Phoenix AZ 85 008 USA	238.16	0.00	238.16
15	Canada Revenue Agency	Non-Tax Collection, Wage Earners Protection Program c/o Michael Payeur PO Box 2517 London ON N6A 4G9	1.00	0.00	1.00
16	CANADA REVENUE AGENCY	REGIONAL INTAKE CENTRE FOR INSOLVENCY EDMONTON TAX SERVICES OFFICE, 10-9700 JASPER AVENUE Edmonton AB T5J 4C8	1.00	0.00	1.00
17	Canadian Art Prints, Inc. 21300	110-6311 Westminster Hwy Richmond BC V7C 4V4	137.91	0.00	137.91
18	Canadian Freightways (U.S.)	PO Box 88026 Seattle WA 98 138 USA	9,752.13	0.00	9,752.13
19	Canadian Freightways Ltd.	404 1B 6 Street SE Calgary AB T2G 4E7	3,257.00	0.00	3,257.00
20	Canadian Linen and Uniform Service 08389-00	4525 Manilla Road SE Calgary AB T2G 4B6	856.75	0.00	856.75
21	Canon Business Solutions	2828 16 Street NE Calgary AB T2E 7K7	88.23	0.00	88.23

09-Mar-2010

Date

**DRAFT - FOR
DISCUSSION ONLY**

District of: Alberta
 Division No. 02 - Calgary
 Court No. 25-093976
 Estate No. 25-093976

FORM 78 -- Continued

List "A"
 Unsecured Creditors

Art Evolution Inc.

No.	Name of creditor	Address	Unsecured Claim	Balance of Claim	Total Claim
22	Chase Card Services c/o JP Morgan Chase Bank N.A. Attn: Robert Gilmour 4246 3151 5532 1738	1200 St. Laurent Blvd. Ottawa ON K1K 4K9	12,493.50	0.00	12,493.50
23	Classic Collections Fine Art 93824	1 Bridge Street Irvington NY 10 533 USA	40.34	0.00	40.34
24	Clicart Inc.	700 Taschereau Sainte Therese QC J7E 4E1	102.88	0.00	102.88
25	COLLECT CORP. 3733 5256 7671 007	415 YONGE STREET, SUITE 2000 Toronto ON M5B 2E7	10,088.34	0.00	10,088.34
26	Coniston Products Ltd.	7550 MacDonald Road Delta BC V4G 1N2	3,911.57	0.00	3,911.57
27	Creative Avenues	8-5918 5 Street SE Calgary AB T2H 1L4	578.55	0.00	578.55
28	Credit Risk Management Canada Ltd. 505539 / 305	PO Box 96 61 Lorne Avenue East Station Main Stratford ON N5A 6S8	2,560.40	0.00	2,560.40
29	Credit Risk Management Canada Ltd. 505539 / 400	PO Box 96 61 Lorne Avenue East Station Main Stratford ON N5A 6S8	2,600.09	0.00	2,600.09
30	Crescent Cardboard Co. LLC 49528	35243 Eagle Way Chicago IL 60 678-1352 USA	7.21	0.00	7.21
31	D&A Collection (Alberta) Corp. File #30037790 / Ref #500285	201-809 Manning Road NE Calgary AB T2E 7M9	630.00	0.00	630.00
32	D.L. Stevenson & Son Ltd.	1420 Warden Avenue Toronto ON M1R 5A3	604.39	0.00	604.39
33	Day & Ross Inc.	398 Main Street Hartland NB E7P 1C6	1.00	0.00	1.00
34	Deringer	64 North Main St St. Albans VT 05 478-1682 USA	707.12	0.00	707.12
35	DHL Express	National Customer Service Office 200 Westcreek Boulevard Brampton ON L6T 5T7	43.47	0.00	43.47
36	Editions Limited (U.S.) 0138110	4090 Hailbeck Street Emeryville CA 94 608 USA	15.17	0.00	15.17
37	Envirotech Coatings Ltd.	Bay R, 6812 6 Street SE Calgary AB T2H 2K4	50,000.00	0.00	50,000.00
38	Envirotech Coatings Ltd.	Bay R, 6812 6 Street SE Calgary AB T2H 2K4	6,400.00	0.00	6,400.00
39	Federal Express Canada A5-691-09292	PO Box 4626 Toronto Stn A Toronto ON M5W 5B4	2,154.99	0.00	2,154.99
40	FedEx Trade Networks 42047	T10007C/U PO Box 10007 Postal Station A Toronto ON N5W 2B1	118.13	0.00	118.13
41	Felix Rosenstieffs Widow & Son Ltd. 30017644	33-35 Markham Street Chelsea Green London, UK SW3 3NR	373.88	0.00	373.88
42	Felix Rosenstieffs Widow & Son Ltd. 30017644	SW3 3NR 33-35 Markham Street London	54.40	0.00	54.40
43	Furniture Today	PO Box 5658 Harlan IA 51 593-1158 USA	141.26	0.00	141.26

09-Mar-2010

Date

**DRAFT - FOR
DISCUSSION ONLY**

District of: Alberta
 Division No. 02 - Calgary
 Court No. 25-093976
 Estate No. 25-093976

FORM 78 -- Continued

List "A"
 Unsecured Creditors

Art Evolution Inc.

No.	Name of creditor	Address	Unsecured Claim	Balance of Claim	Total Claim
44	Galaxy of Graphics (U.S.) 75617 00	Suite 160-20 Murray Hill Parkway East Rutherford NJ 07 073-2180 USA	83.57	0.00	83.57
45	Glenn Cooper	459 Templevale Drive NE Calgary AB T1Y 4V3	1.00	0.00	1.00
46	Grand & Toy	33 Green Belt Drive Don Mills ON M3C 1M1	132.11	0.00	132.11
47	Graphics Concepts Inc.	645 West 32 Street Eerie PA 16 508 USA	520.93	0.00	520.93
48	Greyhound Courier Express	877 Greyhound Way SW Calgary AB T3C 3V8	1.00	0.00	1.00
49	Gunnar International (USD)	Unit 5-141 Welham Road Barrie ON L4N 8Y3	700.14	0.00	700.14
50	Gunnar International Inc. (CAN) UA0070	Unit 5-141 Welham Road Barrie ON L4N 8Y3	40.58	0.00	40.58
51	Haddad's Fine Arts, Inc. (U.S.)		560.15	0.00	560.15
52	Happy Donutz PaperWorks	400-1255 Bay Street Toronto ON M5R 2A9	26.10	0.00	26.10
53	HED Insurance and Risk Services 534189	777 Portage Avenue Winnipeg MB R3G 0N3	250.15	0.00	250.15
54	Hercules 05771	151 Spruce Street New Westminster BC V3L 5E6	1,101.76	0.00	1,101.76
55	IHFC Properties, LLC 000118	PO Box 828 High Point NC 27 261USA	3,408.92	0.00	3,408.92
56	Image Conscious 0348582-IN	1261 Howard Street San Francisco CA 94 103 USA	167.11	0.00	167.11
57	Instabox Alberta Inc. CRDBRD09/2 V09	1139 40 Avenue NE Calgary AB T2E 6M9	1.00	0.00	1.00
58	Intec Telecommunications Inc.	Suite 200-301 Perimeter Center North Atlanta GA 30 346 USA	275.63	0.00	275.63
59	International Time Recorder Company	7A Taymall Avenue Toronto ON M8Z 3Y8	1,569.75	0.00	1,569.75
60	Int'l Home Furnishings Center, Inc.	PO Box 828 High Point NC 27 261USA	317.35	0.00	317.35
61	J.B.M. Investments Inc.	c/o Glenn Cooper 459 Templevale Drive NE Calgary AB T1Y 4V3	2,400.00	0.00	2,400.00
62	Jan-Pro Cleaning Systems of Calgary	4-412 53 Avenue SE Calgary AB T2H 0N4	767.80	0.00	767.80
63	Kara McCallum		639.62	0.00	639.62
64	Larson-Juhl 98116	3504 72 Avenue SE Calgary AB T2C 1J9	21,187.93	0.00	21,187.93
65	Lion Shipping Supplies (West) Inc.	204-2880 45 Avenue SE Calgary AB T2B 3M1	427.90	0.00	427.90
66	Livingston International Inc.	300-3636 23 Street NE Calgary AB T2E 8Z5	338.77	0.00	338.77
67	Lowry's Manufacturing and Sales 0004360-01	7-5622 Burleigh Cres. SE Calgary AB T2H 1Z8	3,127.79	0.00	3,127.79

09-Mar-2010

Date

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District of: Alberta
 Division No. 02 - Calgary
 Court No. 25-093976
 Estate No. 25-093976

FORM 78 – Continued

List "A"
 Unsecured Creditors

Art Evolution Inc.

No.	Name of creditor	Address	Unsecured Claim	Balance of Claim	Total Claim
68	M & M Maintenance Ltd.	33 Hunters Lane Guelph ON N1C 1B2	5,127.86	0.00	5,127.86
69	Mercurius Art Publishing USA	400-1255 Bay Street Toronto ON M5R 2A9	309.22	0.00	309.22
70	Michelangelo Inc.	1400 46 Avenue Lachine QC H8T 3R3	14,071.93	0.00	14,071.93
71	Monarch Messenger Services Ltd. 10901	PO Box 966 Station T Calgary AB T2H 2H4	253.55	0.00	253.55
72	National Glass Ltd.	102-6900 54 Avenue SE Calgary AB T2C 4Y8	247.29	0.00	247.29
73	NCO FINANCIAL SERVICES, INC. 398635124-990626 (Federal Expres	AHUNTSIC P.O. BOX 3434 MONTREAL QC H3L 3V5	14.86	0.00	14.86
74	New York Graphic Society (U.S.) 57105	129 Glover Avenue Norwalk CT 06 850-1311 USA	344.44	0.00	344.44
75	Nielsen & Bainbridge 0963103	170 Duffield Drive Markham ON L6G 1B5	256.20	0.00	256.20
76	Norampac Inc. 16367	416 58 Avenue SE Calgary AB T2H 1X3	2,633.06	0.00	2,633.06
77	North Hill Paper Converters	278 19 Street NE Calgary AB T2E 8P7	630.00	0.00	630.00
78	Northland Properties	310-1755 West Broadway Vancouver BC V6J 4S5	1.00	0.00	1.00
79	Oberg Holdings	c/o Keith Obert 249 Douglas Park Blvd SE Calgary AB T2Z 2R1	6,720.00	0.00	6,720.00
80	Old World Prints Ltd. 503	8080 Villa Park Drive Richmond VA 23 228-6500 USA	322.93	0.00	322.93
81	Omega Moulding Company Canada 64407	99A First Gulf Blvd Brampton ON L6W 4T8	8,187.16	0.00	8,187.16
82	Pecheur Images Inc. Art Evolutions	PO Box 246 7 Matthews Drive Bldg. D1 East Haddam CT 06 423 USA	8.13	0.00	8.13
83	PI Creative Art GAL100	1180 Caledonia Road Toronto ON N6A 2W5	132.77	0.00	132.77
84	Pitney Bowes Global Credit Services	c/o BankruptcyHighway.com PO Box 57100 Etobicoke ON M8Y 3Y2	1.00	0.00	1.00
85	Pockar Management Inc.	c/o 126-1111 6 Avenue SW Calgary AB T2P 5M5	2,766.55	0.00	2,766.55
86	Poems Art Publishing, LLC	PO Box 9990 Salt Lake City UT 84 109-9990 USA	18.40	0.00	18.40
87	PUROLATOR COURIER LTD. 2359188	P.O. BOX 1100 ETOBICOKE ON M9C 5K2	73.47	0.00	73.47
88	Purolator Freight	Accounts Receivable 1151 Martin Grove Road Rexdale ON M9W 4W7	2,377.53	0.00	2,377.53
89	R. Brickard Ratcliffe & Associates	220-3016 19 Street NE Calgary AB T2E 6Y9	1,530.30	0.00	1,530.30

09-Mar-2010

Date

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DISCUSSION ONLY**

District of: Alberta
 Division No. 02 - Calgary
 Court No. 25-093976
 Estate No. 25-093976

FORM 78 – Continued

List "A"
 Unsecured Creditors

Art Evolution Inc.

No.	Name of creditor	Address	Unsecured Claim	Balance of Claim	Total Claim
90	Rapid Collection Systems, Inc. 200730	PO Box 25307 Scottsdale AZ 85 255 USA	363.60	0.00	363.60
91	Reimer Express Lines Ltd.	PO Box 875 Winnipeg MB R3C 2S5	181.16	0.00	181.16
92	RMS North American Receivable Management Services Company 18820092-74	105-91 Skyway Avenue Toronto ON M9W 0B2	3,210.75	0.00	3,210.75
93	Scafa/Modern Art/Frontline (U.S.)	165 Chubb Avenue Lyndhurst NJ 07 071 USA	11.98	0.00	11.98
94	SecurTek ARTEVOL001	70 1 Avenue North Yorkton SK S3N 1J6	161.70	0.00	161.70
95	Shamrock Flooring Accessories Ltd.	4426 10 Street NE Calgary AB T2E 6K3	1.00	0.00	1.00
96	STA International 64407	PO Box 707 1025-333 Earle Ovington Blvd. Uniondale NY 11 153-0707 USA	10,126.44	0.00	10,126.44
97	The City of Calgary 12587671	PO Box 2405 STN M 5th Floor, 800 MacLeod Trail SE Calgary AB T2P 3L9	4,359.81	0.00	4,359.81
98	Third & Wall Art Group, LLC 3326 Art Evolution	208 Westlake Avenue N Seattle WA 98 109 USA	191.54	0.00	191.54
99	Top Art LLC 00100846	Suite D-6490 Mar Industry Place San Diego CA 92 121 USA	22.78	0.00	22.78
100	Trans-Frt. McNamara	1126 Industrial Road, RR#1 Waydom Industrial Park Ayr ON N0B 1E0	2,464.00	0.00	2,464.00
101	TRS Officeware	100-3016 10 Avenue NE Calgary AB T2A 6A3	130.99	0.00	130.99
102	Universal Framing Products (U.S.) ARTT2E	21139 Centre Pointe Pkwy. Santa Clarita CA 91 350 USA	114.16	0.00	114.16
103	UPS 7F20R7	C.P. #11086 Succ. Centre-Ville Montreal QC H3C 5C6	1,348.24	0.00	1,348.24
104	Waste Management 212-09821	4668 25 Street SE Calgary AB T2B 3M2	408.99	0.00	408.99
105	Western Materials Handling & Equipment Ltd. 02448	4427D 72 Avenue SE Calgary AB T2C 2G5	234.58	0.00	234.58
106	White & Company 1990/85 PAW	204-3716 61 Avenue SE Calgary AB T2C 1Z4	4,761.02	0.00	4,761.02
107	Williams, Charles & Scott Ltd. 1811307 27845	2171 Jericho Tpke. - LL1 Commack NY 11 725 USA	52,429.46	0.00	52,429.46
108	Winn Devon Art Group 21300	110-6311 Westminster Hwy Richmond BC V7C 4V4	16.28	0.00	16.28
109	WORKER'S COMPENSATION BOARD	9912 - 107 STREET, BOX 2415 Edmonton AB T5J 2S5	778.91	0.00	778.91
110	World Market Center, Las Vegas	495 S Grand Central Parkway Las Vegas NV 89 106 USA	46,354.83	0.00	46,354.83
111	Yellow Transportation, Inc. (U.S.)	10990 Roe Avenue Overland Park KS 66 211 USA	13,732.48	0.00	13,732.48

09-Mar-2010

Date

**DRAFT - FOR
DISCUSSION ONLY**
 Keith Oberg

District of: Alberta
Division No. 02 - Calgary
Court No. 25-093976
Estate No. 25-093976

FORM 78 -- Continued

List "A"
Unsecured Creditors

Art Evolution Inc.

No.	Name of creditor	Address	Unsecured Claim	Balance of Claim	Total Claim
112	YRC Reimer	10120 52 Street SE Calgary AB T2C 4M2	1.00	0.00	1.00
Total:			346,649.48	537,545.00	884,194.48

09-Mar-2010

Date

DRAFT - FOR
DISCUSSION ONLY

District of: Alberta
 Division No. 02 - Calgary
 Court No. 25-093976
 Estate No. 25-093976

FORM 78 -- Continued

List "B"
 Secured Creditors

Art Evolution Inc.

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
1	1330859 Alberta Ltd.	249 Douglas Park Blvd SE Calgary AB T2Z 2R1	325,000.00	Business Assets - Machinery Business Assets - Stock In Trade Business Assets - Trade Fixtures Debts Due - Business - Various Accounts Receivable Furniture - Furniture Other - Prepays & Deposits		0.00 0.00 0.00 0.00 0.00		325,000.00
2	BMO Financial Group Attn: Mike Timko	c/o BankruptcyHighway.com P.O. Box 57100 Etobicoke ON M8Y 3Y2	240,000.00	Business Assets - Machinery Business Assets - Stock In Trade Business Assets - Trade Fixtures Debts Due - Business - Various Accounts Receivable Furniture - Furniture Other - Prepays & Deposits		1.00 1.00 1.00 27,450.00 1.00 1.00		212,545.00
3	World Market Center, Las Vegas	495 S Grand Central Parkway Las Vegas NV 89 106 USA	1.00	Other - Inventory (World Market Center, Las Vegas)		1.00		
Total:			565,001.00			27,456.00	0.00	537,545.00

09-Mar-2010

Date

**DRAFT - FOR
DISCUSSION ONLY**

District of: Alberta
Division No. 02 - Calgary
Court No. 25-093976
Estate No. 25-093976

FORM 78 -- Continued

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

Art Evolution inc.

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
1	Skystone Engineering	Attn: Rose Noetzel 330-4311 12 Street NE Calgary AB T2E 4P9	Rent	-	28,000.00	0.00	28,000.00
Total:					28,000.00	0.00	28,000.00

09-Mar-2010
Date

**DRAFT - FOR
DISCUSSION ONLY**

District of: Alberta
Division No. 02 - Calgary
Court No. 25-093976
Estate No. 25-093976

FORM 78 – Continued

List "D"
Contingent or Other Liabilities

Art Evolution Inc.

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		

09-Mar-2010
Date

**DRAFT - FOR
DISCUSSION ONLY**

District of: Alberta
 Division No. 02 - Calgary
 Court No. 25-093976
 Estate No. 25-093976

FORM 78 -- Continued

List "E"
 Debts Due to the Bankrupt
 Art Evolution Inc.

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
1	Various Accounts Receivable			27,450.00 27,450.00 27,450.00			27,450.00	
Total:				27,450.00 27,450.00 27,450.00			27,450.00	

09-Mar-2010
 Date

**DRAFT - FOR
 DISCUSSION ONLY**

District of: Alberta
Division No. 02 - Calgary
Court No. 25-093976
Estate No. 25-093976

FORM 78 -- Continued

List "F"

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

Art Evolution Inc.

No.	Name of all promissory, acceptors, endorsers, mortgagors, and guarantors	Address	Occupations	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	

09-Mar-2010

Date

**DRAFT - FOR
DISCUSSION ONLY**

District of: Alberta
Division No. 02 - Calgary
Court No. 25-093976
Estate No. 25-093976

FORM 78 -- Continued

List "G"
Real Property or Immovable Owned by Bankrupt

Art Evolution Inc.

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
Total:			0.00		0.00

09-Mar-2010

Date

**DRAFT - FOR
DISCUSSION ONLY**

District of: Alberta
 Division No. 02 - Calgary
 Court No. 25-093976
 Estate No. 25-093976

FORM 78 -- Concluded

List "H"
 Property

Art Evolution Inc.

FULL STATEMENT OF PROPERTY

Nature of Property	Location	Details of property	Original cost	Estimated to produce
(a) Stock-in-trade			0.00	1.00
(b) Trade fixtures, etc.			0.00	1.00
(c) Cash in Financial Institution			0.00	0.00
(d) Cash on hand			0.00	0.00
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	1.00
(g) Furniture		Furniture	0.00	1.00
(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		Inventory (World Market Center, Las Vegas)	0.00	1.00
		Prepays & Deposits	0.00	1.00
			Total:	6.00

09-Mar-2010
 Date

**DRAFT - FOR
 DISCUSSION ONLY**

District of: Alberta
Division No. 02 - Calgary
Court No. 25-093976
Estate No. 25-093976

FORM 36
Proxy
(Subsection 102(2) and paragraphs 51(1)(e) and 66.15(3)(b) of the Act)

In the matter of the bankruptcy of
Art Evolution Inc.
of the city of Calgary, in the Province of Alberta

I, _____, of _____, a creditor in the above matter,
hereby appoint the trustee identified below or _____,
of _____, to be my proxy in the above matter,
except as to the receipt of dividends, _____ (with or without) power to appoint another proxy
in his or her place.

Dated at _____, this _____ day of _____, _____.

Witness

Individual Creditor

Witness

Name of Corporate Creditor

Per _____
Name and Title of Signing Officer

Return To:

Meyers Norris Penny Limited - Trustee
Per:

Katherine Bujold
300, 622 - 5 Avenue SW
Calgary AB T2P 0M6
Phone: (403) 538-3187 Fax: (403) 537-8437

District of: Alberta
Division No. 02 - Calgary
Court No. 25-093976
Estate No. 25-093976

FORM 31
Proof of Claim
(Section 50.1, subsections 65.2(4), 81.2(1), 81.3(8), 81.4(8), 102(2), 124(2), 128(1),
and paragraphs 51(1)(e) and 66.14(b) of the Act)

In the matter of the bankruptcy of
Art Evolution Inc.
of the city of Calgary, in the Province of Alberta

All notices or correspondence regarding this claim must be forwarded to the following address:

In the matter of the bankruptcy of Art Evolution Inc. of the city of Calgary in the Province of Alberta and the claim of _____, creditor.

I, _____ (name of creditor or representative of the creditor), of the city of _____ in the province of _____, do hereby certify:

1. That I am a creditor of the above named debtor (or I am _____ (position/title) of _____, creditor).
2. That I have knowledge of all the circumstances connected with the claim referred to below.
3. That the debtor was, at the date of bankruptcy, namely the 2nd day of March 2010, and still is, indebted to the creditor in the sum of \$ _____, as specified in the statement of account (or affidavit) attached and marked 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 in support of the claim.)

4. (Check and complete appropriate category.)

A. UNSECURED CLAIM OF \$ _____

(other than as a customer contemplated by Section 262 of the Act)

That in respect of this debt, I do not hold any assets of the debtor as security and
(Check appropriate description.)

Regarding the amount of \$ _____, I claim a right to a priority under section 136 of the Act.

Regarding the amount of \$ _____, I do not claim a right to a priority.
(Set out on an attached sheet details to support priority claim.)

B. CLAIM OF LESSOR FOR DISCLAIMER OF A LEASE \$ _____

That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows:
(Give full particulars of the claim, including the calculations upon which the claim is based.)

C. SECURED CLAIM OF \$ _____

That in respect of this debt, I hold assets of the debtor valued at \$ _____ as security, particulars of which are as follows:
(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)

D. CLAIM BY FARMER, FISHERMAN OR AQUACULTURIST OF \$ _____

That I hereby make a claim under subsection 81.2(1) of the Act for the unpaid amount of \$ _____
(Attach a copy of sales agreement and delivery receipts.)

E. CLAIM BY WAGE EARNER OF \$ _____

That I hereby make a claim under subsection 81.3(8) of the Act in the amount of \$ _____.

That I hereby make a claim under subsection 81.4(8) of the Act in the amount of \$ _____.

F. CLAIM BY EMPLOYEE FOR UNPAID AMOUNT REGARDING PENSION PLAN OF \$ _____

That I hereby make a claim under subsection 81.5 of the Act in the amount of \$ _____.

That I hereby make a claim under subsection 81.6 of the Act in the amount of \$ _____.

G. CLAIM AGAINST DIRECTOR \$ _____

(To be completed when a proposal provides for the compromise of claims against directors.)

That I hereby make a claim under subsection 50(13) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

H. CLAIM OF A CUSTOMER OF A BANKRUPT SECURITIES FIRM \$ _____

That I hereby make a claim as a customer for net equity as contemplated by section 262 of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

5. That, to the best of my knowledge, I _____ (am/am not) (or the above-named creditor _____ (is/is not)) related to the debtor within the meaning of section 4 of the Act, and _____ (have/has/have not/has not) dealt with the debtor in a non-arm's-length manner.

6. That the following are the payments that I have received from, and the credits that I have allowed to, 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 within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of Section 2 of the Act: (Provide details of payments and credits.)

(Applicable only in the case of the bankruptcy of an individual.)

I request that a copy of the report filed by the trustee regarding the bankrupt's application for discharge pursuant to subsection 170(1) of the Act be sent to the above address.

Dated at _____, this _____ day of _____.

Witness

Creditor

Phone Number: _____
Fax Number : _____
E-mail Address : _____

NOTE: If an affidavit is attached, it must have been made before a person qualified to take affidavits.

WARNINGS: 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. Subsection 20(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.

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

- The signature of a witness is required.
- This document must be signed personally by the individual completing this declaration.
- Give the complete address where any notice or correspondence is to be forwarded.
- The amount on the statement of account (Schedule A) must correspond to the amount indicated on the proof of claim.

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.

POINT 3

- A priority creditor is defined on the attached sheet, which is a copy of Section 136 from the Bankruptcy and Insolvency Act.
- 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, as well as proof the security was registered at Land Titles or Personal Property Registry.
- 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 Bankrupt, then you should consider yourself to be a related person pursuant to Section 4. If the Bankrupt 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.

POINT 5

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

PROXY

NOTE: *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.

GENERAL

- 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.

Scheme of Distribution

Priority of Claims

136. (1) Subject to the rights of secured creditors, the proceeds realized from the property of a bankrupt shall be applied in priority of payment as follows:

(a) in the case of a deceased bankrupt, the reasonable funeral and testamentary expenses incurred by the legal personal representative of the deceased bankrupt;

(b) the costs of administration, in the following order,

(i) the expenses and fees of any person acting under a direction made under paragraph 14.03(1)(a),

(ii) the expenses and fees of the trustee, and

(iii) legal costs;

(c) the levy payable under section 147;

(d) wages, salaries, commissions or compensation of any clerk, servant, travelling salesman, labourer or workman for services rendered during the six months immediately preceding the bankruptcy to the extent of two thousand dollars in each case, together with, in the case of a travelling salesman, disbursements properly incurred by that salesman in and about the bankrupt's business, to the extent of an additional one thousand dollars in each case, during the same period, and for the purposes of this paragraph commissions payable when goods are shipped, delivered or paid for, if shipped, delivered or paid for within the six month period, shall be deemed to have been earned therein;

(d.1) claims in respect of debts or liabilities referred to in paragraph 178(1)(b) or (c), if provable by virtue of subsection 121(4), for periodic amounts accrued in the year before the date of the bankruptcy that are payable, plus any lump sum amount that is payable;

(e) municipal taxes assessed or levied against the bankrupt, within the two years immediately preceding the bankruptcy, that do not constitute a secured claim against the real property or immovables of the bankrupt, but not exceeding the value of the interest of the bankrupt in the property in respect of which the taxes were imposed as declared by the trustee;

(f) the landlord for arrears of rent for a period of three months immediately preceding the bankruptcy and accelerated rent for a period not exceeding three months following the bankruptcy if entitled thereto under the lease, but the total amount so payable shall not exceed the realization from the property on the premises under lease, and any payment made on account of accelerated rent shall be credited against the amount payable by the trustee for occupation rent;

(g) the fees and costs referred to in subsection 70(2) but only to the extent of the realization from the property exigible thereunder;

(h) in the case of a bankrupt who became bankrupt before the prescribed date, all indebtedness of the bankrupt under any Act respecting workers' compensation, under any Act respecting unemployment insurance or under any provision of the *Income Tax Act* creating an obligation to pay to Her Majesty amounts that have been deducted or withheld, rateably;

(i) claims resulting from injuries to employees of the bankrupt in respect of which the provisions of any Act respecting workers' compensation do not apply, but only to the extent of moneys received from persons guaranteeing the bankrupt against damages resulting from those injuries; and

(j) in the case of a bankrupt who became bankrupt before the prescribed date, claims of the Crown not mentioned in paragraphs (a) to (i), in right of Canada or any province, rateably notwithstanding any statutory preference to the contrary.