

IN THE QUEEN'S BENCH
JUDICIAL CENTRE OF REGINA

BETWEEN:

MORBANK FINANCIAL INC.,

PLAINTIFF

- and -

LIBERTY MANOR DEVELOPMENTS LTD., DEDRIC J. ROBINSON, D. ROBINSON ASSETS INC., D. ROBINSON & ASSOCIATES INC., PATTISON MGM ARCHITECTURAL SERVICES LTD., KONSCIOUS CORP., G & J GP INC., QUOREX CONSTRUCTIONAL LTD., 1488098 ALBERTA LTD., DANIEL CHAREST, SUZANNE CHAREST, DENIS GAGNON, LORRAINE GAGNON, PAUL ROCHON, WINNIE ROCHON, PAUL GUENETTE, MICHELINE GUENETTE, RICHARD GUINDON, CARMEN GUINDON, RICHARD BOUVIER, ALICE BOUVIER, MICHEL WOLFE, KAREN WOLFE, WILLIE COUTURE, RAYN COUTURE, AURELE DORAN, ISABELLE DORAN, GUY GOSSELIN, THERESE GOSSELIN, MARCEL ROY, SANDRA ROY, GARY DORAN, JOCELYNE DORAN, JEAN NICOLET, ELAINE NICOLET, ROGER COUILLARD, LOUISE COUILLARD, GERARD MAURE, LOUIS HEBERT, YVONNE HEBERT, ALFRED TOEWS, DORIS TOEWS, NORMAN DUFRESNE, LUCIE DUFRESNE, RAYMOND DALLAIRE, GISELE DALLAIRE, LEO ROBY, LORRAINE ROBY, NORMAN ROCHON, LINA ROCHON, RENE BOISVERT, RAYMOND BOISVERT, LORRRRAINE BOISVERT, EDNA BOISVERT, MICHAEL PARADIS, LISE PARADIS, CHARLES BOUCHARD, ROMEO LAVOIE, ROBERT LAMBERT, CECILE LAMBERT, TRACEY BEAUDETTE, MICHEL BLAIS, NOBEL GABRIEL, REGINALD BOUCHARD, ANNETTE BOUCHARD, DANIEL LAVOIE, SIMON LAVOIE, LAURENT LAVOIE, GABRIEL BENOIT, LORRAINE BENOIT, 1020590 ALBERTA LTD., 966567 ALBERTA LTD. AND 1360109 ALBERTA LTD.,

DEFENDANTS

- and -

MEYERS NORRIS PENNY LIMITED

APPLICANT

AFFIDAVIT OF ERIC SIRRS

I, Eric Sirrs, of the City of Edmonton, in the Province of Alberta, MAKE OATH AND SAY THAT:

1. I am a Vice President with the Applicant, Meyers Norris Penny Limited, the Interim Receiver and Receiver and Manager of the Debtor, as defined in an Interim Receivership Order of Mr. Justice G.A. Verville of the Court of Queen’s Bench of Alberta dated July 20, 2010 (the “Interim Receivership Order”), including the mortgagor, Liberty Manor Developments Ltd. (formerly known as 101130281 Saskatchewan Ltd. In the said Order the Debtor is referred to as “**LibertyGate**”.

2. Attached hereto and marked Exhibit “A” is the Second Saskatchewan Report of the Interim Receiver dated January 21, 2011. In my capacity as described above, I have personal knowledge of the facts and matters contained in the said Report and I do verily swear the same to be true, unless based on information from a third person, in which case, I do verily believe the same to be true.

3. I make this affidavit in relation to an application for an Order Confirming Sale.

SWORN BEFORE ME at the City)
of Edmonton, in the Province of)
Alberta, this 21 day of)
January, 2010.)



Eric Sirrs

_____)
A NOTARY PUBLIC in and for the)
Province of Alberta.)
My Commission expires: Jan 4, 2011)
Being a Solicitor)

This Affidavit was delivered by:

KANUKA THURINGER LLP
Barristers and Solicitors
1400 - 2500 Victoria Avenue
Regina, Saskatchewan
S4P 3X2

Address for Service: Same as above
Telephone: (306) 525-7200
Fax: (306) 359-0590
Lawyer in Charge of File: Diana K. Lee
25120-0025/jfh
DM 559113 v1

IN THE QUEEN'S BENCH
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BETWEEN:

MORBANK FINANCIAL INC.,

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LIBERTY MANOR DEVELOPMENTS LTD., DEDRIC J. ROBINSON, D. ROBINSON ASSETS INC., D. ROBINSON & ASSOCIATES INC., PATTISON MGM ARCHITECTURAL SERVICES LTD., KONSCIOUS CORP., G & J GP INC., QUOREX CONSTRUCTIONAL LTD., 1488098 ALBERTA LTD., DANIEL CHAREST, SUZANNE CHAREST, DENIS GAGNON, LORRAINE GAGNON, PAUL ROCHON, WINNIE ROCHON, PAUL GUENETTE, MICHELINE GUENETTE, RICHARD GUINDON, CARMEN GUINDON, RICHARD BOUVIER, ALICE BOUVIER, MICHEL WOLFE, KAREN WOLFE, WILLIE COUTURE, RAYN COUTURE, AURELE DORAN, ISABELLE DORAN, GUY GOSSELIN, THERESE GOSSELIN, MARCEL ROY, SANDRA ROY, GARY DORAN, JOCELYNE DORAN, JEAN NICOLET, ELAINE NICOLET, ROGER COUILLARD, LOUISE COUILLARD, GERARD MAURE, LOUIS HEBERT, YVONNE HEBERT, ALFRED TOEWS, DORIS TOEWS, NORMAN DUFRESNE, LUCIE DUFRESNE, RAYMOND DALLAIRE, GISELE DALLAIRE, LEO ROBY, LORRAINE ROBY, NORMAN ROCHON, LINA ROCHON, RENE BOISVERT, RAYMOND BOISVERT, LORRRRAINE BOISVERT, EDNA BOISVERT, MICHAEL PARADIS, LISE PARADIS, CHARLES BOUCHARD, ROMEO LAVOIE, ROBERT LAMBERT, CECILE LAMBERT, TRACEY BEAUDETTE, MICHEL BLAIS, NOBEL GABRIEL, REGINALD BOUCHARD, ANNETTE BOUCHARD, DANIEL LAVOIE, SIMON LAVOIE, LAURENT LAVOIE, GABRIEL BENOIT, LORRAINE BENOIT, 1020590 ALBERTA LTD., 966567 ALBERTA LTD. AND 1360109 ALBERTA LTD.,

DEFENDANTS

SECOND SASKATCHEWAN REPORT OF THE INTERIM RECEIVER

A. PURPOSE OF THE REPORT

1. Meyers Norris Penny Limited (“MNP”) in its capacity as Interim Receiver of Liberty Manor Developments Ltd. (the “Receiver”) is submitting its Second Saskatchewan Report to the Court (the “Second Report”) to:
2. Provide the Court with an overview of the various property subject to the Receivership estate;
3. Provide the Court with a recommendation as to how to distribute the Receiver’s first charge on a pro rata basis amongst the various properties in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person; and
4. Provide the Court with information pertaining to the registered secured interests on the property located at 510 University Park Drive, Regina legally described as Block G Plan 101875530 (the “Mortgaged Land”) and how the proposed Offer to Purchase could affect those secured interests.

B. BACKGROUND

1. Pursuant to a July 20, 2010 Court of Queen’s Bench of Alberta Order (the “Interim Receivership Order”), MNP was appointed Interim Receiver of the Debtor, including the mortgagor, Liberty Manor Developments Ltd. (formerly known as 101130281 Saskatchewan Ltd.).
2. The Interim Receivership Order was recognized in Saskatchewan pursuant to an October 27, 2010 Court of Queen’s Bench of Saskatchewan Order (the “Saskatchewan Order”). A copy of the Saskatchewan Order is attached as Schedule “A”.

3. In accordance with the terms of the Interim Receivership Order (paragraph 3), the Receiver is empowered to:
 - (a) Receive and control all proceeds arising out of the Property;
 - (b) Take steps to preserve, protect and maintain control of the Property;
 - (c) Receive and collect all monies and accounts now owed and exercise all remedies in collecting such monies; and
 - (d) Investigate the affairs of the Debtor.
4. All actions and remedies against the Debtor are stayed except certain foreclosure actions, including the within foreclosure action (paragraph 10).

C. PROPERTY OF THE RECEIVERSHIP ESTATE

1. The property of the Receivership Estate is comprised of four (4) parcels of Real Property all in various stages of foreclosure. In accordance with Offering Memorandums used to solicit investment, units were sold in newly formed Limited Partnerships (“LPs”) and the LPs were to enter into agreements to purchase the Real Property from corporate entities owned and controlled by Dedric Robinson.

Cold Lake Estates

2. The Hills of Cold Lake Property (the “HCL Property”) is comprised of approximately one hundred and sixty (160) acres in Cold Lake, Alberta. In accordance with the Offering Memorandum, this Property was to be purchased by the Hills of Cold Lake LP (“HCLLP”) from D. Robinson & Associates Ltd. Units in the HCLLP were sold to investors, however, the sale was not completed and title to the HCL Property did not transfer to the HCLLP. The first mortgage holder has initiated foreclosure action and

the HCL Property is currently listed for sale for \$3,700,000 in accordance with an Order of the Court.

North Commons Commercial

3. The North Commons Commercial Property (the “NCC Property”) is comprised of approximately thirty-eight (38) acres in Cold Lake, Alberta. In accordance with the Offering Memorandum, the NCC Property was to be purchased by the North Commons Commercial LP (“NCCLP”) from D. Robinson & Associates Ltd. Units in the NCCLP were sold to investors, however, the sale was not completed and title to the NCC Property was not transferred to NCCLP. The first mortgage holder has initiated foreclosure action, however, the first mortgage holder and second registered security interest are disputing the value of the NCC Property and as such it has not yet been listed for sale.

University Park

4. The University Park Property (referred to in the Second Report as the “Mortgaged Lands”) is the subject of this application and is comprised of approximately six (6) acres of land in Regina, Saskatchewan. In accordance with the Offering Memorandum, the University Park LP (“UPLP”) was to purchase the Property from Liberty Manor Developments Ltd. Units in UPLP were sold to investors, however, the sale was not completed and title to the Mortgaged Lands was not transferred to the UPLP. The Mortgaged Lands are currently subject to foreclosure action and an Offer to Purchase the Property for \$4,500,000 has been submitted through the Court authorized sales process.

Windsor Hills

5. The Windsor Hills Property (the “WH Property”) is comprised of approximately thirty-nine (39) acres of land in Edmonton, Alberta. In accordance with the Offering Memorandum the Windsor Hills LP (“WHLP”) was to purchase the Property from D. Robinson and Associates Ltd. Units in WHLP were sold to investors, however, the sale was not completed and title to the WH Property was not transferred to the WHLP. The first mortgage holder has initiated foreclosure action on the Property and the Court has authorized the acceptance of an Offer to Purchase the Property for \$710,000.

D. ALLOCATION OF THE RECEIVER’S CHARGE

1. A major part of the Receiver’s duties under Interim Receivership Order, is to:
 - (a) investigate the affairs of the Debtor (the “Forensic Review”) respecting certain matters, all as defined in the Interim Receivership Order, including:
 - (i) The raising of funds pursuant to the Offering Memorandums issued for the Limited Partnership Defendants and certain of the Corporate Defendants;
 - (ii) The use and/or whereabouts of the Solicited Funds, including, without restriction, whether any of the Solicited Funds were paid to off-shore accounts; and
 - (iii) Whether any funds were received or assets purchased and acquired by the Debtor, their directors, officers, employees, or agents, arising from the Solicited Funds;
 - (b) prepare an accounting and a reconciliation of the Solicited Funds for each Limited Partnership Defendant and/or Corporate Defendant; and

- (c) recommend a course of action for the ongoing business operation of the Debtor, including whether the assets of the Debtor should be liquidated and proceeds distributed and whether the Limited Partnership Defendants are viable.
- 2. The Forensic Review involves the review and reconciliation of the historical financial transactions within nineteen (19) different corporate/partnership entities which has proven to be time consuming to date.
- 3. The Receiver has received a majority of the required banking information required for the Forensic Review and has requested from the financial institution the remainder of the required banking information to complete the Forensic Review.
- 4. Upon receipt of the remaining required banking information a significant amount of analysis will be required to prepare a Report to Court.
- 5. The Receiver has retained counsel in Alberta (the "Alberta Counsel") to represent the Receiver in Alberta Court proceedings associated with the various foreclosure actions. The Alberta Counsel has attended and opposed the sale of HCL Property and completed a cross examination of the parties filing affidavit's in support of the foreclosure action.
- 6. The Receiver proposes to allocate a \$300,000 first charge on a pro rata basis against the four (4) properties in accordance with Table 1 below:

Table 1

PROJECT PROPERTY	ESTIMATED VALUE (\$) (A)	PERCENTAGE OF TOTAL (B)	PRO RATA SHARE OF RECEIVER'S CHARGE (\$) 300,000 x (B) = (C)
University Park	4,500,000	34%	102,584
Windsor Hills	710,000	5%	16,185
North Commons (1)	4,250,000	32%	96,884
Cold Lake Estates	3,700,000	28%	84,347
Total	\$ 13,160,000	100%	\$ 300,000

Notes:

(1) The value of the North Commons property is currently being disputed and the value of \$4,250,000 is the average of two (2) appraisals completed by the disputing parties.

7. The Receiver's combined charge of \$300,000 is to fund the continued administration of the Receivership estate including the Forensic Review.
8. As the Forensic Review is not complete it is uncertain what further action the Receiver may be required to take in order to fulfill its duties under the Interim Receivership Order.
9. The Receiver's Interim Statement of Receipts and Disbursements including accrued professional fees are attached as Schedule "B" to the Second Report.

E. ANALYSIS OF PROPOSED OFFER TO PURCHASE THE MORTGAGED LANDS

1. The Offer to Purchase the Mortgaged Lands submitted by 101148645 Saskatchewan Ltd. (the “Purchaser”) is for \$4,500,000 (the “Purchase Price”).
2. The Offer to Purchase is subject to certain conditions, amongst others, associated with the environmental condition of the Mortgaged Lands:
 - The Purchaser shall complete, at its own cost, a phase II environmental assessment of the Mortgaged Lands;
 - If the Purchaser is not satisfied with the results of the phase II environmental assessment the seller shall reimburse the purchaser for any third party costs associated with the completion of the phase II environmental report up to a maximum of \$50,000 plus taxes; and
 - Purchase Price adjustment based upon estimated costs of remediation to bring the property to a status eligible for development permits.
3. The Purchase Price is the same value offered for the Mortgaged Lands as the Offer to Purchase referenced in the Receiver’s First Report Court. The Receiver is of the opinion that Purchase Price is fair market value for the Mortgaged Lands.
4. Attached as Schedule “C” to the Second Report is a list of the known secured interests in the Mortgaged Lands based upon information provided to the Receiver by the parties registered on title, an August 6, 2010 Province of Saskatchewan Land Titles Registry Title Search of the Mortgaged Lands and in accordance with the Receiver’s proposed pro rata distribution of the Receiver’s charge. The total value of the known

secured interests in the Mortgaged Lands is \$7,550,794 (not including the potential \$50,000 secured interest included in the Offer to Purchase).

5. The Receiver has reviewed and agrees with the balance claimed to be owing to Morbank Financial Inc., the first mortgage holder. The Receiver has received additional information on some, but not all, of the remaining charges registered on title of the Mortgaged Lands.
6. The total amount of secured interests in the property exceed the Purchase Price by approximately \$3,050,794 (\$4,500,000 - \$7,550,794).
7. An analysis of the potential proceeds available for distribution, assuming the Purchase Price is not adjusted for environmental remediation, is attached as Schedule "D". Under this scenario approximately \$957,194 would be available for the secured interests after payment in full of the selling costs, property taxes, first mortgage and Receiver's charge.
8. An analysis of the potential proceeds available for distribution, assuming the Purchase Price is reduced by \$150,000 in consideration for the costs associated with environmental remediation, is attached as Schedule "E". Under this scenario approximately \$807,194 would be available for the secured interests after payment in full of the selling costs, property taxes, first mortgage and Receiver's charge.

F. CONCLUSION

1. The Receiver seeks the Courts approval in distributing on a pro rata basis a \$300,000 Receiver's Charge as outlined in Table 1 of the Second Report to Court.


2. The Receiver supports the acceptance of the Offer to Purchase submitted by 101148645 Saskatchewan Ltd.

Dated at the City of Edmonton, in the Province of Alberta, this 21st day of January, 2011.

Respectively Submitted,

MEYERS NORRIS PENNY LIMITED
In its capacity as Interim Receiver of
LibertyGate et al
And not in its personal capacity

Per: _____


Eric Sirrs, CIRP, Trustee
Vice President

Q.B.G. No. 1256 of 2010

IN THE QUEEN'S BENCH
JUDICIAL CENTRE OF REGINA

BETWEEN:

MORBANK FINANCIAL INC.,

DUPLICATE ORIGINAL

PLAINTIFF

- and -

LIBERTY MANOR DEVELOPMENTS LTD., DEDRIC J. ROBINSON, D. ROBINSON ASSETS INC., D. ROBINSON & ASSOCIATES INC., PATTISON MGM ARCHITECTURAL SERVICES LTD., KONSCIOUS CORP., G & J GP INC., QUOREX CONSTRUCTIONAL LTD., 1488098 ALBERTA LTD., DANIEL CHAREST, SUZANNE CHAREST, DENIS GAGNON, LORRAINE GAGNON, PAUL ROCHON, WINNIE ROCHON, PAUL GUENETTE, MICHELINE GUENETTE, RICHARD GUINDON, CARMEN GUINDON, RICHARD BOUVIER, ALICE BOUVIER, MICHEL WOLFE, KAREN WOLFE, WILLIE COUTURE, RAYN COUTURE, AURELE DORAN, ISABELLE DORAN, GUY GOSSELIN, THERESE GOSSELIN, MARCEL ROY, SANDRA ROY, GARY DORAN, JOCELYNE DORAN, JEAN NICOLET, ELAINE NICOLET, ROGER COUILLARD, LOUISE COUILLARD, GERARD MAURE, LOUIS HEBERT, YVONNE HEBERT, ALFRED TOEWS, DORIS TOEWS, NORMAN DUFRESNE, LUCIE DUFRESNE, RAYMOND DALLAIRE, GISELE DALLAIRE, LEO ROBY, LORRAINE ROBY, NORMAN ROCHON, LINA ROCHON, RENE BOISVERT, RAYMOND BOISVERT, LORRRRAINE BOISVERT, EDNA BOISVERT, MICHAEL PARADIS, LISE PARADIS, CHARLES BOUCHARD, ROMEO LAVOIE, ROBERT LAMBERT, CECILE LAMBERT, TRACEY BEAUDETTE, MICHEL BLAIS, NOBEL GABRIEL, REGINALD BOUCHARD, ANNETTE BOUCHARD, DANIEL LAVOIE, SIMON LAVOIE, LAURENT LAVOIE, GABRIEL BENOIT, LORRAINE BENOIT, 1020590 ALBERTA LTD., 966567 ALBERTA LTD. AND 1360109 ALBERTA LTD.,

DEFENDANTS

- and -

MEYERS NORRIS PENNY LIMITED

APPLICANT

ORDER

BEFORE THE HONOURABLE) WEDNESDAY, THE 27th DAY
Mr. JUSTICE T.C. ZARZECZNY) OF OCTOBER, 2010.
IN CHAMBERS)

UPON THE APPLICATION of Diana K. Lee, counsel on behalf of the Applicant, Meyers Norris Penny Limited, and upon hearing read the Affidavit of Eric Sirrs and a Brief of Law on behalf of Meyers Norris Penny Limited, all filed:

IT IS HEREBY ORDERED that the Interim Receivership Order (the "Interim Receivership Order") of Mr. Justice G.A. Verville of the Court of Queen's Bench of Alberta dated July 20, 2010, whereby Meyers Norris Penny Limited was appointed the Interim Receiver of the Debtor, as defined in the said Order (which Debtor includes Liberty Manor Developments Ltd., the mortgagor in the within foreclosure action), a copy of which is hereto attached as Schedule "A", is hereby recognized in Saskatchewan;

AND IT IS HEREBY ORDERED that on an application for an Order for distribution of any proceeds arising from a judicial sale in the within foreclosure action, Meyers Norris Penny Limited, as Interim Receiver, shall provide a report to the court respecting the claims made against the said proceeds and at that time the amount and the priority of the Receiver's Charge (found in paragraph 17 of the Interim Receivership Order) will be considered, subject to the priority payments set out in the Order Nisi for Judicial Sale in the within action.

ISSUED at the City of Regina, in the Province of Saskatchewan, this 30th day of November, 2010.

DI 
LOCAL REGISTRAR

This Order was delivered by:

KANUKA THURINGER LLP
Barristers and Solicitors
1400 - 2500 Victoria Avenue
Regina, Saskatchewan
S4P 3X2

Address for Service: Same as above
Telephone: (306) 525-7200
Fax: (306) 359-0590
Lawyer in Charge of File: Diana K. Lee
25120-0025/jjh
DM 522388 v2

LibertyGate - Interim Receivership
Interim Statement of Receipts and Disbursements
For the Period July 20, 2010 to January 21, 2011

	Jul 20, 2010 to Dec 10, 2010	Variance during period	July 20, 2010 to Jan 21, 2011
RECEIPTS:			
Proceeds of Sale (1)	\$ 43,559.43	-	\$ 43,559.43
Cash on Hand	8,907.65	-	8,907.65
TOTAL RECEIPTS:	52,467.08	-	52,467.08
DISBURSEMENTS:			
Filing Fees Paid to Official Receiver	70.00	-	70.00
Insurance	780.00	260.00	1,040.00
TOTAL DISBURSEMENTS:	850.00	260.00	1,110.00
 Net Proceeds before Receivers Fees and Disbursements	 51,617.08	 (260.00)	 51,357.08
INTERIM RECEIVER'S FEES AND DISBURSEMENTS (2)			
Interim Receiver's Fees	64,790.40	8,545.60	73,336.00
GST on Interim Receiver's Fees	3,239.52	427.28	3,666.80
Legal Fees	-		22,216.62
Courier and Postage	16.76	77.65	94.41
Administrative Fee	3,239.52	427.28	3,666.80
Mileage	47.09	-	47.09
Software License Fee	150.00	-	150.00
Search Fees	125.05	-	125.05
	71,608.34	31,694.43	103,302.77
 Excess funds available after Fees and Disbursements	 \$ (19,991.26)	 \$ (31,954.43)	 \$ (51,945.69)

Notes

- The proceeds of sale represent funds held in a lawyers trust account from the sale of property prior to the appointment of the Interim Receiver. Counsel for a realtor has advised the Interim Receiver that they hold an interest in the amount of \$43,341.78 for the commissions from the sale of the property.
- The Interim Receiver's Fees and Disbursements represent accrued costs to date and have not been paid from the estate.

SCHEDULE "C"

Secured Interest	Registration date	Value of Secured Interest (\$)
City of Regina (Property Taxes)		73,570.80
Realtor Commissions		173,250.00
Realtor Commissions		49,500.00
Judicial Sale Officer		11,407.50
Morbank Financial Inc.	16-Sep-09	3,132,493.02
Receiver's Charge (1)		102,584.00
Pattison MGM Architectural Services Ltd.	16-Dec-09	536,037.38
Konscious Corp	01-Feb-10	174,000.00
G & J GP Inc.	01-Mar-10	unknown
Quorex Construction Ltd.	05-Mar-10	21,552.00
1488098 Alberta Ltd.	09-Mar-10	500,000.00
Equity Investors (2)	04-May-10	unknown
1360109 Alberta Ltd.	17-May-10	2,750,000.00
Blakely & Dushenski	14-Jul-10	26,400.00
10148645 Sask. Ltd.	07-Oct-10	unknown
Total known charges		7,550,794.70

Notes:

- (1) The Receiver's Charge of \$102,584 is in accordance with the Receiver's proposed pro rata distribution.
- (2) The Equity Investor's represents a miscellaneous interest registered by a group of equity investors in the University Park Project.

SCHEDULE "D"

	Gross Proceeds (\$) (A)	Secured Interest (\$) (B)	Net Proceeds (\$) (C) = (A) - (B)
Sales Proceeds	4,500,000.00		4,500,000.00
Less Secured Interests:			
City of Regina (Property Taxes)	4,500,000.00	(73,570.80)	4,426,429.20
Realtor Commissions	4,426,429.20	(173,250.00)	4,253,179.20
Realtor Commissions	4,253,179.20	(49,500.00)	4,203,679.20
Judicial Sale Officer	4,203,679.20	(11,407.50)	4,192,271.70
Morbank Financial Inc.	4,192,271.70	(3,132,493.02)	1,059,778.68
Receiver's Charge (1)	1,059,778.68	(102,584.00)	957,194.68
Pattison MGM Architectural Services Ltd.		(536,037.38)	
Konscious Corp	-	(174,000.00)	
G & J GP Inc.		unknown	
Quorex Construction Ltd.	-	(21,552.00)	
1488098 Alberta Ltd.		(500,000.00)	
Equity Investors		unknown	
1360109 Alberta Ltd.		(2,750,000.00)	
Blakely & Dushenski		(26,400.00)	
10148645 Sask. Ltd.		unknown	

Notes:

(1) The Receiver's Charge of \$102,584 is in accordance with the Receiver's proposed pro rata distribution.

SCHEDULE "E"

	Gross Proceeds (\$)	Secured Interest (\$)	Net Proceeds (\$)
	(A)	(B)	(C) = (A) - (B)
Sales Proceeds	4,500,000.00		4,500,000.00
Less Adjustment for Remediation	4,500,000.00	(150,000.00)	4,350,000.00
Less Secured Interests:			
City of Regina (Property Taxes)	4,350,000.00	(73,570.80)	4,276,429.20
Realtor Commissions	4,276,429.20	(173,250.00)	4,103,179.20
Realtor Commissions	4,103,179.20	(49,500.00)	4,053,679.20
Judicial Sale Officer	4,053,679.20	(11,407.50)	4,042,271.70
Morbank Financial Inc.	4,042,271.70	(3,132,493.02)	909,778.68
Receiver's Charge (1)	909,778.68	(102,584.00)	807,194.68
Pattison MGM Architectural Services Ltd.		(536,037.38)	
Konscious Corp	-	(174,000.00)	
G & J GP Inc.		unknown	
Quorex Construction Ltd.	-	(21,552.00)	
1488098 Alberta Ltd.	-	(500,000.00)	
Equity Investors		unknown	
1360109 Alberta Ltd.		(2,750,000.00)	
Blakely & Dushenski		(26,400.00)	
10148645 Sask. Ltd.		unknown	

Notes:

- (1) The Receiver's Charge of \$102,584 is in accordance with the Receiver's proposed pro rata distribution.