



MEYERS NORRIS PENNY LIMITED

June 15, 2009

To the Creditors of
333274 Alberta Ltd.

We hereby enclose the following documents with respect to the Bankruptcy of
333274 Alberta Ltd.:

1. Notice of Bankruptcy and First Meeting of Creditors;
2. Statement of Affairs;
3. Instructions to Creditors Respecting Proof of Claim Forms;
4. Scheme of Distribution Re: Priority Creditors;
5. Proof of Claim and Proxy Form.

If you should have any questions with respect to this Bankruptcy please contact our office at
403.538.3187

Yours very truly,

Meyers Norris Penny Limited
In its capacity as Trustee of the Estate of
333274 Alberta Ltd., a bankrupt
And not in its personal capacity

Enclosure



FINANCIAL ADVISORS & TRUSTEES IN BANKRUPTCY
SUITE 300, 622 - 5TH AVE. S.W., CALGARY, AB T2P 0M6
1-877-500-0792 PH. (403) 538-3187 FAX (403) 537-8437 www.mnpdebt.ca

District of: Alberta
Division No. 02 - Calgary
Court No. 25-093782
Estate No. 25-093782

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

Take notice that:

1. A bankruptcy order was made against 333274 Alberta Ltd. on the 26th day of May 2009, 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 15th day of July 2009, at 11:30 o'clock AM, at the office of Meyers Norris Penny Limited, 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 15th day of June 2009.

Meyers Norris Penny Limited - Trustee

Per:



Verne Wood

300, 622 - 5 Avenue SW

Calgary AB T2P 0M6

Phone: (403) 538-3187 Fax: (403) 537-8437

District of: Alberta
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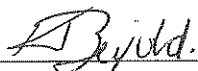
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Verne Wood

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

District of: Alberta
 Court No. 02 - Calgary
 Court No.
 Estate No.

- FORM 78 -
 Statement of Affairs (Business Bankruptcy)
 (Paragraph 158(d) of the Act)

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 26th day of May 2009. When completed, this Form and the applicable attached lists will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

| LIABILITIES (As stated and estimated by the officer) | | ASSETS (As stated and estimated by the officer) | |
|--|------|--|------|
| 1. Unsecured creditors as per list "A" | 0.00 | 1. Inventory | 0.00 |
| Balance of claims unsecured as per list "A" .. | 3.00 | 2. Trade fixtures, etc. | 0.00 |
| Total unsecured creditors. | 3.00 | 3. Accounts receivable and other receivables, as per list "E" | |
| 2. Secured creditors value of security as per list "B" | 1.00 | Good | 0.00 |
| 3. Preferred creditors as per list "C" | 0.00 | Doubtful | 0.00 |
| 4. Contingent, trust claims or other liabilities as per list "D" | 0.00 | Bad | 0.00 |
| estimated to be reclaimable for | | Estimated to produce. | 0.00 |
| Total liabilities. | 4.00 | 4. Bills of exchange, promissory note, etc., as per list "F" ... | 0.00 |
| Surplus. | nil | 5. Deposits in financial institutions | 0.00 |
| | | 6. Cash | 0.00 |
| | | 7. Livestock | 0.00 |
| | | 8. Machinery, equipment and plant | 0.00 |
| | | 9. Real property or immovable as per list "G" | 0.00 |
| | | 10. Furniture | 0.00 |
| | | 11. RRSP, 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" | 1.00 |
| | | 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 | 1.00 |
| | | Deficiency | 3.00 |

I, _____ of _____ in the Province of _____, 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 26th day of May 2009 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with section 67 of the Act.

SWORN (or SOLEMNLY DECLARED)
 before me at the city of Calgary in the Province of Alberta,
 on this 2nd day of June 2009.

 Officer

District of Alberta
Division No. 02 - Calgary
Court No.
Estate No.

- FORM 78 -- Continued -

List "A"
Unsecured Creditors
333274 Alberta Ltd.

| No. | Name of creditor | Address | Unsecured Claim | Balance of Claim Un | Total Claim |
|--------|---|--|-----------------|---------------------|-------------|
| 1 | CIT Business Credit Canada Inc. | 207 Queen's Quay West, Suite 700 Toronto ON M5J 1A7 | 0.00 | 1.00 | 1.00 |
| 2 | Pollart Holdings Ltd. | 499 - 1 Street SE Medicine Hat AB T1A 0A7 | 0.00 | 1.00 | 1.00 |
| 3 | Remington Tire Distributors (1977) Ltd. | c/o Pricewaterhousecoopers Inc. 10088 - 102 Avenue, 1501 Tor. Dom. Tower Edmonton AB T5J 2Z1 | 0.00 | 1.00 | 1.00 |
| Total: | | | 0.00 | 3.00 | 3.00 |

02-Jun-2009

Date

Officer

District of Alberta
 Division No. 02 - Calgary
 Court No.
 Estate No.

- FORM 78 -- Continued -

List "B"
 Secured Creditors

333274 Alberta Ltd.

| 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 | CIT Business Credit Canada Inc. | 207 Queen's Quay West, Suite 700 Toronto ON M5J 1A7 | 1.00 | Other - Surplus funds from receivershp | | 0.00 | | 1.00 |
| 2 | CIT Subordinated Debt Fund (III) Limited Partnership Attn: Jeremy Hockin | c/o Parlee McLaws LLP, 1500, 10180 - 101 Street Edmonton AB T5J 4K1 | 1.00 | Other - Surplus funds from receivershp | | 1.00 | | |
| 3 | Poffart Holdings Ltd. | 499 - 1 Street SE Medicine Hat AB T1A 0A7 | 1.00 | Other - Surplus funds from receivershp | | 0.00 | | 1.00 |
| 4 | Remington Tire Distributors (1977) Ltd. | c/o Pricewaterhousecoopers Inc. 10088 - 102 Avenue, 1501 Tor. Dom. Tower Edmonton AB T5J 2Z1 | 1.00 | Other - Surplus funds from receivershp | | 0.00 | | 1.00 |
| Total: | | | 4.00 | | | 1.00 | 0.00 | 3.00 |

02-Jun-2009

Date

Officer

District of Alberta
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- FORM 78 -- Continued -

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

333274 Alberta Ltd.

| 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 |
|--------|------------------|------------------------|-----------------|-----------------------------------|-----------------|------------------------|---------------------------------|
| Total: | | | | | 0.00 | 0.00 | 0.00 |

02-Jun-2009

Date

Officer

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Estate No.

- FORM 78 -- Continued -

List "D"
Contingent or Other Liabilities

333274 Alberta Ltd.

| 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 | | |

02-Jun-2009

Date

Officer

District of Alberta
 Division No. 02 - Calgary
 Court No.
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- FORM 78 - Continued -

List "E"
 Debts Due to the Bankrupt
 333274 Alberta Ltd.

| 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 |
|-----|----------------|------------------------|----------------|--------------------------------------|--|-----------------|----------------------|---|
| | | | Total: | 0.00 0.00 0.00 | | | 0.00 | |

02-Jun-2009

Date

Officer

District of Alberta
Division No. 02 - Calgary
Court No.
Estate No.

- FORM 78 - Continued -

List "F"

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

333274 Alberta Ltd.

| 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 | |

02-Jun-2009

Date

Officer

District of Alberta
Division No. 02 - Calgary
Court No.
Estate No.

- FORM 78 -- Continued -

List "G"
Real Property or Immovable Owned by Bankrupt

333274 Alberta Ltd.

| Description of property | Nature of bankrupts 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 |

02-Jun-2009

Date

Officer

District of Alberta
 Division No. 02 - Calgary
 Court No.
 Estate No.

- FORM 78 - Concluded -

List "H"
 Property

333274 Alberta Ltd.

FULL STATEMENT OF PROPERTY

| Nature of Property | Location | Details of property | Original cost | Estimated to produce |
|---|----------|--------------------------------|---------------|----------------------|
| (a) Stock-in-trade | | | 0.00 | 0.00 |
| (b) Trade fixtures, etc. | | | 0.00 | 0.00 |
| (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 | 0.00 |
| (g) Furniture | | | 0.00 | 0.00 |
| (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 | | Surplus funds from receivershp | 0.00 | 1.00 |
| | | | Total: | 1.00 |

02-Jun-2009

Date

Officer

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.

District of: Alberta
Court No. 02 - Calgary
Court No. 25-093782
Estate No. 25-093782

FORM 31 / 36
Proof of Claim / Proxy

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

In the matter of the bankruptcy of 333274 Alberta Ltd. of the city of Edmonton in the Province of Alberta and the claim of _____, creditor.

I, _____, of the city of _____, a creditor in the above matter, hereby appoint the trustee identified below or _____, of _____, to be my proxyholder in the above matter, except as to the receipt of dividends, _____ (with or without) power to appoint another proxyholder in his or her place.
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 26th day of May 2009, and still is, indebted to the creditor in the sum of \$ _____, as specified in the statement of account (or affidavit or solemn declaration) 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 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.)

G. 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

Individual Creditor

Witness

Name of Corporate Creditor

Per _____
Name and Title of Signing Officer

Return To:

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

Meyers Norris Penny Limited - Trustee
Per:

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

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.