

IN THE COURT OF QUEEN'S BENCH FOR SASKATCHEWAN  
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE APPOINTMENT OF AN  
INTERIM RECEIVER UNDER SECTION 47 OF THE  
*BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c.B-3

BETWEEN:

**SASKATCHEWAN TELECOMMUNICATIONS,**

APPLICANT

- and -

**WIRELESS AGE COMMUNICATIONS LTD.  
and  
WIRELESS SOURCE DISTRIBUTION LTD.,**

RESPONDENTS

**AFFIDAVIT OF MICHAEL ANDERSON**

I, MICHAEL ANDERSON, of the City of Regina, Saskatchewan, Chief Financial Officer, MAKE OATH AND SAY AS FOLLOWS, THAT:

1. I am the Chief Financial Officer of the Applicant, Saskatchewan Telecommunications ("SaskTel"), and as such I have personal knowledge of the facts and matters hereinafter deposed to, except where stated to be on information and belief and where so stated, I believe the same to be true.
2. I make this affidavit supplemental to my affidavits sworn on January 8, 2009 and January 20, 2009 each of which has previously been filed in these proceedings.
3. By letter from MacPherson Leslie & Tyerman LLP ("MLT"), counsel for SaskTel, dated on or about January 28, 2009, SaskTel terminated the Repayment Agreement with Wireless Age

Communications Ltd. (“Wireless Age”) and Wireless Source Distribution Ltd. (“Wireless Source”), a copy of which Repayment Agreement was attached as Exhibit B to my January 8<sup>th</sup> Affidavit.

4. Attached hereto and marked as Exhibit “A” is a true copy of the said letter of January 28, 2009.

5. By letters from MLT dated on or about January 28, 2009, SaskTel demanded payment from Wireless Age and Wireless Source with respect to the guarantees each of Wireless Age and Wireless Source had executed in favour of SaskTel.

6. Attached hereto and marked as Exhibit “B” are true copies of the demand letters respecting the Guarantees of Wireless Age and Wireless Source.


7. By letter dated January 30, 2009, Meyers Norris Penny Limited (“MNP”), in its capacity as Interim Receiver pursuant to the order of this Honourable Court dated January 9, 2009, consented to SaskTel taking enforcement proceedings against Wireless Age and Wireless Source in accordance with Paragraph 7 of the said Order.

8. Attached hereto and marked as Exhibit “C” is a true copy of the letter from MNP dated January 30, 2009.

9. If this Honourable Court grants the application of SaskTel to have MNP appointed as Receiver and Manager of Wireless Age and Wireless Source, it is SaskTel’s intention that the business of each continue to operate normally and retain as many of the existing employees as possible. It is the further intention of SaskTel that the Receiver proceed with a marketing process whereby a buyer for the business operations of Wireless Age and Wireless Source be found and the business operations be transferred to such buyer as a going concern. SaskTel believes that this will maximize the value of recovery for the benefit of all stakeholders.

10. I make this affidavit in support of the application by SaskTel for an order appointing MNP as the Receiver and Manager of respect of Wireless Age and Wireless Source.

**SWORN BEFORE ME** at the City of Regina, )  
in the Province of Saskatchewan, this 30<sup>th</sup> )  
day of January, 2009. )  
)  
)  
)

  
\_\_\_\_\_

A Commissioner of Oaths in and for the  
Province of Saskatchewan.

  
\_\_\_\_\_

**MICHAEL ANDERSON**

*AM* My commissioner expires: *AM*  
or Being a Solicitor.

This Affidavit was delivered by:  
  
MacPHERSON LESLIE & TYERMAN LLP  
Barristers & Solicitors  
1500 – 1874 Scarth Street  
Regina, Saskatchewan S4P 4E9  
  
whose address for service is same as above.  
Lawyer in charge of file: Conrad D. Hadubiak  
Telephone Number: (306) 347-8447  
Fax Number: (306) 352-5250



**MACPHERSON LESLIE  
& TYERMAN LLP  
LAWYERS**

This is Exhibit *"A"* referred to in the affidavit of *Michael Anderson* Sworn before me at *Regina* in the Province of Saskatchewan, this *30<sup>th</sup>* day of *January*, A.D. *2009*  
*Conrad D. Hadubiak*  
A Commissioner for Oaths in and for Saskatchewan.

**REGINA OFFICE:**  
1500 - 1874 Scarth Street  
Regina Saskatchewan  
Canada S4P 4E9  
T: (306) 347-8000  
F: (306) 352-5250  
W: www.mlt.com

January 29, 2009

**SENT VIA FAX**

Wireless Source Distribution Ltd.  
1401 Broad Street  
Regina, SK S4R 1Y8  
**Attention: Allen Cowie**  
(751-7726)

Wireless Age Communications Inc. & Communications Ltd.  
4565 King Road, Suite 102  
King City, ON L7B 1M3  
**Attention: Gary Hokkanen**  
(905-833-9847)

Newlook Industries Corp.  
144 Front St. West, Suite 700,  
Toronto, ON M5J 2L7  
**Attention: Gary Hokkanen**  
(722-7363)

Dear Sirs:

**Re: Wireless Age Communications Inc. & Wireless Source Distribution Ltd.  
- Default and Termination of Repayment Agreement**  
**Our File: 2678.45**

As you know, we are the solicitors for Saskatchewan Telecommunications.

We write to advise that effective immediately the Repayment Agreement dated October 23, 2008 between SaskTel and Wireless Age and Wireless Source is terminated and, in accordance with Article 7.2 of the said Repayment Agreement, SaskTel will forthwith take all steps it deems necessary to enforce repayment of the Indebtedness as defined in the Repayment Agreement.

Yours truly,

**MacPherson Leslie & Tyerman LLP**

Per: *Conrad D. Hadubiak*  
Conrad D. Hadubiak

CDH/caf

- c.c. John Meldrum - SaskTel
- Ian Schofield - Myers Norris Penny
- J. Hesje, Q.C. - McKercher, LLP

*My Appointment expires  
Can Being a solicitor*

**Conrad D. Hadubiak**  
Direct Line: (306) 347-8447  
E-mail: CHadubiak@mlt.com



MACPHERSON LESLIE  
& TYERMAN LLP  
LAWYERS

This is Exhibit <sup>"B"</sup> referred to in the  
affidavit of Michael Anderson  
Sworn before me at Regina  
in the Province of Saskatchewan, this 30<sup>th</sup> day  
of January A.D. 2009

REGINA OFFICE:  
1500 - 1874 Scarth Street  
Regina Saskatchewan  
Canada S4P 4E9  
T: (306) 347-8000  
F: (306) 352-5250  
W: www.mlt.com

Conrad D. Hadubiak  
A Commissioner for Oaths in and for Saskatchewan.  
~~My Appointment expires~~  
and being a solicitor

Conrad D. Hadubiak  
Direct Line: (306) 347-8447  
E-mail: CHadubiak@mlt.com

January 29, 2009

SENT VIA FAX (751-7726)

Wireless Source Distribution Ltd.  
1401 Broad Street  
Regina SK S4Y 1Y8

Attention: Allen Cowie

Dear Sir:

Re: **Wireless Source – Guarantee of Indebtedness**  
Our File: **2678.45**

As you know, we are the solicitors for Saskatchewan Telecommunications (“SaskTel”).

On behalf of our client, we write to advise that Wireless Age is in default of its obligations to SaskTel pursuant to a Repayment Agreement, dated October 23, 2008. SaskTel hereby demands payment of Wireless Source Distribution Ltd., in the amount of \$5,866,070.58 together with interest on the said sum from and after December 31, 2008 at the rate of 1 percent per month compounded monthly.

This demand is made in accordance with the express provisions of a continuing Guarantee and Postponement of Claim dated January 9, 2006.

Payment must be made by certified cheque or money order payable to Saskatchewan Telecommunications. If payment is not made within five days of this letter, SaskTel will take whatever action it deems necessary.

Yours truly,

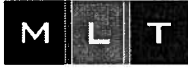
**MacPherson Leslie & Tyerman LLP**

Per:   
Conrad D. Hadubiak

CDH/caf

c.c. John Meldrum – SaskTel  
Ian Schofield - Myers Norris Penny

J. Hesje, Q.C. – McKercher, LLP  
G. Hokkanen – Wireless Age Communications Ltd.



**MACPHERSON LESLIE  
& TYERMAN LLP  
LAWYERS**

This is Exhibit <sup>"B"</sup>..... referred to in the  
affidavit of Michael Anderson  
Sworn before me at .....  
in the Province of Saskatchewan, this.....day  
of..... A.D.....

.....  
A Commissioner for Oaths in and for Saskatchewan  
My Appointment expires

**REGINA OFFICE:**  
1500 - 1874 Scarth Street  
Regina Saskatchewan  
Canada S4P 4E9  
T: (306) 347-8000  
F: (306) 352-5250  
W: www.mlt.com

January 29, 2009

**SENT VIA FAX (905) 833-9847**

Wireless Age Communications Ltd.  
4565 King Road, Suite 102  
King City ON L7B 1M3

**Attention: Gary Hokkanen**

Dear Sir:

**Re: Wireless Age – Guarantee of Indebtedness**  
**Our File: 2678.45**

As you know, we are the solicitors for Saskatchewan Telecommunications (“SaskTel”).

On behalf of our client, we write to advise that Wireless Source is in default of its obligations to SaskTel pursuant to a Repayment Agreement, dated October 23, 2008. SaskTel hereby demands payment of Wireless Age Communications Ltd., in the amount of \$5,866,070.58 together with interest on the said sum from and after December 31, 2008 at the rate of 1 percent per month compounded monthly.

This demand is made in accordance with the express provisions of a continuing Guarantee and Postponement of Claim dated January 9, 2006 and a guarantee dated October 23, 2008.

Payment must be made by certified cheque or money order payable to Saskatchewan Telecommunications. If payment is not made within five days of this letter, SaskTel will take whatever action it deems necessary.

Yours truly,

**MacPherson Leslie & Tyerman LLP**

Per:   
Conrad D. Hadubiak

CDH/caf

- c.c. John Meldrum - SaskTel
- Ian Schofield - Myers Norris Penny
- J. Hesje, Q.C. – McKercher, LLP

**Conrad D. Hadubiak**  
Direct Line: (306) 347-8447  
E-mail: CHadubiak@mlt.com



MEYERS NORRIS PENNY LIMITED

January 30, 2009

**MacPherson Leslie & Tyerman LLP**  
1500-1874 Scarth Street  
Regina, Saskatchewan  
S4P 4E9

**Attention: Conrad Hadubiak**

This is Exhibit C referred to in the affidavit of Michael Anderson Sworn before me at Regina in the Province of Saskatchewan, this 30<sup>th</sup> day of January A.D. 2009  
Carl Hall  
A Commissioner for Oaths in and for Saskatchewan.  
My Appointment expires  
Carl Being a solicitor on

Dear Sir:

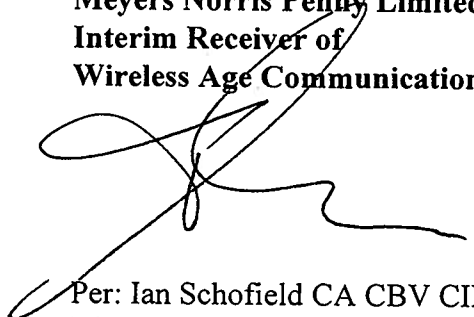
**Re: In the matter of the Interim Receivership of Wireless Age Communications Ltd. and Wireless Source Distribution Ltd.**

In accordance with Paragraph 7 of the Interim Receivership Order granted by the Court of Queen's Bench on January 9, 2009, the Interim Receiver hereby consent to Saskatchewan Telecommunications:

- (a) sending a notice to Wireless Age and Wireless Source terminating the Repayment Agreement dated October 23, 2008; and
- (b) demanding payment of Wireless Age and Wireless Source pursuant to guarantees dated January 9, 2006 and October 23, 2008."

Yours truly,

**Meyers Norris Penny Limited**  
**Interim Receiver of**  
**Wireless Age Communications Ltd. and Wireless Source Distribution Ltd.**

  
Per: Ian Schofield CA CBV CIRP  
Direct Phone (306) 790-7904