

Court No. _____
Estate No. _____

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

MEMORANDUM TO THE PRESIDING JUDGE IN BANKRUPTCY COURT

THIS IS AN EX PARTE APPLICATION by the Applicant, Saskatchewan Telecommunications ("SaskTel"), to the presiding judge in Bankruptcy Court. This application is brought pursuant to Section 47 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 (the "BIA"), for an order appointing Meyers Norris Penny Limited. as interim receiver for the property of Wireless Age Communications Ltd. ("Wireless Age") and Wireless Source Distributions Ltd. ("Wireless Source").

THIS APPLICATION is brought on the following grounds, that:

1. Section 47 of the BIA allows the Court to appoint an interim receiver where the court is satisfied that a Notice of Intention to enforce Security is about to be sent or has been sent.
2. Wireless Age and Wireless Source are indebted to SaskTel in the amount of \$5,866,070.58 as of December 31, 2008 (the "Indebtedness").

3. To secure repayment of the Indebtedness, SaskTel holds a security interest in all of the present and after-acquired property of Wireless Age and Wireless Source (the "Security Interest").
4. The Security Interest was originally granted by Wireless Age and Wireless Source to TCE Capital Corporation. Pursuant to an Assignment Agreement dated November 25, 2008, the Security Interest was assigned by TCE Capital Corporation to SaskTel.
5. Wireless Age and Wireless Source have jeopardized the value of the collateral covered by the Security Interest and the ability of SaskTel to recover payment of the Indebtedness by, *inter alia*:
 - (a) Withdrawing significant sums of cash from the business such that Wireless Age no longer has sufficient working capital to operate its business;
 - (b) Failing to pay its suppliers in the ordinary course of business as the debts to such suppliers have become due such that several of these suppliers have either cut Wireless Age off from further supply or put Wireless Age on a cash purchase basis only.

TO THE BEST OF SaskTel's knowledge, Wireless Age and Wireless Source are not represented by legal counsel.

THIS APPLICATION is brought ex parte on the grounds that:

1. This is an emergent situation where acting immediately to appoint an interim receiver is essential to the due and proper adjudication of the issues between the parties and for the protection of the interests of SaskTel.
2. Providing notice to the Respondents will provide them with the opportunity to pay further monies to their parent companies, Wireless Age Communications Inc. and Newlook Industries Corp.

FILED in support of this application are the following:


1. This Memorandum to the Presiding Judge in Bankruptcy Court.

2. The affidavit of Michael Anderson sworn on January 8, 2009.
3. Consent of Meyers Norris Penny Limited. to act as interim receiver.
4. Draft Order.
5. Brief of Law.
6. Such further and other material as counsel may advise and this Honourable Court may allow.

DATED at Regina, Saskatchewan, January 8, 2009.

MacPHERSON LESLIE & TYERMAN LLP

Per: _____


Conrad D. Hadubiak, counsel for the Applicant,
Saskatchewan Telecommunications

This Memorandum to the Presiding Judge was delivered by:

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