

District of: Saskatchewan
Division No. 02 - Saskatoon
Court No. 23-2329785
Estate No. 23-2329785

FORM 68
Notice of Bankruptcy, First Meeting of Creditors
(Subsection 102(1) of the Act)

Original Amended

In the matter of the bankruptcy of
102036378 Saskatchewan Ltd. o/a Spareparts
of the City of Saskatoon, in the Province of Saskatchewan

Take notice that:

1. 102036378 Saskatchewan Ltd. filed (or was deemed to have filed) an assignment on the 27th day of December 2017, and the undersigned, KPMG Inc., 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 17th day of January 2018, at 10:00 AM, at the Sheraton Cavalier, at 612 Spadina Crescent, Saskatoon, SK, S7K 3G9.

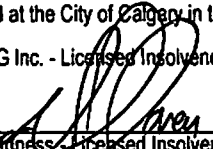
3. To be entitled to vote at the meeting, a creditor must lodge with the trustee, before the meeting, a proof of claim and, where necessary, a proxy.

4. Enclosed with this notice is a proof of claim form, proxy form, and list of creditors with claims amounting to \$25 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 2nd day of January 2018.

KPMG Inc. - Licensed Insolvency Trustee
Per:



Neil Widness - Licensed Insolvency Trustee
3100, 2035 Avenue SW
Calgary AB T2P 4B9
Phone: (403) 691-8000 Fax: (403) 691-8008

KPMG Inc.**Claims Register**

In the matter of the bankruptcy of
102036378 Saskatchewan Ltd. o/a Spareparts
of the City of Saskatoon, in the Province of Saskatchewan

Insolvency Date: 27-Dec-2017

Estate Number: 23-2329785

<i>Creditor Name</i>	<i>Proof of Claim?</i>	<i>Claim Status</i>	<i>Rank / Class</i>	<i>SOA Amount</i>	<i>Amount Filed</i>	<i>Admitted for Dividend</i>
Secured creditors						
1. BDC Capital Inc.	No	Not proved				
2. Element Financial Corporation 111518	No	Not proved				
3. Royal Bank of Canada	No	Not proved			2,397,908.00	
4. Steelcase Financial Services Ltd. 240-0034991-001	No	Not proved				
Total : Secured creditors					2,397,908.00	
Unsecured creditors						
1. 101195901 Saskatchewan Ltd	No	Not proved			1.00	
2. 20VIC Management	No	Not proved			1.00	
3. bcIMC Realty Corporation	No	Not proved			1.00	
4. BDC Capital Inc.	No	Not proved			960,000.00	
5. Cadillac Fairview	No	Not proved			1.00	
6. Canada Revenue Agency 78523 0285	No	Not proved			69,054.12	
7. Canadian Springs	No	Not proved			28.30	
8. Culligan	No	Not proved			74.74	
9. Element Financial Corporation 111518	No	Not proved			1.00	
10. FEDERAL EXPRESS CANADA LTD.	No	Not proved			7,652.73	
11. Georgia Mucha	No				1.00	
12. Government of Saskatchewan	No	Not proved			1.00	
13. Jake Kimble	No				1.00	
14. Jordy Hackenschmidt	No				200.00	
15. Kerwin Nad	No				1.00	
16. Luba Wojcichowsky	No				1.00	
17. Manitoba Finance - Taxation Division	No	Not proved			1.00	
18. Ministry of Finance-PST	No	Not proved			1.00	
19. Morguard Investmentes Limited	No	Not proved			1.00	
20. MTS	No	Not proved			175.60	
21. ND Graphics	No	Not proved			176.13	
22. Nicole Olsen	No				1.00	
23. Primaris Reit	No	Not proved			1.00	
24. Radish Networks	No	Not proved			33.30	

Claims Register for 102036378 Saskatchewan Ltd. - Concluded

Insolvency Date: 27-Dec-2017

Estate Number: 23-2329785

<i>Creditor Name</i>	<i>Proof of Claim?</i>	<i>Claim Status</i>	<i>Rank / Class</i>	<i>SOA Amount</i>	<i>Amount Filed</i>	<i>Admitted for Dividend</i>
25. Raymond Funk	No			1.00		
26. Ron Reiter	No			1.00		
27. Royal Bank of Canada	No	Not proved		1,541,639.86		
28. Sara Beatty	No			1.00		
29. SaskEnergy	No	Not proved		174.00		
30. SaskTel	No	Not proved		354.42		
31. Sharon Diep	No			1.00		
32. STAPLES ADVANTAGE	No	Not proved		1,650.35		
33. Steelcase Financial Services Ltd. 240-0034991-001	No	Not proved		3,938.56		
34. Telus	No	Not proved		503.47		
35. ULINE CANADA CORPORATION	No	Not proved		1,295.43		
36. West Edmonton Mall Property Inc.	No	Not proved		1.00		
Total : Unsecured creditors				2,586,971.01		
				Grand Total:	4,984,879.01	

FORM 31 - PROOF OF CLAIM

(Section 50.1, 81.5, 81.6, 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) (See instructions on reverse)

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

(insert creditor address) _____

In the matter of the bankruptcy of **102036378 Saskatchewan Ltd. o/a SpareParts** of Saskatoon, Saskatchewan and the claim of _____ (name of creditor), creditor. I, _____ (name of creditor or representative of the creditor), of _____ (city and province), do hereby certify:

1. That I am a creditor of the above-named debtor (or that I am _____ (state position or title) of _____ (name of creditor or representative 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 **27th** day of **December, 2017**, 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 to this debt, I do not hold any assets of the debtor as security and
(Check appropriate description)
 - () Regarding the amount of \$ _____, I do not claim a right to a priority.
 - () Regarding the amount of \$ _____, I claim a right to a priority under section 136 of the Act.
(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 (or the above-named creditor is) (or am not or is not) related to the debtor within the meaning of section 4 of the Act, and have (or has) (or have not or 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, 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 subsection 2(1) of the Act: **(provide details of payments, credits and transfers at undervalue)**
(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 _____ (city and province) this _____ day of _____, 20_____.

Signature of Witness

Signature of Creditor

Phone Number: _____

Fax Number: _____

Email 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 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.

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 **102036378 Saskatchewan Ltd. o/a SpareParts**

I, _____ (name of creditor), of _____ (name of town or city), a creditor in the above matter, hereby appoint _____, 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.

Dated at _____ (city and province) this _____ day of _____, 20_____.

Signature of Witness

Signature of Individual Creditor

Name of Witness

Name of Corporate Creditor

Per: _____
Name and Title of Signing Officer

NOTE: If a copy of this Form is sent electronically by means such as email, the name and contact information of the sender, prescribed in Form 1.1, must be added at the end of the document.

CHECKLIST FOR PROOFS OF CLAIM

This checklist is provided to assist you in preparing the proof of claim form and, if appropriate, the proxy form in a complete and accurate manner. Please check each requirement.

GENERAL

- The signature of a witness is required.
- The document must be signed by the individual completing the declaration
- Provide the complete address where all notices or correspondence are to be forwarded along with your phone number, fax number and email address where appropriate.

Notes:

- It is permissible to file a proof of claim by fax.
- A creditor may vote either in person or by proxy at any meeting of creditors if the proof of claim is filed with the trustee prior to the time appointed for the meeting.
- A quorum at any meeting of creditors is at least one creditor with a valid proof of claim in attendance in person or by proxy.
- A corporation may vote by an authorized agent or mandatary at meeting of creditors.
- In order for a duly authorized person to have a right to vote, they must be a creditor or be the holder of a properly executed proxy. The name of the creditor must appear in the proxy.
- A creditor who is participating in any distribution from an estate must have filed a proof of claim prior to the distribution being declared.
- In the case of an individual bankrupt, by checking the appropriate box or boxes at the bottom of the proof of claim form, you may request that the trustee advise you of any material change in the financial situation of the bankrupt or the amount the bankrupt is required to pay into the bankruptcy, and a copy of the trustee's report on the discharge of the bankrupt.

PARAGRAPH 1

- * Creditor must state full and complete legal name of the individual, company or firm.
- * If the individual completing the proof of claim is a representative of the creditor, the individual's position or title must be identified.

PARAGRAPH 3

- * The amount owing must be set out in paragraph 3.
- * A detailed statement of account must be attached to the proof of claim and marked "Schedule A" 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. The amount on the statement of account must correspond to the amount indicated on the proof of claim.

PARAGRAPH 4

Notes:

- Paragraph A applies to *ordinary unsecured claims*. In addition to recording the amount of the claim, please indicate whether the claim has a priority pursuant to section 136 of the Act.
- Paragraph B applies to *lessor claims* in a commercial proposal. Please ensure that the claim applies to a commercial proposal and, if so, include the full particulars of the claim.
- Paragraph C applies to *secured claims*. Please indicate the dollar value of the security and attach copies of the security document. In addition, please attach copies of the security registration documents, where appropriate.
- Paragraph D applies to *inventory claims of farmers, fishermen and aquaculturists*. Please note that such claims apply only to inventory supplied from farmers, fishermen and aquaculturists within 15 (fifteen) days of the date of bankruptcy. In addition, please attach copies of any applicable sales agreements and delivery slips.
- Paragraph E applies to *claims by wage earners*. Please note that such claims apply only for unpaid wages owed upon the bankruptcy of an employer or when the employer becomes subject to a receivership.
- Paragraph F applies to *claims by employees for unpaid amounts regarding pension plans*. Please note that such claims apply only to unremitted pension contributions outstanding when the sponsoring employer becomes bankrupt or is subject to a receivership.
- Paragraph G applies to *claims against directors*. Please note that such claims apply only to directors of corporations that have filed a commercial proposal to creditors that includes a compromise of statutory claims against directors.
- Paragraph H applies to *claims of customers of a bankrupt securities firm*. Please ensure that the claim of the customer is for net equity and, if so, include the full particulars of the claim, including the calculations upon which the claim is based.

PARAGRAPH 5

- * All claimants must indicate whether or not they are related to the debtor, as defined in section 4 of the Act, or dealt with the debtor in a non-arm's-length manner.

PARAGRAPH 6

- * All claimants must attach a detailed list of all payments or credits received or granted, as follows:
 - within the three (3) months preceding the initial bankruptcy event (including the bankruptcy or the proposal) :
 - within the twelve (12) months preceding the initial bankruptcy event (including the bankruptcy or the proposal) in the case where the claimant and the debtor were not dealing at arm's-length.

PROXY HOLDER

GENERAL:

- In order for duly authorized persons to have a right to vote, they must themselves be creditors or be the holders of a properly executed proxy. The name of the creditor must appear in the proxy.
- A creditor may vote either in person or by proxyholder.
- A proxy may be filed at any time prior to a vote at a meeting of creditors.
- A proxy can be filed with the trustee in person, by mail or by any form of telecommunication.
- A proxy does not have to be under the seal of a corporation unless required by its incorporating documents or its bylaws.
- The individual designated in a proxy cannot be substituted unless the proxy provides for a power of substitution.
- Bankrupts/debtors may not be appointed as proxyholders to vote at any meeting of their creditors.
- The trustee may be appointed as a proxyholder for any creditor.
- A corporation cannot be designated as a proxyholder.

Note:

- The Act permits a proof of claim to be made by a duly authorized representative of a creditor but, in the absence of a properly executed proxy, does not give such an individual the power to vote at the first meeting of creditors nor to act as the proxyholder of the creditors.

District of: Saskatchewan
 Division No. 02 - Saskatoon
 Court No.
 Estate No.

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
 102036378 Saskatchewan Ltd. o/a Spareparts
 of the City of Saskatoon, in the Province of Saskatchewan


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 27th day of December 2017. When completed, this form and the applicable attachments 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"	81,182.59	1. Inventory	2,392,908.00
Balance of secured claims as per list "B"	2,505,579.42	2. Trade fixtures, etc.	5,000.00
Total unsecured creditors	2,586,762.01	3. Accounts receivable and other receivables, as per list "E"	
2. Secured creditors as per list "B"	2,397,908.00	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" estimated to be reclaimable for	0.00	Bad	0.00
Total liabilities	4,984,670.01	Estimated to produce	0.00
Surplus	NIL	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	0.00
		9. Real property or immovable as per list "G"	0.00
		10. Furniture	0.00
		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"	0.00
		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	2,397,908.00
		Deficiency	2,586,762.01

I, KPMG Inc., Receiver & Manager 102036378 Saskatchewan Ltd. o/a Spareparts, of the City of Saskatoon in the Province of Saskatchewan, 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 27th day of December 2017 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 27th day of December 2017.



Kyle D. Kashuba
 Barrister & Solicitor



 KPMG Inc., Receiver & Manager
 102036378 Saskatchewan Ltd. o/a
 Spareparts