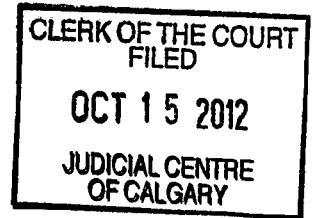


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COURT FILE NUMBER 1101-04438  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE CALGARY  
PLAINTIFF SERVUS CREDIT UNION LTD.  
DEFENDANT CALIBER SYSTEMS INC.  
IN THE MATTER OF THE RECEIVERSHIP  
OF CALIBER SYSTEMS INC.  
DOCUMENT **SIXTH REPORT OF  
PRICEWATERHOUSECOOPERS INC. IN  
ITS CAPACITY AS RECEIVER AND  
MANAGER OF CALIBER SYSTEMS INC.  
DATED OCTOBER 12, 2012**



ADDRESS FOR SERVICE AND Norton Rose Canada LLP  
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Attention: Howard A. Gorman / Kyle D. Kashuba  
File No. 280984

## INTRODUCTION

1. This report (the “Sixth Report”) is filed by PricewaterhouseCoopers Inc. (“PwC”) in its capacity as Court-appointed receiver and manager (the “Receiver”) of all of the assets, undertakings and properties of Caliber Systems Inc. (“Caliber” or the “Company”).
2. The Receiver was appointed by a Consent Receivership Order granted by the Court of Queen’s Bench of Alberta (the “Court”) on March 31, 2011. The Receivership Order was amended on May 19, 2011.
3. In preparing this Sixth Report, the Receiver has relied upon unaudited financial information, Company records, discussions with management and information obtained from the Company. The Receiver has not performed an audit, review or other verification of such information. The Receiver does not express an opinion on the financial information contained herein.
4. It is recommended that this Sixth Report be read in conjunction with all of the Receiver’s reports. Capitalized words in this Sixth Report not otherwise defined carry the same meaning as in the previous Receiver’s reports.
5. The purpose of this report is to provide the Court with an update on the activities of the Receiver and its recommendations with respect to:
  - (a) the sale of a parcel of land (the “Land”);
  - (b) distribution of proceeds;
  - (c) the approval of the accounts of the Receiver and its counsel for the periods ending September 30, 2012 and October 3, 2012 respectively; and
  - (d) the approval of the actions of the Receiver and its counsel to date.

## UPDATE ON ACTIVITIES OF THE RECEIVER

6. The Receiver has not yet filed the Certificate of Discharge, such that was permitted and approved by the Court Order dated January 30, 2012, as the sale and distribution of proceeds of the Land was necessary to finalize the administration of the receivership.
7. PwC will continue in its capacity as Bankruptcy Trustee of Caliber.
8. As stated in the Fifth Report of the Receiver that was filed January 23, 2012 (the “Fifth Report”), the Company owned a gravel pit property subject to litigation concerning a priority dispute between the Trustee of Caliber and Lafarge Canada Inc. (“Lafarge”). Since the filing of the Fifth Report, a successful negotiation

between Lafarge and the Receiver resulted in an agreement to evenly split the net proceeds after costs of a sale of the Land.

9. The legal description of the Land is: meridian 4 range 20 township 21 section 28, quarter southwest, which lies north and west of the north westerly limits of the railway and ballast pit on plan RY11, containing hectares (56.07 acres) more or less, excepting thereout all mines and minerals and the right to work same.
10. Upon reaching the above agreement, the Receiver initiated a sealed bid process to sell the Land, by the following processes:
  - (a) developing a list of 22 potential strategic purchasers identified by conducting market oriented research, and sent target letters outlining the opportunity on August 15, 2012, via email, and followed up with phone calls;
  - (b) advertising the sale opportunity in the Strathmore Times on August 17, 2012, and the Strathmore Standard on August 22, 2012, reaching in excess of 11,500 homes in the Cluny area; and
  - (c) creating an online work room with information for potential purchasers to view after signing a confidentiality agreement (“CA”).
11. The Receiver responded to 13 requests for CA’s by parties that were contacted by the Receiver, and 8 CA’s were returned signed, with the executing parties being provided work room access.
12. The best bid was an offer of \$120,750.00 including GST, received from Smith Trucking Service (1976) Ltd. (the “Purchaser”). A \$12,075.00 deposit accompanied the bid, and there were no conditions on the offer. The Receiver recommends acceptance of the offer from the Purchaser.

## **DISTRIBUTION**

13. Servus is the only remaining Secured Creditor with an interest in the realizations currently being held by the Receiver. The Court previously approved Servus Distributions in an Order dated January 30, 2012.
14. As per the negotiated agreement with Lafarge, 50% of the net proceeds of sale of the Land were agreed to be paid to them.
15. For these reasons, the Receiver recommends the Court approve the distribution of net proceeds after costs (as per Schedule “A”) in the amount of \$95,367.30 to be split evenly between Servus and Lafarge, with each party receiving \$47,683.65.

**APPROVAL OF THE RECEIVERSHIP ACCOUNTS**

16. The Receiver's invoices from July 26, 2012 to September 30, 2012 totalling \$30,142.35 (including GST of \$1,435.35) are attached hereto marked as Schedule "B". A portion of this to be paid from proceeds of sale of the Land.
17. The Receiver's counsel, Norton Rose Canada LLP, has accounts as at October 3, 2012 totalling \$8,823.68 (including GST of \$420.18). A portion of these accounts are to be paid from proceeds of sale of the Land.
18. Copies of the Receiver's counsel's accounts are not attached hereto because they contain privileged material, but copies thereof will be made available to the Court at the hearing of this application.
19. The Receiver estimates that professional fees of approximately \$10,000 will be required to complete the administration of the Receivership. This had been included in the Final Costs previously approved by the Court Order dated January 30, 2012.

**RECEIPTS AND DISBURSEMENTS**

20. The Receiver has prepared a Statement of Receipts and Disbursements which is attached as Schedule "C". The cash balance as at September 30, 2012 was \$249,201.79. Following the closing of the Land sale, the Receiver estimates a distribution to Servus will be made in the amount of \$264,000.00, which would result in approximately \$10,000.00 remaining in the Receiver's account after costs and distribution to Lafarge, to cover Final Costs.

**RECOMMENDATIONS**

21. Based on the foregoing, the Receiver respectfully requests that this Honourable Court approve:
  - (a) the sale of the Land;
  - (b) the distribution of net proceeds from the sale of the Land;
  - (c) the accounts of the Receiver and its counsel; and
  - (d) the activities of the Receiver and its counsel.

All of which is respectfully submitted,



**PRICEWATERHOUSECOOPERS INC.,**  
in its capacity as receiver and manager of Caliber Systems Inc.  
and not in its personal capacity

**Schedule "A"**  
**Distributions and Proceeds**

**Cluny Gravel Pit Sale - Distribution**  
**Receipts Less Disbursements - proposed**

<b>Offer Amount (including GST)</b>	<b>\$ 120,750.00</b>
<b>Offer Amount (excluding GST)</b>	<b>\$ 115,000.00</b>
Less Receiver costs (table a)	\$ (15,164.63)
Less sale costs (advertisements)	\$ (918.06)
Less Legal Counsel costs (table b)	\$ (1,050.00)
Less estimated closing costs	<u>\$ (2,500.01)</u>
Sub-Total costs	\$ (19,632.70)
<b>Net proceeds after costs</b>	<b><u>\$ 95,367.30</u></b>
<i>Servus Distribution</i>	\$ 47,683.65
<i>Lafarge Distribution</i>	\$ 47,683.65

**Cluny Gravel Pit Sale - Receiver Costs**

July 26, 2012 - September 30, 2012 (table a)

Megan McGinley	\$ 6,000.00
Michael Gould	\$ 7,837.50
Rick Osuna	\$ 605.00
Susan Shabluk	\$ -
Paul Darby	\$ -
<b>Sub-total</b>	<b>\$ 14,442.50</b>
<b>plus GST at 5%</b>	<b>\$ 722.13</b>

**Cluny Gravel Pit Sale - Legal Costs**

Period ending October 3, 2012 (table b)

Total Fees for Professional Services	\$ 1,000.00
plus GST at 5%	50.00

Note: On days where Gould and Osuna worked on Cluny Gravel pit sale and other Caliber Receiver items, 50% of the total charge for the day is allocated to the Cluny Gravel Pit sale.

**Schedule "B"**  
**Receiver Invoice**



**Invoice**

Mr. John Touchie  
 Servus Credit Union Limited  
 151 Karl Clark Road  
 Edmonton Alberta Canada T6N 1H5

**PricewaterhouseCoopers Inc.**  
 111 5 Avenue SW, Suite 3100  
 Calgary, AB, Canada T2P 5L3  
 Telephone: +1 403 509 7500  
 Facsimile: +1 403 761 1825  
 Contact: Paul Darby  
 Telephone: +1 403 509 6677  
 Email: paul.j.darby@ca.pwc.com

Invoice number:	CL192702582	Account number:	60058172
Invoice date:	October 5, 2012	Payment requested by:	October 20, 2012

CAD

Fees for professional services rendered with respect to the Receivership of  
 caliber Systems Inc. for the time period July 26 - September 30, 2012.

Our fees 62 hours.

<b>Fees</b>	<b>27,340.00</b>
<b>Disbursements</b>	<b>1,367.00</b>
<b>  Administration fee</b>	<b>28,707.00</b>
<b>Total fees and disbursements</b>	<b>1,435.35</b>
<b>GST</b>	
<b>Total due</b>	<b>30,142.35</b>

**Remittance information**

Electronic: HSBC, 70 York Street, Toronto, Ontario, Canada M5J 1S9  
 Account name: PricewaterhouseCoopers LLP  
 Transit no: 10002-016 Swift code: HKBCCATT CAD account: 064871-001 USD account: 064871-070  
 Email payment details, including invoice number and amount paid, to: [accounts.receivable@ca.pwc.com](mailto:accounts.receivable@ca.pwc.com).  
 Cheques payable to: PricewaterhouseCoopers LLP. Enclose remittance copy of invoice with payment.  
 Send to: PwC CAC, PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, Canada M5J 0B2

GST registration # 86747 0496 RTD001

**Schedule "C"**  
**Receipts and Disbursements**

**Caliber Systems Inc. - In Receivership**  
**Statement of Receipts and Disbursements**  
**for the period April 1, 2011 to September 30, 2012**  
**(unaudited - See Notice to Reader)**

<b>Receipts</b>	<b>Total</b>
Accounts Receivable Collections	\$ 887,295.83
Auction Proceeds	\$ 8,105,588.83
Cash on Hand	\$ 28,142.63
Corporate Tax Refund	\$ 1,811,722.65
Direct Costs	\$ 383,712.40
Fuel Tax Rebate	\$ 72,583.60
GST Collected	\$ 199,049.30
GST Refunds	\$ 601,376.64
Insurance Refunds - Cash Surrender Value re Life Insurance	\$ 178,860.09
Insurance Co Claim Payment	\$ 49,500.00
Lease of Equipment	\$ 284,985.70
Miscellaneous Refund	\$ 5,209.20
Provincial Tax Refund	\$ 1,103,367.30
Sale of Assets	\$ 8,754,093.39
WCB Refund	\$ 85,372.12
 Total Receipts	 <u>\$ 22,550,859.68</u>
<b>Disbursements</b>	
Advance to Trustee in Bankruptcy for Expenses	\$ 841.20
Auto Allowance Expense	\$ 600.00
Accounting Services	\$ 6,250.00
Appraisal Fees	\$ 52,000.00
Auction Commissions	\$ 446,612.50
Auction Expenses	\$ 145,042.00
Bank and Service Charges	\$ 1,005.26
Bankruptcy Costs	\$ 25,000.00
Business Taxes	\$ 4,791.91
Casual Labour	\$ 28.57
Commissions	\$ 24,275.19
Computer Consultant	\$ 8,992.44
Contractors	\$ 499,135.88
Fuel	\$ 1,285.52
Garbage/Janitorial/Cleaning	\$ 11,006.45
GST Paid/Remitted	\$ 430,196.94
Insurance (net of refunds)	\$ 136,892.46
Legal Fees	\$ 636,692.91
Legal Expenses	\$ 6,661.37
Lease Payments	\$ 108,256.23
Licences and Permits	\$ 1,151.00
Official Receiver Fees	\$ 70.00
Office and Miscellaneous	\$ 10,352.49
Payroll	\$ 46,339.18
Payroll Remittances	\$ 7,587.93
Property Claim - CRA regarding Withholdings	\$ 381,326.46
Receivers Fees	\$ 1,376,910.00
Receivers Expenses	\$ 71,732.28
Rent	\$ 141,543.19
Repairs and Maintenance	\$ 28,325.52
Secured Creditor Payment/Liens	\$ 17,406,696.32
Security/Locksmith	\$ 4,971.50
Storage Costs	\$ 8,456.66
Utilities/Telephone (net of refunds)	\$ 20,388.39
WEPPA Payments	\$ 229,229.95
Workers Compensation Board	\$ 1,010.19
 Total Disbursements	 <u>\$ 22,301,657.89</u>
 Balance of Funds in Bank	 <u>\$ 249,201.79</u>