



**TERRABIOGEN TECHNOLOGIES INC.**

**BURNABY, B.C.**

**INFORMATION PACKAGE FOR TRADEMARK**

**JANUARY 26, 2024**

**D. MANNING & ASSOCIATES INC.  
RECEIVER OF CERTAIN PROPERTY OF  
TERRABIOGEN TECHNOLOGIES INC.**

SUITE 520 - 625 HOWE STREET  
VANCOUVER, B.C., CANADA V6C 2T6

Tel: (604) 683-8030, Fax: (604) 683-8327

[www.manning-trustee.com](http://www.manning-trustee.com)

## 1. Background

D. Manning & Associates Inc. in its capacity as Receiver of Certain Property (“**the Receiver**”) of TerraBioGen Technologies Inc. (“**the Company**”), is inviting offers to purchase its right, title and interest in certain Assets of the Company.

The Company was a developer of proprietary agricultural bioactive products, operating out of leased premises at 8536 Baxter Place, Burnaby, B.C.

The Company was incorporated on August 17, 1993 as International Bio Recovery Corporation, under Incorporation Number BC0452942, and the name was changed to TerraBioGen Technologies Inc. on January 7, 2011.

The Directors of the Company are Thomas Anderson, Henry J. Bow, Theodore Deuel, Jim Ellis, Blair Heffelfinger, David Nairne, Justin Ribbons, Dirk Schillebeeckx and Brian Timmons.

The Officers of the Company are Henry J. Bow (Chair), Blair Heffelfinger (CEO, President), Robert Nowell and Radhakrishna Prabhu.

Due to the failure of the business, the Directors of the Company unanimously made a resolution authorizing Mr. Blair Heffelfinger to make a voluntary assignment in bankruptcy of the Company, which took place on September 14, 2023 with D. Manning & Associates Inc. and was filed with the Office of the Superintendent of Bankruptcy (“**OSB**”) on September 14, 2023. The bankruptcy filing was accepted by the OSB on September 15, 2023, and the Trustee designated Mr. Blair Heffelfinger as the corporate officer responsible for the duties of the bankrupt Company.

The primary secured creditors, Thomas Anderson, Brian Kask, Otto Boffo and Robert Bosa, jointly appointed D. Manning & Associates Inc. as Receiver of Certain Property of the Company on September 21, 2023, which appointment was accepted by D. Manning & Associates Inc. the same day.

D. Manning & Associates Inc. is soliciting offers for the purchase of the Assets. Offers should be submitted to the Receiver on or before **4:00 p.m. Pacific Time, on Friday, February 9, 2024**, using the Offer to Purchase form attached as **Appendix C**.

All offers may be subject to Court approval. The highest, or any offer, will not necessarily be accepted. The Receiver reserves the right to enter into a sales agreement with a prospective purchaser subsequent to the deadline for submission of offers as outlined above.

Attached are the following appendices:

Appendix A List of Assets for Sale

Appendix B Excluded Assets

Appendix C Offer to Purchase

## 2. Terms and Conditions of Sale

Interested parties are welcomed to submit offers to purchase the right, title and interest in and to the Assets using the Offer to Purchase included as **Appendix C**. Offers for the Receiver's right, title and interest in and to the Assets should be submitted to the office of D. Manning & Associates Inc., marked to the attention of Alex E.H. Ng, to be physically received at the Receiver's office on or before **4:00 p.m. Pacific Time, on Friday, February 9, 2024**, together with a deposit of no less than **10% of the purchase price** by way of certified cheque, money order or other guaranteed funds made payable to "D. Manning & Associates Inc., in trust". Only offers submitted using the Offer to Purchase form attached as **Appendix C** will be accepted.

All offers may be subject to Court approval. The highest, or any offer, will not necessarily be accepted. The Receiver reserves the right to enter into a sales agreement with a prospective purchaser subsequent to the deadline for submission of offers as outlined above.

If an offer is accepted, the deposit will be applied against the purchase price, and all other deposits will be returned to the unsuccessful offerors.

Where applicable, Goods and Services Tax ("**GST**") and any other applicable taxes or transfer fees will be borne by the purchaser. The Assets are being sold on an "as is, where is" basis with no representations or warranties provided by the Receiver whatsoever.

D. Manning & Associates Inc. has prepared this information package solely for parties expressing an interest in the Assets. The information contained in the package is subject to change, and may not have been verified by D. Manning & Associates Inc., which does not accept responsibility for the information package's completeness or accuracy, or for any loss arising from its use. Further, D. Manning & Associates Inc. makes no warranty, condition or representation, expressed or implied, as to description, classification, quality, quantity, condition or value of the Assets. Interested parties acknowledge that they are relying on their own inspection, decision and interpretation of data.

The successful offeror must complete the purchase by way of payment for the balance of the purchase price, including applicable taxes, in the form of a certified cheque or bank draft within **10 business days following approval of the offer** or such other date as agreed between the Receiver and the Purchaser.

If an offer is accepted and is subsequently withdrawn or the offeror fails to complete the purchase, including payment by certified cheque or bank draft for the balance of the purchase price including all applicable taxes, the deposit will be forfeited as liquidated damages and D. Manning & Associates Inc. will be at liberty to sell the Assets to the next highest offeror, or any other party.

**TERRABIOGEN TECHNOLOGIES INC.**

**APPENDIX A**

**LIST OF ASSETS FOR SALE**

## APPENDIX A – LIST OF ASSETS FOR SALE

### Trademark

Application number 1508466

Registration number TMA924379

Index headings: "TERRABIOGEN" and "TERRA BIO GEN"

Filed 2010-12-17, registered 2015-12-23, expiry date 2030-12-23

**TERRABIOGEN TECHNOLOGIES INC.**

**APPENDIX B**

**LIST OF EXCLUDED ASSETS**

**TERRABIOGEN TECHNOLOGIES INC.  
LIST OF EXCLUDED ASSETS**

- 1) Cash and bank accounts
- 2) Accounts Receivable
- 3) Equipment
- 4) Any other assets not specifically offered for sale



**TERRABIOGEN TECHNOLOGIES INC.**

**APPENDIX C**

**OFFER TO PURCHASE**

**TERRABIOGEN TECHNOLOGIES INC.  
RECEIVERSHIP OF CERTAIN PROPERTY**

**FORM OF OFFER AND TERMS AND CONDITIONS OF SALE**

1. All Assets are being sold on an “as is, where is, no warranties or representations” basis. Listings and descriptions of the Assets contained in this information package have been prepared solely for the convenience of potential purchasers, are not warranted by D. Manning & Associates Inc. to be complete or accurate, and shall not form part of the Conditions of Sale.
2. Where applicable, Goods and Services Tax (GST) and any other applicable taxes will be borne by the purchaser.
3. Each prospective purchaser will bear all its costs, including those relating to any applicable taxes, the retention of external advisors, the investigation and due diligence in preparing its offer to purchase, costs to complete the purchase of the Assets, as well as any legal, administrative, transfer or other costs relating to the transfer of the Assets.
4. All offers must be submitted to the offices of D. Manning & Associates Inc., Suite 520 – 625 Howe Street, Vancouver, British Columbia V6C 2T6, marked for the attention of Mr. Morris Choo, by **4:00 PM Pacific Time on Friday, February 9, 2024**, together with a deposit of no less than **10% of the purchase price** in Canadian funds.
5. All offers must be for a sum certain and not dependent on the value of any other offer.
6. All offers must be unconditional and payment is to be made by certified cheque or bank draft in Canadian funds.
7. All offers submitted will be considered firm offers that cannot be revoked. If an offer is accepted, the deposit will be applied against the purchase price. The successful Offeror must complete the purchase within ten (10) business days following the date of approval of the offer or such other date as agreed between the Receiver and the Purchaser. If an offer is accepted and is subsequently withdrawn or the Offeror fails to complete the purchase, including payment by certified cheque or bank draft of the balance of the purchase price including all applicable taxes, the deposit will be forfeited as liquidated damages and D. Manning & Associates Inc. will be at liberty to sell the assets to the next highest Offeror or any other party.
8. The highest or any offer will not necessarily be accepted.

9. All offers must be in writing in the following form:

TO: D. Manning & Associates Inc.  
Receiver of Certain Property of TerraBioGen Technologies Inc.  
Suite 520 – 625 Howe Street  
Vancouver, B.C. V6C 2T6

Attention: Morris Choo

On the basis of the terms and conditions described herein, we,  
\_\_\_\_\_ (herein referred to as “the Offeror”), hereby offer to  
purchase from the Receiver the Assets described in Appendix “A”, Parcel(s) \_\_\_\_\_.

Herewith is our **Certified Cheque or Bank Draft** for \_\_\_\_\_ (being a sum no less  
than **10% of the purchase price** in Canadian funds per Parcel), to the order of “D. Manning &  
Associates Inc., in trust”, being the deposit on account of the offered purchase price.

Dated at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

\_\_\_\_\_  
Offeror’s Name

\_\_\_\_\_  
Signature of Offeror

\_\_\_\_\_  
Printed Name of Offeror

Address, Telephone Number and E-mail address of Offeror:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**OFFER FOR CERTAIN PROPERTY OF TERRABIOGEN TECHNOLOGIES INC.**

<u>ASSET DESCRIPTION</u>	<u>AMOUNT OFFERED</u>
Trademark	\$ _____
	(EXCLUSIVE OF TAXES)