

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY**

BETWEEN:

**NILE CAPITAL I S.À.R.L., NILE CAPITAL II S.À.R.L.,
LUXOR CAPITAL PARTNERS, LP and LUXOR CAPITAL
PARTNERS OFFSHORE MASTER FUND, LP**

Plaintiffs

-and-

**EARTHRENEW CORPORATION, EARTHRENEW, INC.,
EARTHRENEW IP HOLDINGS LLC, EARTHRENEW
STRATHMORE 1 LP, EARTHRENEW STRATHMORE
GENERAL PARTNER LTD., EARTHRENEW SOLUTIONS
LP, EARTHRENEW OPERATIONAL EMPLOYEE LP,
EARTHRENEW MANAGEMENT LP and EARTHRENEW
MANAGEMENT GENERAL PARTNER LTD.**

Defendants

**Notice of Motion
(Increase Receiver's Borrowing Charge)**

TAKE NOTICE that an application will be made by counsel for RSM Richter Inc. in its capacity as Receiver and Manager (the "Receiver") over the Defendants (the "EarthRenew Group of Companies") before the Honourable Justice G.C. Hawco at the Courts Centre in the City of Calgary, in the Province of Alberta, on Friday, the 29th day of October, 2010, at the hour of 9:00 o'clock in the forenoon or so soon thereafter as counsel may be heard for an Order:

1. abridging time for service and deeming service of this application to be good and

sufficient;

2. amending paragraph 19 of the Receivership Order granted herein dated September 15, 2010 (the "Receivership Order") to increase the Receiver's entitlement to borrow under the Receiver's Borrowing Charge from the principal amount of \$500,000.00 to the principal amount of \$1,250,000.00 all pursuant to the same terms under the Receivership Order;
3. such further and other relief as this Honourable Court deems appropriate in the circumstances.

AND TAKE NOTICE that the grounds upon which this application will be made include the following:

- (a) the Receiver was appointed Receiver over the EarthRenew Group of Companies pursuant to an Order of Justice Hawco dated September 15, 2010;
- (b) the Receiver had been administering the EarthRenew Group of Companies and their assets therein including obtaining a recognition of the Receivership Order in the United States of America pursuant to Chapter 15 of the *United States Bankruptcy Code*;
- (c) the Receiver has initiated a sale process for the EarthRenew Group of Company assets pursuant to the Order of Madam Justice J. Strekaf dated October 18, 2010 granted herein;
- (d) the increased borrowing powers of the Receiver are required for the ongoing administration of the EarthRenew Group of Companies receivership.

AND FURTHER TAKE NOTICE that in support of this application counsel for the Receiver will refer to the pleadings and proceedings filed herein including the Receiver's First Report dated October 13th, 2010, the Receiver's Second Report dated October 27, 2010 and such

other materials as counsel may advise and this Honourable Court may permit.

DATED at Calgary, Alberta, this 28th day of October, 2010.

Macleod Dixon LLP

Per:

Howard A. Gorman

**Counsel for RSM Richter Inc. in its capacity
as Receiver and Manager over the
EarthRenew Group of Companies**

To: Clerk of the Court
And To: Mr. Justice G. Hawco
And To: Aird & Berlis LLP
Attention: Steven L. Graff
Solicitors for the Plaintiffs
And To: Bennett Jones LLP
Attention: Kelsey Drozdowski
And To: Burnet Duckworth & Palmer
Attention: Richard Smith
And To: Dustin Gemmill

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE OF CALGARY

BETWEEN:

**NILE CAPITAL I S.À.R.L., NILE CAPITAL II
S.À.R.L., LUXOR CAPITAL PARTNERS, LP and
LUXOR CAPITAL PARTNERS OFFSHORE
MASTER FUND, LP**

Plaintiffs

-AND-

**EARTHRENEW CORPORATION,
EARTHRENEW, INC., EARTHRENEW IP
HOLDINGS LLC, EARTHRENEW
STRATHMORE 1 LP, EARTHRENEW
STRATHMORE GENERAL PARTNER LTD.,
EARTHRENEW SOLUTIONS LP, EARTHRENEW
OPERATIONAL EMPLOYEE LP, EARTHRENEW
MANAGEMENT LP and EARTHRENEW
MANAGEMENT GENERAL PARTNER LTD.**

Defendants

**NOTICE OF MOTION
(BORROWING POWERS)**

 **MacLeod Dixon** LLP

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File No. 268930/HAG