



COURT FILE NUMBER 1201-06934

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

APPLICANTS **IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, as amended
AND IN THE MATTER OF THE BUSINESS CORPORATIONS
ACT, R.S.A. 2000, c. B-9
AND IN THE MATTER OF 1252064 ALBERTA LTD., 1330075
ALBERTA LTD. and HARVEST CAPITAL MANAGEMENT INC.**

DOCUMENT **ORDER
(CCAA Termination)**

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT **NORTON ROSE FULBRIGHT CANADA LLP
400 3rd Avenue SW, Suite 3700
Calgary, Alberta T2P 4H2**

Phone: +1 403.267.8196
Fax: +1 403.264.5973

Attention: Howard A. Gorman
Randal S. Van de Mosselaer

File No. 01135439-0007

DATE ON WHICH ORDER WAS PRONOUNCED: September 30, 2013

LOCATION OF HEARING OR TRIAL: Calgary, Alberta

NAME OF MASTER/JUDGE WHO MADE THIS ORDER: Mr. Justice G. C. Hawco

UPON the application of 1252064 Alberta Ltd., 1330075 Alberta Ltd. and Harvest Capital Management Inc.; AND UPON HAVING READ the Tenth Report of Ernst & Young Inc. in its capacity as Monitor (the "Tenth Report"); AND UPON reading the provisions of the Amended and Restated CCAA Initial Order granted in this Action on August 24, 2012 (the "Restated Initial Order"); AND UPON HEARING the submissions of counsel for the Applicants and any other counsel in attendance;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

- 1 The time for service of this notice of this Application for this Order is hereby abridged and deemed good and sufficient and this Application is properly returnable today.

ACTIVITIES OF THE MONITOR

- 2 The Tenth Report and the actions and activities of the Monitor as reported in the Tenth Report are hereby approved and the Monitor has satisfied all of its obligations up to and including the date of this Order.
- 3 The fees and disbursements of the Monitor and its legal counsel, as described in the Tenth Report, are hereby approved.

TERMINATION OF CCAA PROCEEDINGS

- 4 All capitalized terms not defined in this Order shall have the meaning given to them in the Restated Initial Order.
- 5 Except as expressly set out in this Order or in any Order of this Honourable Court to be made concerning the appointment of Ernst & Young Inc. (the "Receiver") as receiver of the assets, property and undertaking of the Applicants, the provisions of the Restated Initial Order and the CCAA proceedings in respect of the Applicants (the "**CCAA Proceedings**") are hereby terminated.
- 6 Notwithstanding any provision of this Order, the following obligations and liabilities shall continue and the Receiver shall pay the following obligations and liabilities on the same terms and conditions as would otherwise apply to the Applicants:
 - (a) all obligations and liabilities as provided for in paragraph 33 of the Restated Initial Order, that have not been paid as of the date of this Order; and
 - (b) without duplication to subparagraph b), the reasonable fees and disbursements incurred in connection with the Applicants and these CCAA proceedings up to

and including the date of this Order, in each case at their standard rates and charges, that have not been paid as of the date of this Order, of the Monitor, counsel to the Monitor, and counsel to the Applicants.

DISCHARGE OF THE MONITOR

- 7 The Monitor is hereby discharged and the Monitor and its employees, affiliates, agents, directors, officers, partners and counsel (collectively, the "Released Parties") are hereby released from all claims, actions or other proceedings that any Person may have against the Released Parties, whether known or unknown, in any way relating to, arising out of or in connection with the CCAA Proceedings and the Released Parties' respective conduct in the CCAA Proceedings, save and except for any gross negligence or wilful misconduct on its part, and the Monitor shall have no further obligations, liabilities, responsibilities or duties under the Restated Initial Order or with respect to its actions and conduct under or in respect of the CCAA Proceedings; provided that the Monitor shall have the authority from and after the date of this Order to complete, or assist the Applicants or the Receiver with the completion of, any matters that are incidental to the termination of the CCAA Proceedings, and the reasonable fees and costs incurred by the Monitor and its counsel in this regard shall be paid by the Receiver and shall be secured by the Applicants' Administration Charge.
- 8 Notwithstanding any provision of this Order, nothing contained in this Order shall affect, vary, derogate from or amend any of the rights and protections in favour of the Monitor at law or pursuant to the Restated Initial Order, all of which are expressly continued and confirmed.

CHARGES

- 9 The Charges shall continue to bind the Property in respect of all proper claims under the Charges that accrued prior to and including the date of this Order or in accordance with paragraph 7 hereof until such time as the Monitor files the Monitor's Certificate (defined below) with this Honourable Court in accordance with paragraph 13 below. The Charges shall continue to have the priority set out in the Restated Initial Order and, as among them and the charges created by the Order of this Honourable Court to be made this day appointing the Receiver in respect of the assets, property and undertaking of the

Applicants (the "**Receivership Order**"), shall have the priority set out in the Receivership Order.

- 10 Notwithstanding paragraph 9 of this Order, the Charges shall be limited to the quantum of such Charges as provided for in the Restated Initial Order.
- 11 Monitor is hereby ordered and directed to provide a schedule to the Receiver, on or before October 15, 2013, indicating all outstanding obligations covered by the Charges that have not been paid, including reasonable estimates where actual amounts are not known by October 15, 2013 (the "**Outstanding Charged Obligations Schedule**").
- 12 The Receiver is hereby ordered and directed (subject to review and approval by the Receiver, acting reasonably, of the Outstanding Charged Obligations Schedule) to pay all amounts set out in the Outstanding Charged Obligations Schedule (subject to a reimbursement to the Receiver for any overpayments on estimates) to the applicable parties set out therein as soon as practicable after sufficient funds have been realized from the sale or other liquidation of the Applicants' assets and property. The Receiver is further ordered and directed, once all such amounts have been paid, to provide written notice to the Monitor notifying the Monitor that the Receiver has paid all amounts set out in the Outstanding Charged Obligations Schedule to the applicable parties (the "**Payment Confirmation Notice**").
- 13 Within one business day following the Monitor's receipt of the Payment Confirmation Notice the Monitor shall file a Monitor's certificate with this Honourable Court certifying that there are no outstanding claims under the Charges (the "**Monitor's Certificate**").

EFFECT, RECOGNITION AND ASSISTANCE

- 14 The Monitor shall be entitled from time to time to apply to this Court for advice and directions in the discharge of its duties or the interpretation or application of this Order.
- 15 This Court hereby requests the aid, recognition and assistance of other courts in Canada in accordance with Section 17 of the CCAA, and requests that the courts and judicial, regulatory and administrative bodies of or constituted by the provinces and territories of Canada, the Parliament of Canada, the United States of America, the states and other subdivisions of the United States of America, and other nations and states act in aid, recognition and assistance of, and be complementary to, this Court in carrying out the

terms of this Order. Each of the Applicants and the Monitor shall be at liberty, and is hereby authorized and empowered, to make such further applications, motions or proceedings to or before such other courts and judicial, regulatory and administrative bodies, and take such other steps, in Canada, the United States of America or elsewhere as may be necessary or advisable to give effect to this Order.



J.C.Q.B.A.