

I hereby certify this to be a true copy of
the original Order

Dated this 9 day of Sept. 2013

Francis J. Brown
for Clerk of the Court

CLERK OF THE COURT
FILED

SEP 10 2013 mp

JUDICIAL CENTRE
OF CALGARY

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

(1330075 Alberta Ltd. - UDI Mortgage Advice and Directions
Protocol)

ADDRESS FOR SERVICE
AND CONTACT
INFORMATION OF PARTY
FILING THIS DOCUMENT

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

File No. 284891

DATE ON WHICH ORDER WAS PRONOUNCED September 6, 2013

NAME OF JUSTICE WHO MADE THIS ORDER The Honourable Madam Justice B.E.C. Romaine

UPON THE APPLICATION of 1330075 Alberta Ltd. (the "**Applicant**"); **AND UPON**
having read the Affidavit of Ronald Aitkens sworn June 5, 2012, and the pleadings and
proceedings filed herein; **AND UPON** having read the Eighth Report of the Monitor; **AND**
UPON having read the June 7, 2012 Initial Order (the "**Initial Order**") in the within Action; **AND**
UPON hearing from counsel for the Applicants, the Monitor, and from any other affected parties
that may be present;

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.

Definitions

2. In this Order the following terms shall have the following meanings:
 - a) "**Blakes**" shall mean the law firm of Blake, Cassels & Graydon LLP;
 - b) "**Calmar Lot 2**" shall mean those lands legally described as Plan 0522859, Block 1, Lot 2, Excepting thereout all mines and minerals, area: 30.9 hectares (76.36 acres) more or less;
 - c) "**UDI Mortgage Advice and Directions Application**" shall mean an application to be brought by the Applicant at a time and date and subject to a schedule to be agreed between counsel and as approved by this Court seeking the advice and directions of this Honourable Court with respect to the enforceability of the UDI Mortgages as a result of the passage of time, and the UDI Mortgage Holders shall be the Respondents in the UDI Mortgage Advice and Directions Application;
 - d) "**UDI Mortgages**" shall mean those various first mortgages registered against various undivided interests in Calmar Lot 2 with the various registration numbers as set out in Schedule "A" to this Order;
 - e) "**UDI Mortgage Holders**" shall mean those various mortgagees who hold the various UDI Mortgages as more specifically described in Schedule "A" to this Order.

Protocol - UDI Mortgages Advice and Directions

3. The Applicant shall bring the UDI Mortgage Advice and Direction Application by filing an Application seeking the appropriate advice and direction of this Court together with such

supporting materials as the Applicant may consider appropriate. The return date for the UDI Mortgage Advice and Direction Application and the timing for all steps to be taken in advance of the return date shall be as agreed between counsel or shall be as directed by this Honourable Court as may be necessary.

4. Subject to the terms of this Order, Blakes is hereby appointed as counsel to represent the interests of the UDI Mortgage Holders in the UDI Mortgage Advice and Directions Application.
5. Blakes' reasonable fees and expenses in connection with their representation of the UDI Mortgage Holders in connection with the UDI Mortgage Advice and Directions Application shall, to a maximum of \$25,000 (which amount shall be inclusive of all fees, expenses, other charges, and taxes), be paid out of the sales proceeds of Calmar Lot 2 and shall be secured by a first charge (the "**UDI Mortgage Application Charge**") against Calmar Lot 2 and its sale proceeds.
6. The UDI Mortgage Application Charge shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, statutory or otherwise in favour of any person, including any charges created by the Initial Order, and the provisions of paragraphs 39 to 42 of the Initial Order shall apply to the UDI Mortgage Application Charge with such changes as may be necessary in the circumstances.
7. The appointment of Blakes to represent the UDI Mortgage Holders in the UDI Mortgage Advice and Directions Application shall not preclude any of the UDI Mortgage Holders from retaining counsel of their own choosing to represent their interests in the UDI Mortgage Advice and Directions Application, provided that:
 - a) such UDI Mortgage Holder shall make such retainer arrangements as they may consider appropriate with such other counsel,
 - b) such counsel will not have recourse either to the sale proceeds of Calmar Lot 2 or to the UDI Mortgage Application Charge in connection with satisfaction of their fees or other charges, and
 - c) such UDI Mortgage Holder shall advise Blakes that they have engaged other counsel to represent their interests in the UDI Mortgage Advice and Directions

Application and that Blakes is therefore not representing such UDI Mortgage Holder's interests.

8. A copy of this Order shall be served on each of the UDI Mortgage Holders by the Monitor mailing same by ordinary mail to the last known address of each of the UDI Mortgage Holders as reflected in the Applicant's records, and service shall be deemed to be good and sufficient seven (7) days from the date of such mailing.

The Honourable Madam Justice B.E.C. Romaine
Of the Court of Queen's Bench of Alberta

SCHEDULE A

1330075 AB
Calmar Project
UDI Mortgages

Investor	CWT Acct #	Registration no#	Amount	Increase admmended	total	%	Owing Principal . Plus Acc. Int. 31-Mar-11
RRSP Accounts							
Barber, Lucille	10007861	052 271 385	6,600.00		6,600.00	12%	\$ 11,835.47
Bastura, Matthew	10008598	052 271 386	15,000.00		15,000.00	12%	26,993.08
Bastura, Nicole	10009770	052 271 387	12,600.00		12,600.00	12%	22,601.09
Begun, Germain	10009210	052 271 388	20,000.00		20,000.00	12%	36,039.12
Bougie, Karin	10007765	052 271 390	10,400.00		10,400.00	12%	18,685.03
Bougie, Robert	10007764	052 271 389	11,800.00		11,800.00	12%	21,200.33
Cadieu, Estelle	24215	051 271 392	20,000.00		20,000.00	12%	35,932.76
Chang, Jeff	27961	052 271 393	20,000.00		20,000.00	12%	36,039.12
Drok, Ian	10011196	052 271 395	69,600.00		69,600.00	12%	124,810.44
Drok, Lena	10011197	052 271 396	75,600.00		75,600.00	12%	135,569.96
Ellis, James G.	10011053	052 271 397	130,000.00		130,000.00	12%	236,139.90
Evans, Cecile	10011668	052 271 398	31,400.00		31,400.00	10%	31,400.00
Evans, Stanley	10011683	052 271 399	9,400.00		9,400.00	10%	9,400.00
Fulton, Kathy	10011651	052 271 401	20,000.00		20,000.00	12%	36,039.12
Hamilton, Joe	10011777	052 271 402	36,000.00		36,000.00	10%	36,000.00
Hamilton, Marie 1	10011930	052 271 433	21,600.00		21,600.00	10%	21,600.00
Hamilton, Marie 2	10011781	052 271 403	11,800.00		11,800.00	10%	11,800.00
Hamilton, Marie 3	10011783	052 271 404	35,800.00		35,800.00	10%	35,800.00
Hearn, Bradley	10006918	052 271 434	50,000.00		50,000.00	12%	90,677.99
Hearn, Shelley	10006910	052 271 435	30,000.00		30,000.00	12%	54,406.80
Hofer, Mike	10009501	052 271 436	80,000.00		80,000.00	12%	147,096.10
Hryciuk, Allan	10009856	052 271 437	20,000.00		20,000.00	12%	36,590.30
Inaba, Toseko	21107	052 271 438	20,000.00		20,000.00	12%	35,913.42
Kerns, Thomas	10008441	052 271 439	27,000.00		27,000.00	12%	49,785.60
052 271 441 & 082							
Krabsen, Dale	10010391	125 533	60,000.00	20,000.00	80,000.00	12%	136,657.79
Kress, David	17539	052 271 442	15,000.00		15,000.00	12%	27,384.71
Kress, Eva	17869	052 271 443	15,000.00		15,000.00	12%	27,384.71
Larson, Theresa	10012148	052 271 444	99,400.00		99,400.00	12%	177,480.45
Loutitt, Charles	10005847	052 271 450	12,600.00		12,600.00	12%	22,497.52
Lowie, John	10011671	052 271 445	41,000.00		41,000.00	10%	41,000.00
Lowie, Louise 1	10012054	052 271 447	46,000.00		46,000.00	12%	82,511.90
Lowie, Louise 2	10011687	052 271 446	23,800.00		23,800.00	12%	42,690.94
Lowie, Louise 3	10011765	052 271 448	21,000.00		21,000.00	12%	37,668.48
Quigley, Joanne	10012146	052 271 452	40,600.00		40,600.00	12%	72,943.50
Rogers, James	10007910	052 271 453	79,600.00		79,600.00	12%	142,127.20
Roy, Brenda	10010830	052 271 454	50,000.00		50,000.00	12%	89,783.54
Shirley, Vaughn	10008411	052 271 459	20,000.00		20,000.00	12%	35,865.07
Tensen, Francis	10011780	052 271 456	9,800.00		9,800.00	10%	9,800.00
Tensen, John	10011776	052 271 457	21,000.00		21,000.00	10%	21,000.00
Tonks, Gary	10011774	052 271 458	20,000.00		20,000.00	12%	36,039.12
Von Alin, Mechtild	10012067	052 271 460	20,000.00		20,000.00	12%	35,778.04
Wagner, Fritz	10011684	052 271 461	20,000.00		20,000.00	12%	35,778.04

31-Mar-11	31-Jul-13	1,399,400.00	20,000.00	1,419,400.00	2,376,746.63
Estimated Interest to July 31, 2013					642,726.24
Balance, July 31, 2013					3,019,472.88

Investor	CWT Acct #	Registration no#	Amount	Increase admmended	total	%	Owing Principal . Plus Acc. Int. 31-Mar-11
Non-registered accounts							
Bragg, Elmer et al		052 271 391	20,000.00		20,000.00	12%	40,383.31
Coderre, Sheldon		052 271 394	20,000.00		20,000.00	12%	36,580.63
Evin, Juanita		052 271 400	34,000.00		34,000.00	12%	69,423.83
Kinder, Violet		052 271 440	15,000.00		15,000.00	10%	15,000.00
Lund, J. & D.		052 271 449	10,000.00		10,000.00	12%	17,855.18
Marzotko, Mechtilde		052 271 451	20,000.00		20,000.00	12%	36,367.90
Smith, R. & R.		052 271 455	10,000.00		10,000.00	10%	10,000.00
			129,000.00		129,000.00		225,610.84

31-Mar-11	31-Jul-13	
Estimated interest to July 31, 2013		11.43% 60,257.08
Balance, July 31, 2013	31-Jul-13	285,867.92
Total, all mortgages		\$ 3,305,340.80

Annual
Interest
Paid
Quarterly

0%
0%
0%
0%
0%
0%
0%