

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 VESTING ORDER

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
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I hereby certify this to be a true copy of
the original Order
Dated this 9 day of Sept 2013
Seamus
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: September 6, 2013

NAME OF JUDGE WHO MADE THE ORDER: B.E.C. Romaine

JUDICIAL DISTRICT WHERE THIS ORDER WAS PRONOUNCED: Calgary, Alberta

UPON THE APPLICATION of Ernst & Young Inc. (the "**Monitor**"), in its capacity as court appointed monitor of 1330075 Alberta Ltd. (the "**Vendor**"), pursuant to the order issued by Justice B.E.C. Romaine in the within proceedings on June 7, 2012, as subsequently amended and restated (collectively, the "**CCAA Initial Order**") under the *Companies' Creditor Arrangement Act* (Canada) (the "**CCAA**") to approve a transaction (the "**Transaction**") contemplated in an agreement of purchase and sale dated August 8, 2013 (the "**Sale Agreement**") between the Monitor and Christopher James Fisher or his nominee (the "**Purchaser**") in respect of the lands identified in Appendix "**A**" hereto (the "**Lands**"); **AND UPON** having read the eighth report of the Monitor dated August 29, 2013 (the "**Eight Monitor's Report**"), and the pleadings and proceedings filed herein; **AND UPON** noting the Affidavit of Service of Marcia Smith, sworn September 6, 2013 (the "**Service**")

Affidavit"); **AND UPON** hearing from counsel for the Monitor, and from any other affected parties that may be present;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. THIS COURT ORDERS that the time for service of the Application for this Order is hereby abridged and deemed good and sufficient and this Application is properly returnable today.
2. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved and the execution of the Sale Agreement by the Monitor is hereby authorized and approved, with such minor amendments as the Monitor may deem necessary. The Monitor is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Lands to the Purchaser.
3. THIS COURT ORDERS AND DECLARES that upon the delivery of a certificate from the Monitor to the Purchaser (the "**Monitor's Certificate**"), all of the Vendor's right, title and interest in and to the Lands described in Appendix "**A**" shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the CCAA Initial Order and (ii) those Claims listed on Appendix "**B**" hereto (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Appendix "**C**") and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Lands are hereby expunged and discharged as against the Lands.
4. THIS COURT ORDERS that upon the registration in the Land Registry Division of Lindsay No. 57 of a Transfer/Deed of Land in the form prescribed by the *Land Registration Reform Act* duly executed by the Monitor, the Land Registrar is hereby directed to enter the Purchaser as the owner of the Lands in fee simple, and is hereby directed to delete and expunge from title to the Lands all of the Claims listed in Appendix "**B**" hereto.

5. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Lands shall stand in the place and stead of the Lands, and that from and after the delivery of the Monitor's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Lands with the same priority as they had with respect to the Lands immediately prior to the sale, as if the Lands had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

6. THIS COURT ORDERS AND DIRECTS the Monitor to file with the Court a copy of the Monitor's Certificate, forthwith after delivery thereof.

7. THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Vendor and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Vendor;

the Transaction and the vesting of the Lands in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Vendor and shall not be void or voidable by creditors of the Vendor, nor shall they constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall they constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

8. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Monitor and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

9. THIS COURT ORDERS THAT service of this Order shall be good and sufficient by delivery of this Order by email, recorded mail, facsimile or personal delivery or the persons attending the Application and no other persons are entitled to service of this Order.

A handwritten signature in black ink, appearing to be 'J.C.Q.B.A.', written over a horizontal line.

J.C.Q.B.A.

APPENDIX "A"

PART OF LT 10 CON 8, BEXLEY;
DESIGNATED PART 1 PL 57R-9722;
CITY OF KAWARTHA LAKES

APPENDIX "B"

DISCHARGED ENCUMBRANCES

REGISTRATION NO.	DATE	INSTRUMENT TYPE
KL68911	2012/11/01	APL COURT ORDER
KL77598	2013/08/08	NOTICE

APPENDIX "C"

PERMITTED ENCUMBRANCES

REGISTRATION NO.	DATE	INSTRUMENT TYPE
A4724	1970/01/02	ORDER
57R9722	2009/04/29	PLAN REFERENCE