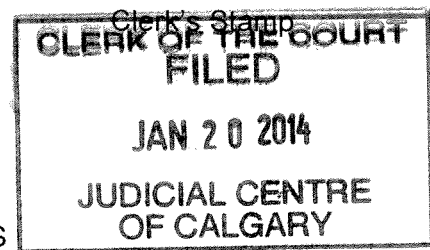


COURT FILE NUMBER 1301-08518
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY



APPLICANT(S) *Plaintiff* ERNST & YOUNG INC. IN ITS CAPACITY AS COURT APPOINTED MONITOR OF 1252064 ALBERTA LTD., AND NOT IN ITS PERSONAL OR CORPORATE CAPACITY

RESPONDENT(S) *Defendant* BENCHMARK CAPITAL CORPORATION AND 1211951 ALBERTA INC.

DOCUMENT ORDER DISCHARGING RECEIVER

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
McCARTHY TÉTRAULT LLP
Barristers & Solicitors
Sean F. Collins / Pantelis Kyriakakis
Suite 3300, 421 – 7th Avenue SW
Calgary, AB T2P 4K9
Phone: 403-260-3531/403-260-3536
Fax: 403-260-3501
Email: scollins@mccarthy.ca / pkiriakakis@mccarthy.ca

I hereby certify this to be a true copy of the original *Order*
Dated this *20* day of *Jan* 2014
[Signature]
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: January 20, 2014
JUDICIAL DISTRICT WHERE ORDER WAS PRONOUNCED: Calgary, Alberta
NAME OF JUDGE WHO MADE THIS ORDER: Justice Strekaf

ORDER

UPON the application of the Receiver in its capacity as receiver and manager of the Property of the Debtors pursuant to the Receivership Order; **AND UPON** reading the Third Receiver's Report; **AND UPON** reading the Affidavit of Service of Sheryl Marchuk, sworn January 15, 2014 (the "**Affidavit of Service**"); **AND UPON** hearing from counsel for the Receiver and counsel for any other persons present;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. All capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the corresponding application filed in the within proceedings on January 9, 2014 (the "**Application**").

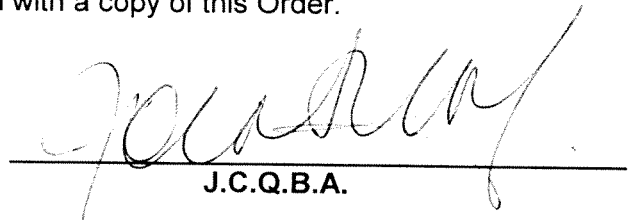
2. The time for service of the Application and the Third Receiver's Report is abridged, the Application is properly returnable today, service of the Application and the Third Receiver's Report on the Service List, in the manner described in the Affidavit of Service, is good and sufficient and no other persons are entitled to service of the Third Receiver's Report or the Application.
3. The Receiver's Final Statement of Receipts and Disbursements, as outlined in paragraphs 17-18 of the Third Receiver's Report, be and is hereby approved.
4. The interim and final accounts of the Receiver and its legal counsel, as summarized in paragraphs 20-21 of the Third Receiver's Report, be and is hereby approved.
5. The Receiver's Final Distribution, as set out in paragraphs 22-24 and attached as Appendix "A" to the Third Receiver's Report, be and is hereby approved, and the Receiver is expressly authorized and empowered to distribute the funds as set out in the Third Receivers Report.
6. The Receiver is authorized and empowered to destroy any and all any documents, accounting records and other papers, records and information related to the business or affairs of the Debtors if not collected by any of the current directors of the Debtors by February 14, 2014.
7. As of the date of the Third Receiver's Report and based on the evidence that is currently before this Honourable Court:
 - (a) the Receiver has acted honestly and in good faith, and has dealt with the Property in a commercially reasonable manner;
 - (b) the actions and conduct of the Receiver are approved and the Receiver has satisfied all of its duties and obligations as receiver and manager of the Property;
 - (c) the Receiver shall not be liable for any act or omission including, without limitation, any act or omission pertaining to the discharge of the Receiver's duties as receiver and manager of the Property, save and except for any liability arising out of fraud or wilful misconduct on the part of the Receiver; and,
 - (d) any and all claims against the Receiver arising from, relating to, or in connection with, the performance of the Receiver's duties and obligations as receiver and manager of the Property, save and except for claims based on fraud or wilful misconduct on the part of the Receiver, shall be forever barred and extinguished.

8. Upon the filing of this Order, the Receiver shall be discharged as receiver and manager of the Property and relieved of all further duties and obligations with respect to the Debtors and the Property.

9. Notwithstanding the discharge of the Receiver in accordance with this Order, the Receiver remains empowered to perform any act necessary or incidental to the conclusion of the receivership of the Debtors or the Property.

10. No action or proceeding arising from, relating to, or in connection with, the performance of the Receiver's duties and obligations as receiver and manager of the Property may be commenced or continued without the prior leave of this Honourable Court, on notice to the Receiver, and on such terms as this Honourable Court may direct.

11. Service of this Order on the persons listed on the service list shall be by any of email, facsimile, courier, registered mail, regular mail, or personal delivery, and no persons other than those on the service list are entitled to be served with a copy of this Order.



J.C.Q.B.A.