

COURT FILE NUMBER 1201-10693
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY



IN THE MATTER OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c.
C-36

AND IN THE MATTER OF HARVEST GROUP GP
CORPORATION AND 1610822 ALBERTA LTD.

DOCUMENT APPLICATION

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
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Barristers & Solicitors
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NOTICE TO RESPONDENT(S)

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the master/judge.

To do so, you must be in Court when the application is heard as shown below:

Date	October 3, 2014
Time	11:00 a.m.
Where	Calgary Courts Center
Before Whom	Justice K. D. Yamauchi

Go to the end of this document to see what else you can do and when you must do it.

Remedy claimed or sought: Ernst & Young Inc. (the "**Receiver**"), in its capacity as receiver and manager of the current and future assets, undertakings, and properties (collectively, the "**Property**") of Harvest Group GP Corporation ("**Harvest GP**"), Harvest Group Limited Partnership ("**Harvest LP**"), 1610822 Alberta Ltd. ("**161 Alberta**"), and Cimarron Development Limited Partnership ("**Cimarron**", Cimarron, 161 Alberta, Harvest LP, and Harvest GP are collectively referred to herein as, the "**Applicants**") pursuant to the Order issued by the Honourable Justice G.C. Hawco on

September 30, 2013 (the "**Receivership Order**") applies for an Order substantially in the form attached as Schedule "**A**" hereto:

1. Declaring that the time for service of this application (the "**Application**"), and the first report of the Receiver, dated September 24, 2014 (the "**First Receiver's Report**") is abridged, that the Application is properly returnable on October 3, 2014, that service of the Application and the First Receiver's Report on the Service List is good and sufficient and that no persons other than those on the Service List are entitled to service of the First Receiver's Report, the Application, or any order arising therefrom.
2. Approving the Receiver's final statement of receipts and disbursements, as described in paragraph 19 of the First Receiver's Report (the "**Final Statement of Receipts and Disbursements**").
3. Approving the interim and final accounts of the Receiver and its legal counsel, as summarized in paragraphs 19 and 22 of the First Receiver's Report.
4. Approving and ordering the Receiver to make the final distribution of the Receiver, in accordance with paragraph 39 of the First Receiver's Report (the "**Final Distribution**").
5. Authorizing and empowering the Receiver to destroy any and all any documents, accounting records, and other papers, records, and information related to the business or affairs of the Applicants if not collected by any of the current directors of the Applicants by January 16, 2015.
6. Declaring that, as of the date of the First Receiver's Report and based on the evidence that is currently before the 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.

7. Ordering that, upon the Order sought by the Receiver on this Application being filed with this Honourable Court, the Receiver shall be discharged as receiver and manager of the Property and relieved of all further duties and obligations in respect of the Applicants and the Property.

8. Declaring that, notwithstanding the discharge of the Receiver, the Receiver remains empowered with residual jurisdiction to perform any act necessary or incidental to the conclusion of the receivership of the Applicants or the Property.

9. Declaring that 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.

10. Such further and other relief as counsel may advise and as this Honourable Court may permit.

Grounds for Making this Application: The grounds for the Application are as follows:

11. The Receiver was appointed as receiver and manager of the Property pursuant to the Receivership Order.

12. Pursuant to the order issued by this Honourable Court, in the within proceedings, on November 18, 2013, the Applicants instituted a claims process (the "**Claims Process**") to identify and resolve any claims against the Applicants. All claims against the Applicants have now been identified and resolved, in accordance with the Claims Process.

13. Any funds belonging or owing to the Applicants have been gathered or otherwise dealt with. Furthermore, substantially all of the property of the Applicants has been dealt with.

14. As such, the administration of the estate of the Applicants is complete and it is appropriate for the distribution to creditors to be made and for the Receiver to be discharged on the terms set forth herein.

15. Such further and other grounds as counsel for the Receiver may advise.

Material or Evidence to be Relied On: The Receiver will rely on the following:

16. The First Receiver's Report.

17. Such further and other material and evidence as counsel for the Receiver may advise.

Applicable Rules:

18. Rule 6.3 and 6.9 of the *Alberta Rules Of Court*, Alta. Reg. 124/2010.

19. Such further and other rules as counsel for the Receiver may advise.

Applicable Acts and regulations:

20. The *Bankruptcy and Insolvency Act* (Canada).

21. Such further and other acts and regulations as counsel for the Receiver may advise.

Any irregularity complained of or objection relied on:

22. There are no irregularities complained of or objections relied on.

How the application is proposed to be heard or considered:

23. The Receiver proposes that this Application be heard in person with one, some, or all of the parties present.

AFFIDAVIT EVIDENCE IS REQUIRED IF YOU WISH TO OBJECT.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

SCHEDULE "A"

Clerk's Stamp

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AND IN THE MATTER OF HARVEST GROUP GP
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DOCUMENT **ORDER APPROVING DISTRIBUTION AND
DISCHARGING RECEIVER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
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DATE ON WHICH ORDER WAS PRONOUNCED: October 3, 2014
JUDICIAL DISTRICT WHERE ORDER WAS PRONOUNCED: Calgary, Alberta
NAME OF JUDGE WHO MADE THIS ORDER: Justice K. D. Yamauchi

ORDER

UPON the application of Ernst & Young Inc. (the "**Receiver**"), in its capacity as receiver and manager of the current and future assets, undertakings, and properties (collectively, the "**Property**") of Harvest Group GP Corporation ("**Harvest GP**"), Harvest Group Limited Partnership ("**Harvest LP**"), 1610822 Alberta Ltd. ("**161 Alberta**") and Cimarron Development Limited Partnership ("**Cimarron**", Cimarron, 161 Alberta, Harvest LP and Harvest GP are collectively referred to as, the "**Applicants**") pursuant to the Order issued by the Honourable Justice G.C. Hawco on September 30, 2013 (the "**Receivership Order**") **AND UPON** reading the first report of the Receiver, dated September 24, 2014 (the "**First Receiver's Report**"); **AND UPON** reading the Affidavit of Service of ●, sworn September ●, 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. The time for service of the Application and the First Receiver's Report is abridged, the Application is properly returnable today, service of the Application and the First 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 First Receiver's Report or the Application.
2. The Receiver's Final Statement of Receipts and Disbursements, as outlined in paragraph 19 of the First Receiver's Report, be and is hereby approved.
3. The interim and final accounts of the Receiver and its legal counsel, as summarized in paragraphs 19 and 22 of the First Receiver's Report, be and is hereby approved.
4. The Receiver's Final Distribution, as set out in paragraph 39 of the First 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 First Receiver's Report. In the event any such distributions are returned to the Receiver, or not otherwise collected by the person to whom they are sent, the Receiver is hereby authorized to pay such distributions into Court and such distributions shall be held pending further order of this Court.
5. 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 Applicants if not collected by any of the current directors of the Applicants by January 16, 2015.
6. As of the date of the First 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.

7. 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 Applicants and the Property.

8. 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 Applicants or the Property.

9. 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.

10. 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.