

COURT FILE NUMBER 1503 16411
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
PLAINTIFF FARM CREDIT CANADA
DEFENDANTS GROWING POWER MANAGEMENT LTD. and
GROWING POWER HAIRY HILL LIMITED
PARTNERSHIP



DOCUMENT **ORDER FOR FINAL DISTRIBUTION,
APPROVAL OF RECEIVER'S FEES AND
DISBURSEMENTS, APPROVAL OF
RECEIVER'S ACTIVITIES AND
DISCHARGE OF RECEIVER**

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

for Clerk of the Court

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File #: 85122-0001

DATE ON WHICH ORDER WAS PRONOUNCED: APRIL 18, 2017
LOCATION WHERE ORDER WAS PRONOUNCED: EDMONTON
NAME OF MASTER/JUSTICE WHO MADE THIS ORDER: JUSTICE J.B. VEIT

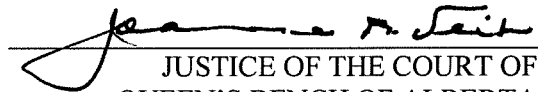
UPON THE APPLICATION of the Receiver, Ernst & Young Inc. in its capacity of Court appointed receiver (the "Receiver") of the undertaking, property and assets of Growing Power Management Ltd. and Growing Power Hairy Hill Limited Partnership (collectively the "Debtors") for an Order for the final distribution of proceeds, approval of the Receiver's fees and disbursements, approval of the Receiver's activities and discharge of the Receiver; AND UPON HAVING READ the Receiver's 5th Report dated April 11, 2017, filed; AND UPON hearing representations from counsel for the Receiver and Counsel for Farm Credit Canada and Counsel for Agriculture Financial Services Corporation and Counsel for the County of Two Hills No. 21; AND UPON hearing representations from any interested party, if any; AND UPON being satisfied that it is appropriate to do so, IT IS HEREBY ORDERED THAT:

1. Service of notice of this application and supporting materials on any interested party is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and the time for service of this application is abridged to that actually given.

2. The Receiver's accounts for fees and disbursements, as set out in the Receiver's Fifth Report are hereby approved without the necessity of a formal passing of its accounts.
3. The accounts of the Receiver's legal counsel, Brownlee LLP, for its fees and disbursements, as set out in the Receiver's Fifth Report, are hereby approved without the necessity of the formal assessment of its accounts.
4. The Receiver's activities as set out in the Receiver's Fifth Report and in all of its other reports filed herein, and the Statement of Receipts and Disbursements as attached to the Receiver's Fifth Report, are hereby ratified and approved.
5. The Receiver is hereby authorized to accept the proposed settlement amount for municipal property taxes and utilities claimed by the County of Two Hills No. 21, being the amount of \$700,000.00 and shall proceed to pay the said sum to the County of Two Hills No. 21, in care of its legal counsel, from the sales proceeds currently held in trust by the Receiver's legal counsel. Payment of the said \$700,000.00 shall constitute full and final satisfaction and settlement of any and all claims held by the County of Two Hills No. 21 against the Receiver or the estates of Growing Power Management Ltd. and Growing Power Hairy Hill Limited Partnership.
6. The Receiver is authorized to transfer all of the sales proceeds currently held by the Receiver's legal counsel, after payments to counsel for the County of Two Hills No. 21 as described in paragraph 5 of this Order, to the Receiver's trust account for distribution purposes as set out in the Receiver's Fifth Report.
7. The Receiver's Final Statement of Receipts and Disbursements and Proposed distribution of sale proceeds and other funds as described in the Receiver's Fifth Report is hereby approved. Specifically, the final net sales proceeds as described in the Receiver's Fifth Report shall be distributed to Farm Credit Canada and Agriculture Financial Services Corporation in accordance with a Pari Passu Agreement between those Parties. In the event that there is a dispute between those Parties as to the specifics of distribution, either of those Parties, or the Receiver, may bring an application before this Court to address the allocation of proceeds between themselves.
8. On the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Receiver shall not be liable for any act of omission on its part, including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
9. No action or other proceedings shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver, except with prior leave of this Court on Notice to the Receiver, and upon such terms as this Court may direct.
10. Upon the Receiver filing with the Clerk of the Court a sworn Affidavit of a licensed Trustee employed by the Receiver confirming that all matters set out in paragraphs 5-7 of this Order have

been completed, including the withdrawal of the tax assessment complaint filed by the Receiver with the County of Two Hills No. 21, then the Receiver shall be discharge as the Receiver of the Debtors, provided however, that notwithstanding its discharge herein (a) the Receiver shall remain the Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provision of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of the Receiver in its capacity as Receiver.

11. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.
12. Service of this Order on any party not attending this application is hereby dispensed with.


JUSTICE OF THE COURT OF
QUEEN'S BENCH OF ALBERTA