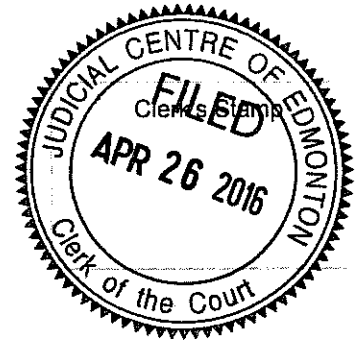


COURT FILE NUMBER 1503 16411
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
APPLICANTS FARM CREDIT CANADA



RESPONDENTS GROWING POWER MANAGEMENT LTD. and
GROWING POWER HAIRY HILL LIMITED
PARTNERSHIP

DOCUMENT **APPLICATION BY
ERNST & YOUNG INC., Court
Appointed Receiver of Growing
Power Management Ltd. and
Growing Power Hairy Hill Limited
Partnership**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT DANIEL R. PESKETT / MICHAEL T. COOMBS
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File #: 85122-0001

NOTICE TO RESPONDENTS

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	Monday, May 2, 2016
Time	9:00 a.m.
Where	Law Courts, Edmonton
Before Whom	Justice J.B. Veit

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

Remedy claimed or sought:

1. An Order abridging time for service of this application and an Order validating and deeming service good and sufficient.
2. An Order approving the Receivers planned marketing process;
3. An Order providing direction on how to deal with licensing issues including those of Highmark Renewables Corp. and Highmark Renewables Research Limited Partnership (the "Highmark Entities") as they relate to any of the assets of Growing Power Management Ltd. and Growing Power Hairy Hill Limited Partnership (collectively referred to as "Growing Power"), including:
 - a). An Order declaring that the Highmark Entities have no technology or license rights as relates to the assets of Growing Power;
 - b). An Order declaring that no technology or license rights exist between Growing Power and the parties to the Omnibus Agreement as described in the Receiver's Third Report, or;
 - c) Alternatively, an Order directing that parties making such claims to provide notice to the Receiver within two (2) weeks with supporting documents and particulars, failing which such parties shall have no further rights or interests in any license relating to the assets of Growing Power;
4. An Order approving the Receiver's plan to deal with confidentiality issues of third party information in the sales and marketing process of the assets of Growing Power by use of the Non-Disclosure and Confidentiality Agreement contained in the Receiver's Third Report in the marketing of the assets of Growing Power by the Receiver;
5. An Order approving the sale of certain non-essential assets by the Receiver which assets are as follows:
 - a) 2009 Dodge Caravan bearing Serial Number 2D8HN44E19R506829 for \$7,700.00;
 - b) 2007 Ford Ranger bearing Serial Number 1FTZR45E47PA19578 for \$1,250.00;
 - c) Cat 246C Skid Steer bearing Serial Number CAT0246CTJAY01507 for \$16,500.00;and

- d) John Deere TC62H Wheel Loader bearing Serial Number DWTC62H587655 for \$20,000.00

(the "Non-Essential Assets").

6. An Order vesting title of the Non-Essential Assets free and clear of any and all security interests against the said assets, and directing the auction company to complete the sale of the Non-Essential Assets free and clear of any and all security interests;
7. An Order increasing the Receiver's borrowing authority to \$500,000.00, or such other amount as deemed appropriate by this Honourable Court;
8. Such further and other relief as deemed just and appropriate as the Receiver intends to inform the Court of past steps and future intentions.

Grounds for making this application:

9. The Receiver Manager was appointed pursuant to the Order of Justice J. B. Veit dated November 20, 2015;
10. The Receiver wants to proceed with a flexible marketing process using a form of Request for Proposal process given the circumstances;
11. The Receiver is aware of documents involving the Highmark entities in relation to a license for the purported use of biogas technology and the biogas intellectual property utilized at the Growing Power Plant. The Highmark Entities appear to be non-operational at this time. Highmark Renewables Corp. is a struck corporate entity. Highmark Renewables Research Limited Partnership is a dissolved partnership. The Receiver has concerns about the utility or application of such a license and who it is to deal with in relation to the license.
12. In efforts to protect confidentiality, including that of potential proprietary information, the Receiver proposes to have interested purchasers enter into a Non-Disclosure and Confidentiality Agreement before releasing any information to the parties interested in purchasing the assets of Growing Power;

13. The Receiver has determined that the Non-Essential Equipment was not needed for the operations of the plant which is the subject matter of the Growing Power assets. The Non-Essential Assets were older vehicles and also equipment that was damaged in some fashion. The Receiver had the Non-Essential Equipment sold at auction and requires an Order to pass title to the purchasers free and clear of liens and other encumbrances.

14. The Order appointing the Receiver dated November 20, 2015 authorized the Receiver to borrow \$250,000.00. The Receiver's fees, costs and expenses, including insurance premiums on the assets, at present exceed the borrowing limit. As such, the Receiver requires an increase to its borrowing authority in order to continue to carry on with the Receivership.

15. Such further and other grounds as set out in the Receiver's Third Report and as counsel may advise at the hearing of this matter.

Material or evidence to be relied on:

- 16. The Receiver's First Report to the Court dated January 21, 2016;
- 17. The Receiver's Second Report to the Court dated February 2, 2016;
- 18. The Receiver's Third Report to the Court dated April 26, 2016;
- 19. Order appointing Receiver Manager dated November 20, 2015;
- 20. Such further and other materials as counsel may advise.

Applicable rules:

- 21. 11.27 and 13.5 or such further and other Rules as may be applicable.

Applicable Acts and regulations:

- 22. Personal Property Security Act.
- 23. Such further and other statutes and regulations as may be applicable.

Any irregularity complained of or objection relied on:

- 24. None.

How the application is proposed to be heard or considered:

25. In person by counsel.

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.