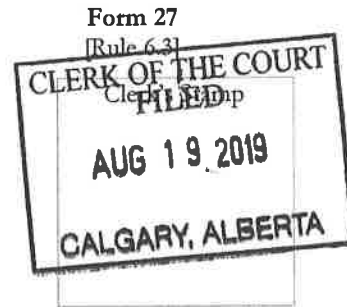


COURT FILE NO. 1901-03824
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF ROYAL BANK OF CANADA
DEFENDANTS SURFACE PRO SERVICES INC., ATKINS KUNTZ
CONSTRUCTION GROUP INC., 2049829 ALBERTA
INC., DOUGLAS ATKINS, DAVID KUNTZ and
ROGER LEADER



IN THE MATTER OF THE RECEIVERSHIP OF
SURFACE PRO SERVICES INC., ATKINS KUNTZ
CONSTRUCTION GROUP INC. and 2049829
ALBERTA INC.

APPLICANT DELOITTE RESTRUCTURING INC. in its capacity as
court-appointed receiver and manager of the assets,
undertakings and properties of SURFACE PRO
SERVICES INC., ATKINS KUNTZ
CONSTRUCTION GROUP INC. and 2049829
ALBERTA INC.

DOCUMENT **APPLICATION**
(Approval and Vesting Order, Auction Approval
Order, Restricted Court Access Order, Bankruptcy
Order)

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT
Torys LLP
4600 Eighth Avenue Place East
525 - Eighth Ave SW
Calgary, AB T2P 1G1
Attention: Kyle Kashuba
Telephone: +1 403.776.3744
Fax: +1 403.776.3800
Email: kkashuba@torys.com
File No. 39279-2002

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/Justice.

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

Date:	Monday, August 26, 2019
Time:	2:00 p.m.
Where:	Calgary Courts Centre
Before Whom:	Mr. Justice P.R. Jeffrey, of the Commercial List

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. Abridging, if necessary, the time for service of this Application and deeming service to be good and sufficient.
2. An Approval and Vesting Order in substantially the same form as that attached as Schedule “A” to this Application, providing the following relief and directions:
 - 2.1 authorizing Deloitte Restructuring Inc. (“**Deloitte**”) in its capacity as Court-appointed receiver and manager (the “**Receiver**”) of the assets, undertakings and properties of Surface Pro Services Inc., Atkins Kuntz Construction Group Inc. and 2049829 Alberta Inc. (collectively, the “**Debtors**”) to complete the sale transaction (the “**Transaction**”) in respect of the real property located at 8916 44 Street SE, Calgary, Alberta (the “**Property**”), as set out and described in the First Report of the Receiver, filed August 19, 2019 (the “**First Report**”);
 - 2.2 authorizing and directing the Receiver to take such steps and execute all such deeds, documents and instruments as may be reasonably necessary to consummate the Transaction as contemplated with Caputo Developments Ltd. (the “**Purchaser**”);
 - 2.3 vesting 2049829 Alberta Inc.’s right, title and interest, in and to the Property to be sold to the Purchaser, free from all claims and encumbrances;
 - 2.4 authorizing and directing the Receiver to deliver to the Purchaser, at the closing of the Transaction, an instrument of transfer of the Property, signed by the Receiver, along with the conveyances necessary to convey title of the Property to the Purchaser or the Purchaser's nominee;
 - 2.5 approving the actions, conduct and activities of the Receiver to date in respect of the administration of the Debtors’ receivership estate, as reported in the First Report.
 - 2.6 granting leave to the Receiver to apply or reapply to this or any court or administrative body in any province of Canada for advice, assistance and directions as may be necessary to carry out the terms of the Order sought.
3. An Order (Auction Approval) in substantially the same form as that attached as Schedule “B” to this Application, approving the agreement entered into between the Receiver and Mirterra Corp. to sell

certain of the Equipment of the Debtors (the “**Mirterra Proposal**”), as set out and described in the First Report;

4. A Restricted Court Access Order in substantially the form as attached as Schedule “**C**” to this Application, sealing the Confidential Appendices “1” to “4” to the First Report.
5. A Bankruptcy Order in substantially the form as attached as Schedule “**D**” to this Application, authorizing Deloitte to be appointed as trustee in bankruptcy of the Debtors, and permitting Deloitte, upon attending to the necessary filings with the Office of the Superintendent of Bankruptcy, to assign Debtors or any of them into bankruptcy.
6. Such further and other relief, advice and directions as counsel may advise and this Honourable Court may deem just and appropriate.

Grounds for making this Application:

i. Approval and Vesting Order

7. On March 19, 2019, following the Application of RBC, Deloitte was appointed Receiver over the Property of the Debtors, by Order of the Honourable Mr. Justice K.D. Yamauchi (the “**Receivership Order**”).
8. Pursuant to the terms of the Receivership Order, and in particular subparagraphs 3(l)(i) and (ii) thereof, the Receiver is entitled to sell, convey, transfer, lease or assign the Debtors’ Property, or any part or parts thereof, out of the ordinary course of business without the approval of this Court in respect of any transaction not exceeding \$50,000, provided that the aggregate consideration for all such transactions does not exceed \$250,000 and, with the approval of this Court in respect of any transaction in which the purchase price exceeds the amounts referenced in this paragraph.
9. The Property was marketed by the Receiver and its agents to a number of interested prospective purchasers. An offer was ultimately made by the Purchaser. The Receiver negotiated the terms of the Transaction with the Purchaser, through their respective agents, and ultimately entered into the purchase and sale agreement (the “**Sale Agreement**”) in respect of the Property, which is subject to the approval of this Honourable Court.
10. The sales process and manner in which offers have been received has been fair, with the interests of all parties being considered, and the Receiver has made significant efforts to obtain the best price for the Property in the circumstances.
11. The terms as set out in the proposed form of Approval and Vesting Order attached hereto as Schedule “**A**” are necessary to effect the sale of the Property, as contemplated by the Receiver.
12. RBC, as lender, supports the proposed sale to the Purchaser.

ii. Order (Auction Approval)

13. Pursuant to the terms of the Receivership Order, and in particular subparagraph 3(k) thereof, the Receiver is empowered and authorized to market any or all of the Debtors’ Property, including

advertising and soliciting offers in respect of the Debtors' Property or any part or parts thereof and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate.

14. Pursuant to subparagraph 3(l) of the Receivership Order, the Receiver is empowered and authorized to sell, convey, transfer, lease or assign the Debtors' Property or any part or parts thereof out of the ordinary course of business, with or without approval of the Court, dependent on whether certain monetary thresholds are met.
15. Pursuant to subparagraph 3(d) of the Receivership Order, the Receiver is empowered and authorized to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis to assist with the exercise of the Receiver's powers and duties under the Receivership Order.
16. Following a thorough solicitation process and analysis of proposals submitted, the Receiver has determined that the Mirterra Proposal is the best auction proposal in the circumstances, and that which will allow for the most efficient and expeditious sale of certain of the Property of the Debtors to interested prospective purchasers.
17. The terms as set out in the proposed form of Order attached hereto as Schedule "B" are necessary to approve the Mirterra Proposal and the proposed distribution of funds as contemplated by the Receiver, and the form of Order sought is in the best interests of the stakeholders of the receivership proceedings of the Debtors.
18. RBC, as lender, supports the proposed form of Order.
19. Such further and other grounds as counsel may advise and this Honourable Court may permit.

iii. Restricted Court Access Order

20. The Confidential Appendices "1" to "4" to the First Report contain matters of a sensitive commercial nature, including the deposit and purchase price agreed to in the Sale Agreement, and other sensitive information (the "Confidential Information").
21. The publication or dissemination of the Confidential Information could result in harm to the sale of the Property, should the Transaction not close.
22. The Restricted Court Access Order being sought is the least restrictive and prejudicial alternative to prevent the dissemination of the commercially sensitive Confidential Information, such that is fair and just in the circumstances to restrict public access to the Confidential Information.
23. Counsel to the Receiver completed and submitted a Notice to Media of Application to Restrict Access, in respect of the Restricted Court Access Order being sought.
24. The terms as set out in the proposed form of Restricted Court Access Order attached hereto as Schedule "C" are necessary to effect the sealing of the Confidential Appendices to the First Report.

iv. Bankruptcy Order

25. The Debtors are each insolvent persons within the meaning of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended, and each has at some time during the year immediately preceding the filing of this Application resided or carried on business in the City of Calgary, in the Province of Alberta, within the jurisdiction of this Honourable Court.
26. Pursuant to paragraph 29 of the Receivership Order, nothing in the said Receivership Order shall prevent the Receiver from acting as a trustee in bankruptcy of the Debtors.
27. The Debtors' receivership proceedings remain ongoing as at the present date.
28. As at August 19, 2019, each of the Debtors are justly and truly indebted to their creditors in an amount far in excess of \$1,000, plus interest and costs continuing to accrue.
29. Within the 6 months preceding the filing of this Application for Bankruptcy Order, each of the Debtors have failed to meet its liabilities generally as they become due in that the Debtors failed to meet their obligations to RBC and to other creditors, such obligations which exceed \$1,000.
30. There are no remaining directors within the Debtors and all of the employees, including senior management, of the Debtors, have been terminated.
31. A bankruptcy process with respect to the remaining property of the Debtors will allow for an efficient and orderly winding down of their estates, and will allow for an alignment of priority claims and the crystallizing of various creditor claims.
32. Ryan Adlington, of the City of Calgary, in the Province of Alberta, is a person qualified to act as trustee in bankruptcy (the "Trustee") of the property of the Debtors and has agreed to act as such, if necessary.
33. The terms as set out in the proposed form of Bankruptcy Order attached hereto as Schedule "D" are necessary to effect the bankruptcy of the Debtors as contemplated by the Receiver.
34. RBC, as lender, supports the proposed Bankruptcy Order and supports Ryan Adlington of Deloitte to act as the Proposed Trustee.

Material or evidence to be relied on:

35. All pleadings, proceedings, orders, affidavits, reports and other materials filed in Alberta Court of Queen's Bench Action No. 1901-03824, and in particular the Receivership Order granted by Mr. Justice K.D. Yamauchi on March 19, 2019.
36. The First Report of the Receiver, filed August 19, 2019, and the unfiled Confidential Appendices "1" to "4" to the First Report, to be sealed.
37. The proposed forms of Orders attached as Schedules "A", "B", "C" and "D" to this Application.
38. The inherent jurisdiction of this Honourable Court to control its own process.
39. Such further and other material and evidence as counsel may advise and this Honourable Court may permit.

Applicable rules:

40. Part 6, Division 7, and in particular Rules 3.2 and 6.47(e) and (f), and Part 6, Division 4, and in particular Rule 6.28(b), and such further and other Rules as counsel may advise and that this Honourable Court may permit.
41. Rules 1.3, 6.3(1), 6.47(e) and (f), 6.9(1)(a), 11.27, 11.29, 13.5, and, *Bankruptcy and Insolvency General Rules*, CRC 1985, c 368, as amended, and in particular Rules 11, 69, 72 and 83, thereof, and such further and other Rules as counsel may advise and that this Honourable Court may permit.

Applicable Acts and Regulations:

42. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended, the *Judicature Act*, RSA 2000, c J-2, as amended, and such further and other Acts and Regulations as counsel may advise and that this Honourable Court may permit.

Any irregularity complained of or objection relied on:

43. None.

How the Application is proposed to be heard or considered:

44. Oral submissions by counsel at an Application in Justice Chambers as agreed and scheduled by counsel, scheduled to be heard on Monday, August 26, 2019 at 2:00 p.m. before the Honourable Mr. Justice P.R. Jeffrey, of the Commercial List.

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"
APPROVAL AND VESTING ORDER

SCHEDULE "A"

COURT FILE NUMBER 1901-03824

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF ROYAL BANK OF CANADA

DEFENDANTS SURFACE PRO SERVICES INC., ATKINS KUNTZ
CONSTRUCTION GROUP INC., 2049829
ALBERTA INC., DOUGLAS ATKINS, DAVID
KUNTZ and ROGER LEADER

IN THE MATTER OF THE RECEIVERSHIP OF
SURFACE PRO SERVICES INC., ATKINS KUNTZ
CONSTRUCTION GROUP INC. and 2049829
ALBERTA INC.

APPLICANT DELOITTE RESTRUCTURING INC. in its capacity
as court-appointed receiver and manager of the assets,
undertakings and properties of SURFACE PRO
SERVICES INC., ATKINS KUNTZ
CONSTRUCTION GROUP INC. and 2049829
ALBERTA INC.

DOCUMENT **APPROVAL AND VESTING ORDER**

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT

Torys LLP
4600 Eighth Avenue Place East
525 - Eighth Ave SW
Calgary, AB T2P 1G1

Attention: Kyle Kashuba
Telephone: + 1 403.776.3744
Fax: +1 403.776.3800
Email: kkashuba@torys.com
File No. 39279-2002

DATE UPON WHICH ORDER WAS PRONOUNCED: Monday, August 26, 2019

NAME OF JUSTICE WHO MADE THIS ORDER: Mr. Justice P.R. Jeffrey

LOCATION OF HEARING: Calgary, Alberta

UPON THE APPLICATION by Deloitte Restructuring Inc., in its capacity as Court-appointed receiver and manager (the “**Receiver**”) of the assets, undertakings and properties of Surface Pro Services Inc., Atkins Kuntz Construction Group Inc. and 2049829 Alberta Inc. for an order approving the sale transaction (the “**Transaction**”) contemplated by an agreement of purchase and sale dated July 9, 2019 (the “**Sale Agreement**”) between the Receiver on behalf of 2049829 Alberta Inc. (the “**Debtor**”), and Caputo Developments Ltd. (the “**Purchaser**”), which is included and described in the Receiver’s first report filed August 19, 2019 (the “**First Report**”) in respect of the real property located at 8916 44 Street SE, Calgary, Alberta (the “**Lands**”), and vesting in the Purchaser the Debtor’s right, title and interest in and to the Lands and the other assets and property described in the Sale Agreement (the “**Purchased Assets**”);

AND UPON HAVING READ the Receivership Order filed March 19, 2019, the Application and the First Report, the Confidential Appendices thereto, the Affidavit of Service to be filed, and any other material and evidence filed to date in the within proceedings; **AND UPON HEARING** the submissions of counsel for the Receiver, and from any other interested parties who may be present, with no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Service; **AND UPON IT APPEARING** that all interested and affected parties have been served with notice of this Application;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this Application and supporting materials is hereby declared to be good and sufficient, 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.

APPROVAL OF PROPERTY TRANSACTION

2. The Transaction relating to the Lands, which are legally described as:

LEGAL DESCRIPTION
PLAN 1412150
BLOCK 33
LOT 2
EXCEPTING THEREOUT ALL MINES AND MINERALS
AREA: 0.814 HECTARES (2.01 ACRES) MORE OR LESS

is hereby approved, and the execution of the Sale Agreement by the Receiver is hereby authorized and approved, and is deemed to be commercially reasonable and in the best interests of the receivership estate and the stakeholders affected thereby, with such minor amendments as the Receiver may deem necessary and as may be agreed upon by the Receiver and the Purchaser. The Receiver is hereby authorized and directed, subject to the terms and conditions of this Order and the Sale Agreement, to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction or for the conveyance of the Purchased Assets to the Purchaser.

VESTING OF PROPERTY

3. Upon the delivery by the Receiver of a Receiver's certificate to the Purchaser substantially in the form set out in **Schedule "A"** hereto (the "**Receiver's Certificate**") confirming the closing of the Transaction contemplated by the Sale Agreement, all of the Debtor's right, title and interest in and to the Purchased Assets described in the Sale Agreement attached as Confidential Appendix "3" to the First Report hereto shall vest absolutely in the name of the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, caveats, pledges, mortgages, trusts or deemed trusts, liens, reservations of ownership, royalties, options, rights of pre-emption, privileges, interests, assignments, actions, judgments, executions, levies, taxes, writs of enforcement, charges, or other claims, whether contractual, statutory, financial, monetary or otherwise, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**", which term shall explicitly not include the Permitted Encumbrances (as defined below)) including, without limiting the generality of the foregoing:
- (a) any encumbrances or charges created by the Receivership Order; and
 - (b) all charges, security interests or claims evidenced by registration, filing, or publication pursuant to any or all of the following: (i) the *Personal Property Security Act* (Alberta); or (ii) any other personal property, mineral, or real property registry system (collectively, the "**Registries**"); and,

for greater certainty, this Court orders that all of the Claims, other than the permitted encumbrances described in the Sale Agreement and listed on **Schedule "B"** hereto (the "**Permitted Encumbrances**"), affecting or relating to the Lands are hereby expunged, discharged and terminated as against the Lands.

4. Upon the delivery of the Receiver's Certificate, and upon the filing of a certified copy of this Order, together with any applicable registration fees, the Registrar under the *Land Titles Act* (Alberta), and all other applicable government ministries and authorities in Alberta, exercising jurisdiction with respect to or over the Lands (collectively, the "**Governmental Authorities**"), as applicable, are hereby authorized, requested and directed to (in each case as applicable):
- (a) enter the Purchaser as the owner, lessee, and/or licensee of the Lands;
 - (b) cancel the existing Certificates of Title to the Lands and issue new Certificates of Title for the Lands, in the name of the Purchaser;
 - (c) cancel, delete or expunge from the existing title documents concerning the Lands all applicable Claims, including all Claims and any related encumbrances other than the Permitted Encumbrances; and
 - (d) register such transfers, discharge statements, or conveyances, as may be required to convey clear title to the Lands to the Purchaser, subject only to the Permitted Encumbrances.

5. This Order shall be registered and the steps set out in paragraph 4 shall be carried out by the applicable Registrar and/or Governmental Authorities notwithstanding the requirements of section 191(1) of the *Land Titles Act* (Alberta) and notwithstanding that the appeal period in respect of this Order has not elapsed, which appeal period is expressly waived.

CLOSING OF THE SALE TRANSACTION

6. The closing of the Transaction shall be affected in accordance with the terms of the Sale Agreement and such amendments to the Sale Agreement as may be agreed to in writing between the Purchaser and the Receiver.
7. The Purchaser shall, by virtue of the completion of the Transaction, have no liability of any kind whatsoever in respect of any Claims against the Debtor.
8. The Debtor and all persons who claim by, through or under the Debtor in respect of the Purchased Assets, save and except for the persons entitled to the benefit of the Permitted Encumbrances, shall stand absolutely barred and foreclosed from all estate, right, title, interest, royalty, rental and equity of redemption of the Purchased Assets and, to the extent that any such persons remains in possession or control of any of the Purchased Assets, they shall forthwith deliver possession thereof to the Purchaser.
9. The Purchaser shall be entitled to enter into and upon, hold and enjoy the Purchased Assets for its own use and benefit without any interference of or by the Debtor, or any person claiming by or through or against the Debtor.
10. Immediately after the closing of the Transaction, the holders of the Permitted Encumbrances shall have no claim whatsoever against the Receiver or the Debtor.
11. The Receiver is directed to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof to the Purchaser.
12. 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 Debtor and any bankruptcy order issued pursuant to any such applications;
 - (c) any assignment in bankruptcy made in respect of the Debtor; and
 - (d) the provisions of any federal or provincial statute,

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, nor shall it 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 it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

13. The Receiver, the Purchaser and any other interested party, shall be at liberty to apply for further advice, assistance and directions as may be necessary in order to give full force and effect to the terms of this Order and to assist and aid the parties in closing the Transaction.

Miscellaneous Matters

14. 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 Receiver 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 as to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.
15. This Order must be served only upon those interested parties attending or represented at the within application and service may be affected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be affected the next business day following the transmission or delivery of such documents.
16. Service of this Order on any party not attending this Application is hereby dispensed with.

Justice of the Alberta Court of Queen's Bench

Schedule "A"

Form of Receiver's Certificate

COURT FILE NO.	1901-03824	Clerk's Stamp
COURT	COURT OF QUEEN'S BENCH OF ALBERTA	
JUDICIAL CENTRE	CALGARY	
PLAINTIFF	ROYAL BANK OF CANADA	
DEFENDANTS	SURFACE PRO SERVICES INC., ATKINS KUNTZ CONSTRUCTION GROUP INC., 2049829 ALBERTA INC., DOUGLAS ATKINS, DAVID KUNTZ and ROGER LEADER	
	IN THE MATTER OF THE RECEIVERSHIP OF SURFACE PRO SERVICES INC., ATKINS KUNTZ CONSTRUCTION GROUP INC. and 2049829 ALBERTA INC.	
APPLICANT	DELOITTE RESTRUCTURING INC. in its capacity as court-appointed receiver and manager of the assets, undertakings and properties of SURFACE PRO SERVICES INC., ATKINS KUNTZ CONSTRUCTION GROUP INC. and 2049829 ALBERTA INC.	
DOCUMENT	RECEIVER'S CERTIFICATE	
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	Torys LLP 4600 Eighth Avenue Place East 525 - Eighth Ave SW Calgary, AB T2P 1G1 Attention: Kyle Kashuba Telephone: +1 403.776.3744 Fax: +1 403.776.3800 Email: kkashuba@torys.com File No. 39279-2002	

RECITALS

- A. On May 19, 2019, on Application by Royal Bank of Canada, the Court of Queen's Bench of Alberta appointed Deloitte Restructuring Inc. as receiver and manager (the "**Receiver**") over the assets, undertakings and properties of Surface Pro Services Inc., Atkins Kuntz Construction Group Inc. and 2049829 Alberta Inc. (collectively, the "**Debtors**"), and the Receiver was tasked with amongst other things, identifying, securing, arranging for sale and monetizing the assets, undertakings and properties of Debtors.

- B. Pursuant to an Order of the Court dated August 26, 2019, the Court approved the agreement of purchase and sale made (the “**Sale Agreement**”) between the Receiver, and Caputo Developments Ltd. (“**Purchaser**”), and provided, *inter alia*, for the vesting in the Purchaser of the Debtor’s right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in Article 7 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser, as applicable; and (iii) the Transaction has been completed to the satisfaction of the Receiver.
- C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in Article 7 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser, as applicable; and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at [Time] on [Date].

Deloitte Restructuring Inc., in its capacity as Court-appointed Receiver and Manager of the assets, undertakings and properties of Surface Pro Services Inc., Atkins Kuntz Construction Group Inc. and 2049829 Alberta Inc., and not in its personal capacity

Per: _____
Name:
Title:

Schedule "B"

Permitted Encumbrances

<u>REGISTRATION NUMBER</u>	<u>DATE (D/M/Y)</u>	<u>PARTICULARS</u>
771 147 064	29/19/1977	Zoning Regulations Subject to Calgary International Airport Zoning Regulations
811 066 062	14/04/1981	Caveat Caveator – The City of Calgary

SCHEDULE "B"
ORDER (AUCTION APPROVAL)

SCHEDULE "B"

COURT FILE NO. 1901-03824
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF ROYAL BANK OF CANADA
DEFENDANTS SURFACE PRO SERVICES INC., ATKINS KUNTZ
CONSTRUCTION GROUP INC., 2049829 ALBERTA
INC., DOUGLAS ATKINS, DAVID KUNTZ and
ROGER LEADER

Clerk's Stamp

IN THE MATTER OF THE RECEIVERSHIP OF
SURFACE PRO SERVICES INC., ATKINS KUNTZ
CONSTRUCTION GROUP INC. and 2049829
ALBERTA INC.

APPLICANT DELOITTE RESTRUCTURING INC. in its capacity as
court-appointed receiver and manager of the assets,
undertakings and properties of SURFACE PRO
SERVICES INC., ATKINS KUNTZ CONSTRUCTION
GROUP INC. and 2049829 ALBERTA INC.

DOCUMENT **ORDER**
(Auction Approval)

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT
Torys LLP
4600 Eighth Avenue Place East
525 - Eighth Ave SW
Calgary, AB T2P 1G1

Attention: Kyle Kashuba
Telephone: +1 403.776.3744
Fax: +1 403.776.3800
Email: kkashuba@torys.com
File No. 39279-2002

DATE UPON WHICH ORDER WAS PRONOUNCED: Monday, August 26, 2019
NAME OF JUSTICE WHO MADE THIS ORDER: Mr. Justice P.R. Jeffrey
LOCATION OF HEARING: Calgary, Alberta

UPON THE APPLICATION being made by Deloitte Restructuring Inc. in its capacity as the Court-appointed receiver and manager (the “**Receiver**”) of the assets, undertakings and properties of Surface Pro Services Inc., Atkins Kuntz Construction Group Inc. and 2049829 Alberta Inc. (collectively, the “**Debtors**”); **AND UPON** having read the he Receivership Order filed March 19, 2019, the Application and the First Report of the Receiver, both filed August 19, 2019 (the “**First Report**”), and the unfiled Confidential Appendices “1” to “4” to the First Report; **AND UPON** hearing counsel for the Applicant, counsel for Royal Bank of Canada (“**RBC**”) and from any other interested parties who may be present; **AND UPON** it appearing that all interested and affected parties have been served with notice of this Application;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of the notice of this Application and supporting materials is hereby declared to be good and sufficient, 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 Mirterra Proposal for the sale of the Equipment of the Debtors, as those terms are described and defined in the First Report, is hereby approved.
3. The actions, conduct and activities of the Receiver as reported in the First Report are hereby authorized and approved.
4. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, and in particular in the Province of Saskatchewan, to give effect to this Order and to assist the Receiver 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 as to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.
5. 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.

6. Service of this Order on any party not attending this Application is hereby dispensed with.

Justice of the Alberta Court of Queen's Bench

SCHEDULE "C"
RESTRICTED COURT ACCESS ORDER

SCHEDULE "C"

COURT FILE NUMBER 1901-03824

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF ROYAL BANK OF CANADA

DEFENDANTS SURFACE PRO SERVICES INC., ATKINS KUNTZ
CONSTRUCTION GROUP INC., 2049829
ALBERTA INC., DOUGLAS ATKINS, DAVID
KUNTZ and ROGER LEADER

IN THE MATTER OF THE RECEIVERSHIP OF
SURFACE PRO SERVICES INC., ATKINS KUNTZ
CONSTRUCTION GROUP INC. and 2049829
ALBERTA INC.

APPLICANT DELOITTE RESTRUCTURING INC. in its capacity
as court-appointed receiver and manager of the assets,
undertakings and properties of SURFACE PRO
SERVICES INC., ATKINS KUNTZ
CONSTRUCTION GROUP INC. and 2049829
ALBERTA INC.

DOCUMENT **RESTRICTED COURT ACCESS ORDER**

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT

Torys LLP
4600 Eighth Avenue Place East
525 - Eighth Ave SW
Calgary, AB T2P 1G1

Attention: Kyle Kashuba
Telephone: + 1 403.776.3744
Fax: +1 403.776.3800
Email: kkashuba@torys.com
File No. 39279-2002

DATE ON WHICH ORDER WAS PRONOUNCED: Monday, August 26, 2019

NAME OF JUSTICE WHO MADE THIS ORDER: Mr. Justice P.R. Jeffrey

LOCATION OF HEARING: Calgary, Alberta

UPON THE APPLICATION by Deloitte Restructuring Inc. in its capacity as the Court-appointed receiver and manager (the “**Receiver**”) of the assets, undertakings and properties of Surface Pro Services Inc., Atkins Kuntz Construction Group Inc. and 2049829 Alberta Inc. (collectively, the “**Debtors**”) for a restricted court access order as described and discussed in the Application and the First Report of the Receiver, both filed August 19, 2019 (the “**First Report**”); **AND UPON HAVING READ** the Receivership Order dated March 19, 2019, the First Report, and the Affidavit of Service of Tracy Hutchings, to be filed; **AND UPON HEARING** the submissions of counsel for the Receiver, counsel for Royal Bank of Canada, and from any other interested parties who may be present, with no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Service, filed;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of the Application materials in support of the Application for the restricted court access order in this matter (this “**Order**”) is hereby dispensed with, and specifically, the service, notice and formal requirements of Part 6, Division 4 of the *Alberta Rules of Court*, Alta Reg 124/2010 shall not apply to this Order and are hereby dispensed with.
2. The Confidential Appendices “1” to “4” to the First Report of the Receiver shall be treated as confidential, sealed and not form part of the public record, and shall be inserted in a sealed envelope which shall be clearly marked “THIS ENVELOPE CONTAINS THE CONFIDENTIAL APPENDICES “1” to “4” TO THE FIRST REPORT OF DELOITTE RESTRUCTURING INC., IN ITS CAPACITY AS COURT-APPOINTED RECEIVER AND MANAGER OF THE DEBTORS, WHICH IS SEALED PURSUANT TO COURT ORDER, IS NOT TO BE OPENED, AND IS NOT TO BE PLACED ON THE PUBLIC RECORD OR MADE PUBLICALLY ACCESSIBLE WITHOUT PRIOR AUTHORITY FROM THE HONOURABLE MR. JUSTICE P.R. JEFFREY OR ANY OTHER JUSTICE OF THE COURT OF QUEEN’S BENCH”.
3. The Confidential Appendices “1” to “4” to the First Report of the Receiver shall be filed with the Court within 90 days following the granting of this Order.

4. The Receiver is at liberty to reapply for further advice, assistance and direction as may be necessary to give full force and effect to the terms of this Order.
5. 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.
6. 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

SCHEDULE "D"
BANKRUPTCY ORDER

SCHEDULE "D"

COURT FILE NUMBER 1901-03824
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF ROYAL BANK OF CANADA
DEFENDANTS SURFACE PRO SERVICES INC., ATKINS KUNTZ
CONSTRUCTION GROUP INC., 2049829 ALBERTA
INC., DOUGLAS ATKINS, DAVID KUNTZ and
ROGER LEADER

IN THE MATTER OF THE RECEIVERSHIP OF
SURFACE PRO SERVICES INC., ATKINS KUNTZ
CONSTRUCTION GROUP INC. and 2049829
ALBERTA INC.

APPLICANT DELOITTE RESTRUCTURING INC. in its capacity as
court-appointed receiver and manager of the assets,
undertakings and properties of SURFACE PRO
SERVICES INC., ATKINS KUNTZ CONSTRUCTION
GROUP INC. and 2049829 ALBERTA INC.

DOCUMENT **BANKRUPTCY ORDER**

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT
Torys LLP
4600 Eighth Avenue Place East
525 - Eighth Ave SW
Calgary, AB T2P 1G1

Attention: Kyle Kashuba
Telephone: + 1 403.776.3744
Fax: +1 403.776.3800
Email: kkashuba@torys.com
File No. 39279-2002

DATE ON WHICH ORDER WAS PRONOUNCED: Monday, August 26, 2019

NAME OF JUSTICE WHO MADE THIS ORDER: Mr. Justice P.R. Jeffrey

LOCATION OF HEARING: Calgary, Alberta

UPON THE APPLICATION FOR BANKRUPTCY ORDER being made by Deloitte Restructuring Inc. (“**Deloitte**”), having an office at 700, 850 2nd Street SW, Calgary, AB T2P 0R8, in its capacity as the Court-appointed receiver and manager (the “**Receiver**”) of the assets, undertakings and properties of Surface Pro Services Inc., Atkins Kuntz Construction Group Inc. and 2049829 Alberta Inc. (collectively, the “**Debtors**”), having their office at 8916 44 St SE, Calgary, AB T2C 2P6; **AND UPON HAVING READ** the Receivership Order dated March 19, 2019 (the “**Receivership Order**”), the Application and the First Report of the Receiver filed August 19, 2019 (the “**First Report**”) and the Affidavit of Service of Tracy Hutchings, to be filed (the “**Affidavit of Service**”); **AND UPON HEARING** the submissions of counsel for the Receiver, counsel for Royal Bank of Canada, and from any other interested parties who may be present, with no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Service; **AND UPON** it appearing that all interested and affected parties have been served with notice of this Application; **AND UPON** it appearing to the Court that the following acts of bankruptcy have been committed by the Debtor:

- (a) the debts owing by each of the Debtors exceed \$1,000; and
- (b) within the 6 months preceding the date of filing of the Application for Bankruptcy Order, each of the Debtors ceased to meet their liabilities generally as they become due.

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of notice of this Application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this Application, and time for service of this Application is abridged to that actually given.
2. Deloitte is permitted and authorized to be appointed as trustee in bankruptcy of the estate of the Debtors, without security.
3. Deloitte is permitted and authorized, upon attending to the necessary filings with the Office of the Superintendent of Bankruptcy, to assign the Debtors or any of them, each corporations incorporated pursuant to the laws of the Province of Alberta, into bankruptcy.

4. 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.
5. 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