

COURT FILE NUMBER 1501-00044

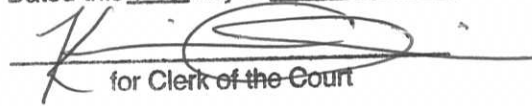
COURT OF QUEEN'S BENCH OF ALBERTA COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE OF CALGARY CALGARY

APPLICANT DIXIE ENERGY LTD., IN ITS CAPACITY AS ADMINISTRATOR OF DIXIE ENERGY TRUST, ON BEHALF OF OLYMPIA TRUST COMPANY, TRUSTEE OF DIXIE ENERGY TRUST

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

Dated this 19<sup>th</sup> day of Oct. 2015

  
for Clerk of the Court

IN THE MATTER OF Section 43 of the *Trustee Act*, RSA 2000, c. T-8

AND IN THE MATTER OF the Winding-Up of Dixie Energy Trust

DOCUMENT ORDER (Second Distribution)

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Norton Rose Fulbright Canada LLP 400 3 Avenue SW, Suite 3700 Calgary, Alberta T2P 4H2 Phone: +1 403.267.8222 Fax: +1 403.264.5973

Attention: Steven Leidl / Allison Kuntz

File No. 01026353/0002

DATE ON WHICH ORDER WAS PRONOUNCED: October 19, 2015

NAME OF JUDGE WHO MADE THIS ORDER: Madam Justice Streckaf

LOCATION OF HEARING: Calgary, Alberta

UPON the application of Dixie Energy Ltd. (the **Administrator**) on behalf of Olympia Trust Company (the **Trustee**) the Trustee of the Dixie Energy Trust (the **Trust**); AND UPON having read the Administrator's Application and the Affidavit of

Calvin Yau affirmed October 15, 2015, with respect to the sale of all of the assets of the Trust, the proposed winding-up and claims procedure for the Trust; **AND UPON** having read the Second Report of Ernst & Young Inc. (the **Claims Administrator**) dated October 15, 2015 (the **Second Report**); **AND UPON** hearing the submissions of counsel for the Administrator and counsel for the Claims Administrator;

**IT IS HEREBY ORDERED THAT:**

1. All capitalized terms used but not otherwise defined herein shall have the meaning given to them in the Second Report.
2. The Claims Administrator is hereby authorized and directed to, on behalf of the Trustee, make a second distribution of 86% of the total amount of the Trust's property available for distribution, being CDN \$8.56 million (the **Second Distribution**), to Unitholders following: (a) the completion of the Sale Transaction; (b) the payment of liabilities, taxes and expenses related to the Sale Transaction and the Winding-Up, (c) payment of the initial distribution made to Unitholders on April 15, 2015; and (d) further payments of the initial distribution made to Unitholders between April and August 2015.
3. The Second Distribution will be made within seven business days after the within Order is granted.
4. The Claims Administrator is hereby authorized and directed to, on behalf of the Trustee, holdback the remaining 14% of the Trust's property, being approximately \$1.39 million, for contingent liabilities yet to crystallize and for the possibility of currently unknown liabilities coming to light.

**General**

5. The Claims Administrator and the Trustee are hereby granted leave to return to this Court for advice and direction in respect of further distributions of the Trust's property.
6. The Claims Administrator, together with the Trustee, may apply to this Court for a final Order upon notice to Unitholders and Creditors as described at paragraphs 4(e) and 14(b) of the Claims Procedure Order in respect of the following relief, or such other relief as it gives notice of to Unitholders and Creditors:
  - (a) authorizing and directing further distributions in respect of the proven Unitholder Claims and Creditor Claims, as may be appropriate;
  - (b) approving the Winding-Up;
  - (c) in respect of proven Unitholder Claims and Creditor Claims, declarations in respect of the amount of each Unitholder Claim and Creditor Claim;
  - (d) discharging the Trustee and the Administrator from all duties and obligations relating to the Trust, including the administration thereof;

- (e) discharging the Claims Administrator from all duties and obligations relating to the Trust, including the administration thereof; and
- (f) terminating the Trust,

which relief will only be granted if the Court deems it appropriate upon the application for a further or final Order.

7. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, or in any other foreign jurisdiction, to give effect to this Order and to assist the Claims Administrator, and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Claims Administrator, as an officer of the Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Claims Administrator in any foreign proceeding, or to assist the Claims Administrator and its respective agents in carrying out the terms of this Order.

  
Justice of the Court of Queen's Bench of  
Alberta