



COURT FILE NUMBER 1501-00044  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE CALGARY  
APPLICANT **IN THE MATTER OF Section 43 of the Trustee Act, RSA 2000, c. T-8**

**DOCUMENT**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

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

**ORDER**

Dentons Canada LLP  
Bankers Court  
15<sup>th</sup> Floor, 850 - 2<sup>nd</sup> Street S.W.  
Calgary, Alberta T2P 0R8  
Attention: David Mann / Afshan Naveed  
Ph. (403) 268-7097 / 7015  
Fx. (403) 268-3100  
File No.: 131048-90

I hereby certify this to be a true copy of the original  
Dated this 8<sup>th</sup> day of Nov 2018  
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED:	October 31, 2018
LOCATION WHERE ORDER WAS PRONOUNCED:	Calgary, Alberta
NAME OF JUDGE WHO MADE THIS ORDER:	The Honourable Madam Justice K.M. Eidsvik

**ORDER**

**UPON** the application of Deloitte Restructuring Inc., in its capacity as the Court-appointed claims administrator (the "**Claims Administrator**") of Dixie Energy Trust (the "**Trust**"), appointed by a substitution order dated August 10, 2016, following the initial order dated January 20, 2015 with respect to Dixie Energy Ltd. (the "**Administrator**"), in its capacity as administrator of the Trust appointing the Claims Administrator (the "**Claims Procedure Order**"); **AND UPON** hearing counsel for the Claims Administrator, Computershare Trust Company of Canada (the "**Trustee**"), and Computershare Investor Services Inc. (the "**Depository Agent**"), and others who have appeared in person; **AND UPON** having read the Affidavit of Calvin Yau, sworn October 16, 2018, filed; **AND UPON** having read the Affidavit of Gail Wheatley, sworn October 22, 2018, filed (the "**Service Affidavit**"); **AND UPON** having read the Third and Final Report of the Claims Administrator, dated October 11, 2018 (the "**Final Report**") and the pleadings and proceedings filed in this action;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

**SERVICE**

1. The time for service of the Application and the Final Report is abridged, the Application is properly returnable today, service of the Application and the Final Report on the service list, in the manner described in the Service Affidavit, is good and sufficient, and no other persons, other than those appearing on the service list (the "**Service List**"), attached as an exhibit to the Service Affidavit, which Service List includes those listed as requiring notice in paragraph 21 of the Claims Procedure Order, if any, are entitled to service of the Application or the Final Report.
2. All capitalized terms in this Order shall have the meanings set out in the Final Report or the Claims Procedure Order, as the context requires.

**FINAL DISTRIBUTION**

3. The Proposed Final Distribution as attached to the Final Report, is hereby ratified and approved.
4. The Claims Administrator and the Depository Agent be and are authorized and directed to make the Proposed Final Distribution as described in the Final Report.
5. The Depository Agent shall hold undistributed funds for a maximum of six (6) months following the mail out of the Final Distribution; whereupon the Depository Agent shall deliver any undistributed funds to the Claims Administrator (the "**Undistributed Funds**").
6. The Claims Administrator is thereafter permitted to deal with the Undistributed Funds pursuant to the terms of the *Unclaimed Personal Property and Vested Property Act*, RSA 2007, c U-1.5.

**ACTIVITIES AND DISCHARGE OF CLAIMS ADMINISTRATOR**

7. The Claims Administrator's activities as set out in the Final Report and in all of its other reports filed herein, are hereby ratified and approved.
8. Upon the filing of this Order, the Claims Administrator shall be discharged as the claims administrator of the Trust and shall have no further liabilities, obligations, responsibilities or duties with respect to the Trust, including, without limitation, any duties arising under the *Trustee Act*, RSA 2000, c.T-8 (the "**Act**"), Claims Procedure Order, or any other order issued in the connection with the proceedings.
9. From and including the date of the Claims Procedure Order up to the date of the Final Report, and based on the evidence that is currently before this Honourable Court:
  - (a) the Claims Administrator has exercised its powers and performed its duties and functions, including, but not limited to, those under the Act, the Claims Procedure Order, and all other orders issued in connection with the within proceedings, honestly and in good faith;
  - (b) the actions and conduct of the Claims Administrator are approved and the Claims Administrator has satisfied all of its duties and obligations as claims administrator of the Trust;

- (c) the Claims Administrator shall not be liable for any act or omission, including, without limitation, any act or omission pertaining to the discharge of the Claims Administrator's duties as claims administrator of the Trust, save and except for any liability arising out of fraud or wilful misconduct on the part of the Claims Administrator or as may otherwise be granted leave by this Honourable Court; and
  - (d) any and all claims against the Claims Administrator arising from, relating to, or in connection with, the performance of the Claims Administrator's duties and obligations as claims administrator of the Trust, save and except for claims based on fraud or wilful misconduct on the part of the Claims Administrator or as otherwise granted leave by this Honourable Court, shall be forever barred and extinguished.
10. No action or proceeding arising from, relating to, or in connection with, the performance of the Claims Administrator's duties and obligations as claims administrator of the Trust may be commenced or continued without the prior leave of this Honourable Court, on notice to the Claims Administrator, and on such terms as this Honourable Court may direct.

**DISCHARGE OF THE ADMINISTRATOR AND TRUSTEE AND WINDING UP OF THE TRUST**

11. The activities of the Administrator and the Trustee of the Trust, are contained in the Affidavit of Calvin Yau, sworn October 16, 2018.
12. Upon: (i) the filing of this Order, (ii) making of the Final Distribution, (iii) payment of any remaining operating expenses of the Trust, (iv) providing the Unitholders with their appropriate tax forms, (v) preparing and filing the required tax filings by the Trust with the Canada Revenue Agency, (vi) providing notice to Unitholders that have not collected their Final Distribution that their monies will be paid into Court, (vii) payment of said monies into Court, and (viii) payment of any remaining funds from those held back for operating expenses to a charity of the Administrator's choice, the Trust shall be terminated and the Administrator shall be discharged as the Administrator and the Trustee shall be discharged as the trustee of the Trust without any new trustee being appointed in the Trustee's place and the Trustee shall not be required to pass its accounts pursuant to the Act other than the financial disclosure in the form and content previously filed in these proceedings.
13. From and including the date of the Claims Procedure Order up to the date of the Final Report, and based on the evidence that is currently before this Honourable Court:
- (a) the Administrator and the Trustee have exercised their powers and performed their duties and functions, including, but not limited to, those under the Trust, the Act, the Claims Procedure Order, and all other orders issued in connection with the within proceedings, honestly and reasonably;
  - (b) the actions and conduct of the Administrator and the Trustee are approved and the Administrator and the Trustee have satisfied all of their duties and obligations to the Trust;
  - (c) the Administrator and the Trustee shall not be liable for any act or omission, including, without limitation, any act or omission pertaining to the discharge of the Administrator's duties to the Trust, or the Trustee's duties as trustee of the Trust, or any person, of whose claim the Administrator or the Trustee had not had notice at the time of Final

Distribution, save and except for any liability arising out of fraud or wilful misconduct on the part of the Administrator or the Trustee or as may otherwise be granted leave by this Honourable Court; and

- (d) any and all claims against the Administrator and the Trustee arising from, relating to, or in connection with, the performance of their duties and obligations as Administrator and Trustee of the Trust, save and except for claims based on fraud or wilful misconduct on the part of the Administrator and the Trustee or as otherwise granted leave by this Honourable Court, shall be forever barred and extinguished.

**GENERAL**

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 Claims Administrator 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 and to provide such assistance to the Claims Administrator, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Claims Administrator and its agents in carrying out the terms of this Order.
15. The Claims Administrator 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.
16. This Order shall be served only upon: (a) those interested parties who received formal notice of this application, (b) those interested parties attending or represented at the within application, and (c) those requesting notice pursuant to paragraph 21 of the Claims Procedure Order, if any.

Service may be effected by:

- (a) facsimile, electronic mail, personal delivery or courier; and
- (b) by posting to the Claims Administrators website with respect to these proceedings at [www.insolvencies.deloitte.ca/en-ca/Pages/Dixie-Energy-Ltd.aspx?searchpage=Search-Insolvencies.aspx](http://www.insolvencies.deloitte.ca/en-ca/Pages/Dixie-Energy-Ltd.aspx?searchpage=Search-Insolvencies.aspx)

Service is deemed to be effected the next business day following the transmission, delivery or posting to website, of such documents.

17. Service of this Order on any party not addressed in the preceding paragraph is hereby dispensed with.



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Justice of the Court of Queen's Bench of Alberta