


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

  
for Clerk of the Court



COURT FILE NUMBER 1603 09140  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE EDMONTON  
PLAINTIFF ROYAL BANK OF CANADA  
DEFENDANT GRAHAM BROTHERS CONSTRUCTION GROUP LTD.  
DOCUMENT ORDER

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT  
Ogilvie LLP  
1400, 10303 Jasper Avenue  
Edmonton AB T5J 3N6  
Attention: Kentigern A. Rowan, Q.C.  
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File No.: 3089.57

**Service will be accepted by delivery or fax. No other form of service will be accepted.**

DATE ON WHICH ORDER WAS PRONOUNCED: June 13, 2016

NAME OF MASTER/JUDGE WHO MADE THIS ORDER: Justice J.J. Gill

LOCATION WHERE THE ORDER WAS PRONOUNCED: Edmonton, Alberta

### ORDER


UPON the Application of Deloitte Restructuring Inc., in its capacity as Court-Appointed Receiver and Trustee in Bankruptcy of Graham Brothers Construction Group Ltd. ("Graham Brothers") (the "Trustee" or the "Receiver"); AND UPON reviewing the Receiver's Reports filed with this Honourable Court including, but not limited to, the second report; AND UPON reviewing the list of the property of Graham Brothers attached hereto as Schedule "A" that the Receiver proposes to sell (the "Sale Assets"); AND UPON noting that Royal Bank of Canada ("RBC") and 1615046 Alberta Ltd. ("161 Ltd.") are the only known creditors holding security on the Sale Assets; AND UPON noting that RBC and 161 Ltd. are supportive of the sale of the Sale Assets; AND UPON reviewing the Affidavit of Service of service of notice of this Application and

supporting documents; AND UPON hearing counsel for the Receiver; IT IS HEREBY ORDERED AND ADJUDGED THAT:

1. Service of notice of this Application and supporting materials by the method and as described in the Affidavit of Service filed in the within action is hereby deemed good and sufficient and time for service is abridged as required.
2. Upon obtaining the approval of RBC and 161 Ltd., the Receiver be and is hereby at liberty to sell the Sale Assets of Graham Brothers listed on Schedule "A" attached to this Order by either public auction or private sale.
3. The Receiver shall hold the proceeds from the sale of the Sale Assets and not disburse same without further Order of this Honourable Court.
4. The proceeds of sale of the Sale Assets shall stand in place of the Sale Assets and all claims and security in respect of the Sale Assets shall apply to the proceeds to the same extent and in the same priority as existed in respect of the Sale Assets immediately prior to their disposition.
5. Any secured creditor that has registered a security interest against a serial number (with respect to a serial number good, as defined in the *Personal Property Security Act*, RSA 2000, c.P-7 or the *Personal Property Security Act*, CCSM, c P35 and any regulations thereunder, of the property) sold by the Receiver, may discharge its security number registration against the serial number good and the discharge shall not affect that secured party's claim or priority to the proceeds of the sale of the serial number good as is otherwise provided for in this Order, or any other Order of this Honourable Court granted in these proceedings.
6. If a secured creditor does not discharge a security interest registered with respect to a serial number good of the Property sold by the Receiver upon the request of the Receiver, the Receiver may absent a written objection made by the secured creditor to the Receiver within 10 days following the request having been made, discharge the secured creditor's registration in a personal property registry with respect to the serial number good sold by the Receiver and the discharge of such registration shall not affect that secured party's claim or priority to the proceeds of the sale of the serial number good as is otherwise

provided for in this Order, or any other Order of this Honourable Court granted in these proceedings.

7. Notwithstanding the terms of any previous Orders granted in these proceedings or in Court of Queen's Bench Action No. 24-2101043, the Receiver be and is hereby at liberty to sell, without further Order of this Honourable Court, additional property of Graham Brothers of an aggregate value not exceeding \$100,000.00.

  
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J.C.Q.B.A.

Asset Unit #	Manufacturer	Model	Year	Equipment Description	Vin#/Serial#	Estimated Net Realization
AT-007	Welco Beales	Tooth Bucket 250 Series Adapter		Bucket	141657-05-02	800
AT-047	EFI	24" Dig Bucket For Mini Excavator		Bucket	0558D0194-24	800
AT-050	Hyundai	Bucket for Hyundai HL760 4.3YD with Quick Attach	2014	Bucket	BK	2,800
AT-052	AMI	Mat Grapple for Hyundai HL760 with Quick Attach	2014	Mat Grapple	1371078	8,800
AT-060	Hyundai	Bucket for Hyundai HL760 4.3YD with Quick Attach	2014	Bucket	BK	3,200
AT-102	John Deere	Mat Grapple For HL760K PN:1030901-8 Quick Attach	2013	Mat Grapple	511802	8,800
AT-167	John Deere	Smooth Bucket For HL760K Loader		Bucket	1904320	3,600
AT-168	EFI	Packer For Mini Hoe PN:RHP15V PA		Packer	055AD0054	1,600
AT-169	EFI	12" Digging Bucket For Mini Excavator		Bucket	0558D0305-12	400
BH-156A	APE	Lead system				120,000
HT-109	Western Star	Conventional Tandem Axle Winch Tractor Day Cab	1994	Winch Tractor Tandem	2WKPDCC0R0K934937	12,000
MT-001	Suzuki	Carry 4x4 Mini Truck Offroad Use Only	1992	Mini Truck	0D518-101782	3,500
SE-225	Wacker	8560-45 Vibratory Rammer	2014	Plate Tamper	20297335	900
SS-102	Case	440CT Skid Steer	2010	Skid Steer	NAM412134-ATT	18,000
TR-202	DoubleA	Excel Series	2012	Carhauler Trailer	2DACC52440T014296	1,120
TR-261	Double A	14000lb Tandem Low Profile Dump Trailer	2013	Dump Trailer	2DADC3275ET015582	4,250
TR-283	CIAY	CI820 Cargo 20ftx8ftx4in T/A Insula Enclosed Trailer	2006	Cargo Trailer	2JAAE772161000115	3,000
TR-287	Load Trail	34' Low Pro Hydraulic Dovetail Tandem Gooseneck Trailer	2014	Gooseneck Traller	4ZEG13428E1063783	11,200
WL-116	Case	721F Wheel Loader	2011	Wheel Loader	N8F513553 / NBF213553	76,000
zzBH-124B chg to at	Craig	200 Series	2012	60" C/O Bucket	1370738	2,400
zzWL-142 Bucket		760-9		Bucket	BK	2,400
zzWL-160 Mat Grapple FOR SALE	AMI	PIN ON-FOR AUCTION		Mat Grapple	142082-01-01	6,800
zzWL-163 Mat Grapple		HL760-9A		Grapple	142082-01-03	6,800
LT-177	Dodge	Ram 3500 Crew Flat Deck 4x4	2012	Flat Deck Pickup	3C63D3HL4CG220539	15,500
Miscellaneous smails						16,000
BH-137	Hyundai	Hyundai R250LC-9 Excavator	2013	Excavator	HHKHZ701CC0000352 & 1371874	110,000
BH-148	Caterpillar	336E Hydraulic Excavator For Piling Head	2014	Excavator	CAT0336EEFJH01410	250,000
BH-151	Caterpillar	324E Hydraulic Excavator	2014	Excavator	CAT0324EJPNW01237	188,000
HT-130	Peterbilt	Conventional Tilt Deck	2008	Tilt Deck Truck	2NPRLN9X18M754821	44,000
TR-277	BWS	40SN Scissorsneck Trailer	2008	Scissorsneck Trailer	28940SN3781001508	36,000
TR-278	BWS	40J02X OF Jeep Trailer	2015	Jeep Trailer	28940J020F1001401	16,000
TR-279	BWS	55LB3XSND Lowbed Trailer	2014	Lowbed Trailer	28955LB38E1001383	54,560
WL-162	Hyundai	HL760-9A Wheel Loader With ISO Quick Attach Coupler	2014	Wheel Loader	HLL04ED0000206	152,000
BH-156 (Manitoba)	Caterpillar	365CL Hydralic Excavator	2008	Excavator	CAT0365CKMCS00488	160,000
						<u>1,341,230</u>

SCHEDULE "A"