

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

ORDER
(Auction Approval)

I hereby certify this to be a true copy of
the original Order
dated this 6 day of September 20 19
[Signature]
for Clerk of the Court

ADDRESS FOR SERVICE
AND CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT

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File No. 39279-2002

DATE UPON WHICH ORDER WAS PRONOUNCED: Thursday, August 29, 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. This Order may be filed with the Clerk of the Court after 1:00 p.m. on September 6, 2019 subject to the following terms:
 - (a) If Douglas Atkins provides the Receiver, by no later than 12:00 p.m. on September 6, 2019 (the “**Funding Deadline**”), with proof, satisfactory to the Receiver, of funding available to Mr. Atkins on terms that will permit the Receiver to close a sale of the Equipment to Mr. Atkins or his nominee for the appraised forced liquidation values of the Equipment (“**Proof of Funding**”) no later than September 30, 2019, this Order shall not be entered and the Receiver shall not proceed with the Mirterra Proposal.
 - (b) If no Proof of Funding is provided by the Funding Deadline, or if the Proof of Funding provided by the Funding Deadline is not satisfactory to the Receiver, acting reasonably, the Receiver shall be at liberty to enter this Order and proceed with the Mirterra Proposal.

3. 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.
4. The actions, conduct and activities of the Receiver as reported in the First Report are hereby authorized and approved.
5. 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.
6. 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.
7. Service of this Order on any party not attending this Application is hereby dispensed with.

"P.R. Jeffrey"

Justice of the Alberta Court of Queen's Bench