



Clerk's stamp:

COURT FILE NO. 1301-01600  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED

PLAINTIFF AGRICULTURE FINANCIAL SERVICES CORPORATION AND FARM CREDIT CANADA

DEFENDANT WESTERN BIODIESEL INC.

DOCUMENT ORDER - DISCHARGE OF RECEIVER

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT  
BLAKE, CASSELS & GRAYDON LLP  
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File.: 88370/8

I hereby certify this to be a true copy of the original *Order*  
Dated this 27 day of May, 2014  
*A. G. Kelly*  
Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: May 27, 2014

LOCATION WHERE ORDER WAS PRONOUNCED: Justice Chambers

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

UPON the application of Hardie & Kelly Inc. (“**H&K**”) in its capacity as court-appointed receiver and manager (the “**Receiver**”) of Western Biodiesel Inc. (the “**Debtor**”); AND UPON reading the Receiver’s Second Report dated May 16, 2014 (the “**Second Report**”), filed; and, the Affidavit of Service of Carol Benish sworn May 22, 2014, filed; AND UPON hearing counsel for the Receiver, counsel for the Plaintiffs, and counsel for other interested parties;

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

- 1. The time for service of the Application and materials in support thereof be and is hereby abridged to the date of actual service and service be and is hereby approved, the Application is properly returnable today, all parties entitled to notice of this Application

have been properly served, and no other persons are entitled to service of the Application or the Second Report.

2. Capitalized terms not otherwise defined herein shall have the meaning given to them in the Second Report.
3. The Receiver is hereby authorized and directed to disburse the Residual Funds as set out in Second Report and the Statements of Receipts and Disbursements attached thereto.
4. Hardie & Kelly Inc. is hereby discharged as the Receiver of the Property (as such term is defined in the Receivership Order) and shall have no further liabilities, obligations, responsibilities or duties with respect to the Property including, without limitation, any duties arising under the *Bankruptcy and Insolvency Act* (Canada) ("BIA"), Receivership Order, or any other Order issued in these proceedings;
5. The fees and disbursements of the Receiver and its legal counsel, as summarized in paragraphs 12 through 15 of the Second Report, be and are hereby approved.
6. From and including the date of the Second Report and based on the evidence that is currently before this Honourable Court:
  - (a) the Receiver has exercised its powers and performed its duties and functions, including but not limited to those under the BIA, the Receivership Order and all other orders issued in the within proceedings, honestly, in good faith, and in a commercially reasonable manner;
  - (b) the actions and conduct of the Receiver are approved and the Receiver has satisfied all of its duties and obligations as receiver of the Property;
  - (c) the Receiver shall not be liable for any act or omission including, without limitation, any act or omission pertaining to the discharge of the Receiver's duties as receiver of the Property, save and except for any liability arising out of fraud or wilful misconduct on the part of the Receiver; and
  - (d) any and all claims against the Receiver arising from, relating to or in connection with the performance of the Receiver's duties and obligations as receiver of the

Property, save and except for claims based on fraud or gross negligence or wilful misconduct on the part of the Receiver, shall be forever barred and extinguished.

7. No action or proceeding arising from, relating to, or in connection with the performance of the Receiver's duties and obligations in respect of the Debtor or the Property may be commenced or continued without the prior leave of this Honourable Court, on notice to the Receiver and on such terms as this Honourable Court may direct.
8. The Receiver is authorized to destroy the corporate records of the Debtor 30 days after this service of this Order on the remaining directors of the Debtor.
9. Service of this Order by way of facsimile or electronic transmission to the persons listed on the service list shall constitute good and sufficient service of this Order on all parties entitled to notice of same and no persons other than those listed on the service list are entitled to be served with a copy of this Order.

  
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J.C.C.Q.B.A.