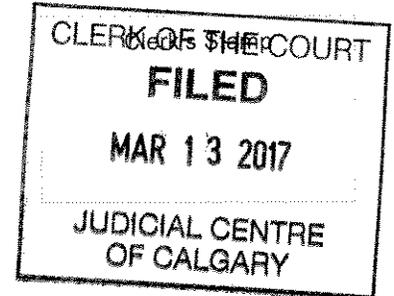


COURT FILE NUMBER 1601-04493  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE CALGARY  
PLAINTIFF PILLAR CAPITAL CORP.  
DEFENDANTS ACTION RESTORATION LTD.,  
ACTION RESTORATION RD LTD.,  
ACTION ASSET CORPORATION  
and STEP ABOVE EXTERIORS LTD.  
DOCUMENT **APPLICATION (Validity and Enforceability of the Security of FundThrough Inc.)**  
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT  
McCARTHY TÉTRAULT LLP  
Barristers & Solicitors  
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**NOTICE TO RESPONDENT(S)**

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the master/judge.

To do so, you must be in Court when the application is heard as shown below:

Date: March 22, 2017  
Time: 2:00 p.m.  
Where: Calgary Courts Centre  
Before Whom: Justice C.M. Jones

Go to the end of this document to see what else you can do and when you must do it.

**Remedy claimed or sought:** Hardie & Kelly Inc., in its capacity as the court-appointed receiver and manager (the "**Receiver**") of the undertakings, property, and assets of Action Restoration Ltd. ("**ARL**"), Action Restoration RD Ltd. ("**ARL RD**") and Step Above Exteriors Ltd. ("**SAE**", and ARL,

ARL RD and SAE collectively referred to as, the “**Debtors**”) pursuant to the Receivership Order issued by this Honourable Court on April 15, 2016 (the “**Receivership Order**”), applies for an Order substantially in the form attached as Schedule “**A**” hereto:

1. If necessary, declaring, that the time for service of this application (the “**Application**”) and the Third Report of the Receiver, dated March 13, 2017 (the “**Third Receiver’s Report**”) is abridged, that the Application is properly returnable on March 22, 2017, that service of the Application and the Third Receiver’s Report on the service list is good and sufficient, and that no persons other than those on the service list are entitled to service of the Third Receiver’s Report, the Application, or any orders arising therefrom.

2. Declaring the security interests granted by ARL and ARL RD to FundThrough Inc. (“**FundThrough**”) over receivables owing to or collected by each of ARL and ARL RD to be valid and enforceable and authorizing the Receiver to make distributions to FundThrough in respect of indebtedness owed by each of ARL and ARL RD to FundThrough.

3. Approving the interim accounts of the Receiver and its legal counsel in respect of the Debtors.

4. Approving the Receiver’s Interim Statement of Receipts and Disbursements in respect of the Debtors.

5. Such further and other relief as counsel for the Receiver may advise.

**Grounds for making this application:** The grounds for the Application are as follows:

6. The Receiver was appointed as receiver and manager over the Property (as such term is defined in the Receivership Order) pursuant to the Receivership Order.

7. Pursuant to the terms of the Receivership Order, the Property includes accounts receivable owing to each of ARL and ARL RD. Since the issuance of the Receivership Order, the Receiver has been collecting receivables due to each of ARL and ARL RD. The Receiver’s solicitors have opined that the security in favour of FundThrough in such receivables is valid and enforceable and the Receiver proposes to make distribution of the receivables to FundThrough, subject to claims that rank in priority to the FundThrough security.

8. Such further and other grounds as counsel for the Receiver may advise.

**Material or Evidence to be relied On:** The Receiver will rely on the following material:

9. The Third Receiver's Report.
10. Such further and other material as counsel for the Receiver may advise.

**Applicable rules:**

11. Rule 6.3, 6.9 and 11.27 of the *Alberta Rules Of Court*, Alta. Reg. 124/2010.
12. Such further and other rules as counsel for the Receiver may advise.

**Applicable Acts and regulations:**

13. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3.
14. Such further and other acts and regulations as counsel for the Receiver may advise.

**Any irregularity complained of or objection relied on:**

15. There are no irregularities complained of or objections relied on.

**How the application is proposed to be heard or considered:**

16. The Receiver proposes that the Application be heard in person with one, some, or all of the parties present.

**WARNING**

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

**SCHEDULE "A"**

COURT FILE NUMBER 1601-04493

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF PILLAR CAPITAL CORP.

DEFENDANTS ACTION RESTORATION LTD.,  
ACTION RESTORATION RD LTD.,  
ACTION ASSET CORPORATION  
and STEP ABOVE EXTERIORS LTD.

DOCUMENT **ORDER (Validity and Enforceability  
of the Security of FundThrough  
Inc.)**

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CONTACT INFORMATION OF  
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DOCUMENT

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Email: scollins@mccarthy.ca  
wmacleod@mccarthy.ca

Clerk's Stamp

DATE ON WHICH ORDER WAS PRONOUNCED: March 22, 2017

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: Justice C.M. Jones

**UPON THE APPLICATION** of Hardie & Kelly Inc., in its capacity as the court-appointed receiver and manager (the "**Receiver**") of the undertakings, property, and assets of Action Restoration Ltd. ("**ARL**"), Action Restoration RD Ltd. ("**ARL RD**") and Step Above Exteriors Ltd. ("**SAE**", and ARL, ARL RD and SAE collectively referred to as, the "**Debtors**") pursuant to the Receivership Order, dated April 15, 2016 (the "**Receivership Order**"), **AND UPON** reading the Third Report of the Receiver, dated March 13, 2017 (the "**Third Receiver's Report**"), filed; **AND**

**UPON** reading the Affidavit of Service of ●, sworn March ●, 2017 (the “**Affidavit of Service**”), filed; **AND UPON HEARING** the submissions of counsel for the Receiver, and for any other parties who may be present;

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

1. The application filed by the Receiver on March 13, 2017 (the “**Application**”) is properly returnable today, service of the Application and the Third Receiver’s Report in the manner described in the Affidavit of Service is validated and no other persons are entitled to service of the Third Receiver’s Report or the Application.

2. The security interest granted by ARL to FundThrough Inc. (“**FundThrough**”) over all debts, accounts, claims, demands, monies and other choses in action which have been collected by, are now due to or which at any time hereafter may become due to ARL (collectively, the “**ARL Receivables**”) is valid and enforceable and, subject only to the charges contained in the Receivership Order and any other perfected liens, claims, trusts or security interests that may rank in priority to the ARL Receivables at law or in equity (collectively, the “**ARL Priority Claims**”), holds priority over any and all security interests, claims, estates, rights, title, interests, hypothecs, mortgages, charges, liens (whether contractual, statutory or otherwise) in or to the ARL Receivables, whether or not any of the foregoing have attached or been perfected, registered or filed, and whether secured, unsecured or otherwise.

3. The security interest granted by ARL RD to FundThrough over all debts, accounts, claims, demands, monies and other choses in action which have been collected by, are now due to or which at any time hereafter may become due to ARL RD (collectively, the “**ARL RD Receivables**”) is valid and enforceable and, subject only to the charges contained in the Receivership Order and any other perfected liens, claims, trusts or security interests that may rank in priority to the ARL RD Receivables at law or in equity (collectively, the “**ARL RD Priority Claims**”), holds priority over any and all security interests, claims, estates, rights, title, interests, hypothecs, mortgages, charges, liens (whether contractual, statutory or otherwise) in or to the ARL RD Receivables, whether or not any of the foregoing have attached or been perfected, registered or filed, and whether secured, unsecured or otherwise.

4. The Receiver is authorized and empowered, immediately and from time to time hereafter as the Receiver determines appropriate and subject only to the ARL Priority Claims, to make

distributions to FundThrough from the ARL Receivables in an amount sufficient to irrevocably repay all principal amounts advanced to either of ARL or ARL RD by FundThrough. The Receiver is further authorized and empowered to make additional distributions to FundThrough from the ARL Receivables in satisfaction of valid and enforceable obligations owing by either of ARL or ARL RD to FundThrough with the agreement of each of FundThrough, Pillar Capital Corp (“**Pillar**”), Business Development Bank of Canada (“**BDC**”) and the Receiver.

5. The Receiver is authorized and empowered, immediately and from time to time hereafter as the Receiver determines appropriate and subject only to the ARL RD Priority Claims, to make distributions to FundThrough from the ARL RD Receivables in an amount sufficient to irrevocably repay all principal amounts advanced to either of ARL or ARL RD by FundThrough. The Receiver is further authorized and empowered to make additional distributions to FundThrough from the ARL RD Receivables in satisfaction of valid and enforceable obligations owing by either of ARL or ARL RD to FundThrough with the agreement of each of FundThrough, Pillar, BDC and the Receiver.

6. The declarations made in paragraphs 2 and 3 of this Order are without prejudice to the right of FundThrough to assert that:

- (a) it has previously acquired the entirety of ARL’s right, title, estate and interest in and to the ARL Receivables by way of an absolute assignment of the ARL Receivables from ARL to FundThrough; or
- (b) it has previously acquired the entirety of ARL RD’s right, title, estate and interest in and to the ARL RD Receivables way of an absolute assignment of the ARL RD Receivables from ARL RD to FundThrough.

7. The interim accounts of the Receiver and its legal counsel in respect of the Debtors, as set forth at Appendices “**B**”, “**C**” and “**D**” of the Third Receiver's Report, be and are hereby approved.

8. The Receiver's Interim Statement of Receipts and Disbursements in respect of the Debtors, as set forth at Appendix “**A**” of the Third Receiver's Report, be and is hereby approved.

9. Each of FundThrough, Pillar, BDC, the Receiver and any other interested person may apply to this Honourable Court for further advice and directions in respect of this Order or to authorize additional distributions from the ARL Receivables or the ARL RD Receivables to any person.

10. Service of this Order on the persons in attendance at the Application by facsimile, courier, registered mail, regular mail or personal delivery shall constitute good and sufficient service of this Order, and no persons other than the persons in attendance at the Application are entitled to be served with a copy of this Order.

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