

COURT FILE NUMBER 1601-04493

COURT COURT OF QUEEN'S BENCH OF ALBERTA

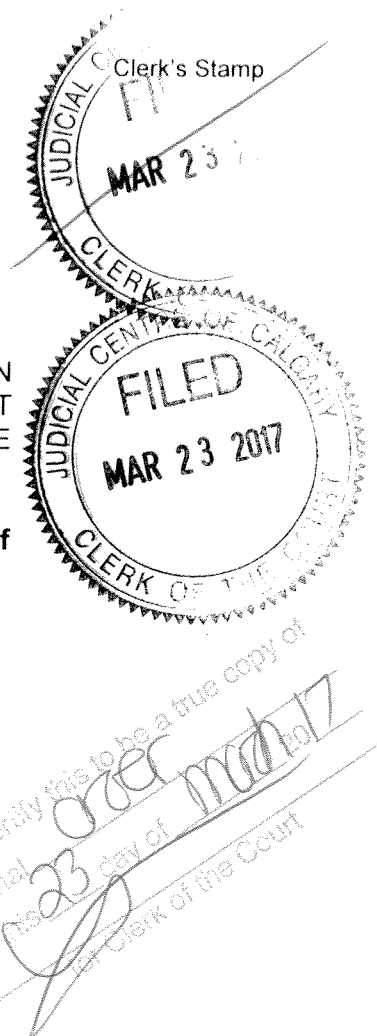
JUDICIAL CENTRE CALGARY

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.)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
 McCARTHY TÉTRAULT LLP
 Barristers & Solicitors
 Sean F. Collins/Walker W. MacLeod
 Suite 4000, 421-7th Avenue S.W.
 Calgary AB T2P 4K9
 Phone: 403-260-3531/403-260-3710
 Fax: 403-260-3501
 Email: scollins@mccarthy.ca
 wmacleod@mccarthy.ca



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 Katie Doran, sworn March 14, 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~~ ^{5 2} **Error! Reference source not found.** 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.



J.C.Q.B.A.