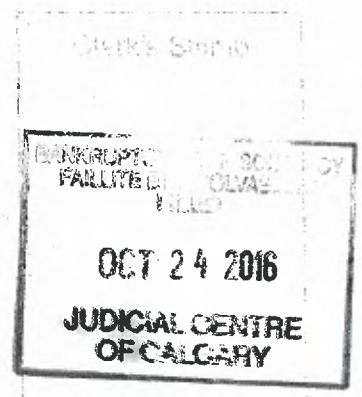


COURT FILE NUMBER 25-2160227

COURT COURT OF QUEEN'S BENCH OF ALBERTA IN BANKRUPTCY AND INSOLVENCY

JUDICIAL CENTRE CALGARY



PROCEEDING **IN THE MATTER OF THE PROPOSAL OF COIL WORKS INC.**

DOCUMENT **APPLICATION FOR ORDER APPROVING PROPOSAL**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT  
**Cassels Brock & Blackwell LLP**  
Suite 1250, Millennium Tower  
440 - 2nd Avenue SW  
Calgary, AB T2P 5E9

Attn: Jeffrey Oliver  
Tel: 403-351-2920  
Fax: 403-648-1151  
joliver@casselsbrock.com

**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 Judge.

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

**Date:** November 10, 2016  
**Time:** 2:00 PM  
**Where:** Calgary Courts Centre, 601 - 5 Street S.W.  
Calgary, AB T2P 5P7  
**Before Whom:** The Honourable Madam Justice Horner

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

**Remedy claimed or sought:**

1. An Order substantially in the form of Schedule "A", attached hereto:
  - a. abridging the time for service of this Application and the supporting materials, as necessary, and deeming service thereof to be good and sufficient; and
  - b. An Order pursuant to s. 58 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3 (the "**BIA**") approving a proposal (the "**Proposal**") filed by Coil Works Inc. ("**CWI**"), a copy of which is affixed to Exhibit "A" to the Report of Trustee on Proposal dated October 24, 2016 and filed in support of this Application.

**Grounds for making this Application:**

2. CWI is an insolvent corporation which filed a Notice of Intention to Make a Proposal under the BIA on August 29, 2016.
3. CWI filed the Proposal with its creditors on September 27, 2016.
4. Hardie & Kelly Inc. (the "**Proposal Trustee**") has been named as the trustee under the Proposal.
5. The meeting of the creditors to consider the Proposal was held on October 17, 2016 and was presided over by the Proposal Trustee.
6. The Proposal was accepted by the required majorities of CWI's creditors. In particular, 95% of voting creditors in number, and over 98% in value, voted in favour of the Proposal.
7. The terms of the Proposal are reasonable.
8. The creditors will receive more under the Proposal than under a bankruptcy.
9. The terms of the Proposal are calculated to benefit the general body of creditors.
10. The terms of the BIA have been complied with.
11. CWI has acted in good faith throughout.
12. The Proposal Trustee has recommended the Proposal.

**Material or evidence to be relied on:**

13. Form 40 Report of Trustee on Proposal dated October 24, 2016;
14. Such further and other materials as counsel may advise.

**Applicable rules:**

15. *Alberta Rules of Court*, AR 124/2010.

**Applicable Acts and regulations:**

16. *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3.

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

17. None.

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

18. This Application is proposed to be heard by oral submission.

**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 time shown at the beginning of the form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

Schedule "A"

COURT FILE NO. 25-2160227

COURT COURT OF QUEEN'S BENCH OF ALBERTA  
IN BANKRUPTCY AND INSOLVENCY

JUDICIAL CENTRE CALGARY

APPLICANT **IN THE MATTER OF THE PROPOSAL OF  
COIL WORKS INC.**

DOCUMENT **ORDER (APPROVING PROPOSAL)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **Cassels Brock & Blackwell LLP**  
Suite 1250, Millennium Tower  
440 2nd Avenue SW  
Calgary, AB T2P 5E9



Attn: Jeffrey Oliver  
Tel: 403-351-2920  
Fax: 403-648-1151  
joliver@casselsbrock.com

**DATE ON WHICH ORDER WAS PRONOUNCED:** November 10, 2016  
**NAME OF JUDGE WHO MADE THIS ORDER:** The Honourable Madam Justice Horner  
**LOCATION OF HEARING:** Calgary, Alberta

UPON THE APPLICATION of Hardie & Kelly Inc. (the "**Proposal Trustee**"), the Proposal Trustee of Coil Works Inc., AND UPON HAVING READ THE notice of application in respect of this Order (the "**Application**") and the Form 40 of Report of Trustee on the Proposal dated October 24, 2016 (the "**Report**") AND UPON HEARING counsel for Coil Works Inc. ("**CWI**") and the Proposal Trustee AND UPON HEARING any other counsel present;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of the Application and the Report is hereby abridged and the Application is properly returnable today, service of the Application and the Report is good and

sufficient, and no other persons are entitled to be served with or be given notice of the Application or served with a copy of the Report.

2. Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the proposal of CWI dated September 27, 2016 (the "**Proposal**").
3. The Proposal is declared to be fair and reasonable and calculated for the benefit of the general body of CWI's creditors, made in good faith, and has been agreed to and approved by the requisite majority of CWI's creditors.
4. The Proposal is hereby approved.
5. The Proposal Trustee and CWI are hereby authorized and directed to take all actions and steps necessary or appropriate to implement and complete the Proposal, including authorization and direction to make all payments and distributions required to be made pursuant to the Proposal.
6. From and after the Effective Date, each Affected Creditor and any other person affected by the Proposal will be deemed to have consented and agreed to all the provisions of the Proposal in its entirety.
7. Service of this Order shall be deemed to have been achieved by posting a copy of this Order on the Proposal Trustee's website and by delivering a copy of this Order to those parties listed on the service list prepared by counsel for CWI.

---

Justice of the Court of Queen's Bench of Alberta