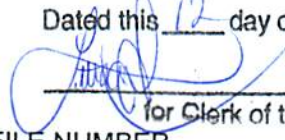


I hereby certify this to be a true copy of
the original Order

Dated this 12 day of February 2019


for Clerk of the Court

Clerk's stamp:



COURT FILE NUMBER

1801-16548

COURT

COURT OF QUEEN'S BENCH

JUDICIAL CENTRE

CALGARY

APPLICANT

CANADIAN WESTERN BANK

RESPONDENTS

ARTE GROUP INC., ARTE HOLDINGS CORP.,
ARTE GROUP CORP., THE BOAZ AND DAVID
SHILMOVER FAMILY TRUST, DAVID
SHILMOVER and BOAZ SHILMOVER

DOCUMENT

ORDER FOR FINAL DISTRIBUTION,
APPROVAL OF RECEIVER'S FEES AND
DISBURSEMENTS, APPROVAL OF
RECEIVER'S ACTIVITIES AND DISCHARGE
OF RECEIVER

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT

Carole Hunter / Ryan Algar
DLA Piper (Canada) LLP
1000 - 250, 2nd Street SW
Calgary, AB T2P 0C1
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Fax: 403-697-6600 / 403-776-8866
Email: carole.hunter@dlapiper.com /
ryan.algar@dlapiper.com
File No.: 030645-00186/CJH

DATE ON WHICH ORDER WAS PRONOUNCED:

February 6, 2019

LOCATION WHERE ORDER WAS PRONOUNCED:

Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER:

The Honourable Justice J. T. Eamon

UPON THE APPLICATION of Canadian Western Bank ("CWB") seeking the discharge of Hardie & Kelly Inc. in its capacity as the Court-appointed receiver (the "Receiver") of the undertaking, property and assets of Arte Group Inc. operating as Arte Group, Arte Roofing & Construction, Arte Roofing & Exteriors, and Arte Structures (collectively, the "Debtor"), and for an Order for the final distribution of proceeds, approval of the Receiver's fees and disbursements, and approval of the

Receiver's activities; **AND UPON** hearing read the Receiver's First Report dated January 28th, 2019 (the "**First Report**"); **AND UPON** hearing counsel for CWB, counsel for the Receiver, and counsel for various other parties; **AND UPON** being satisfied that it is appropriate to do so, **IT IS ORDERED THAT:**

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given;
2. The Receiver's accounts for fees and disbursements, as set out in the First Report are hereby approved without the necessity of a formal passing of its accounts, subject to any parties' right to request a formal taxation of such accounts.
3. The accounts of the Receiver's legal counsel Burnet, Duckworth & Palmer LLP, Rose LLP, and HMC Lawyers LLP, for their fees and disbursements, as set out in the First Report are hereby approved without the necessity of a formal assessment of their accounts, subject to any parties' right to request a formal taxation of such accounts.
4. Any party requesting a formal taxation of the Receiver's accounts or the accounts of the Receiver's legal counsel must serve a notice of intention to request a formal taxation (the "**Notice of Intention**") on the Receiver and/or its legal counsel on or before April 6, 2019. If no Notice of Intention is served on the Receiver and/or its legal counsel by April 6, 2019, any further claims to have a taxation of such accounts is forever barred.
5. The Receiver's activities as set out in the First Report, and the Statement of Receipts and Disbursements as attached to the First Report, are hereby ratified and approved.
6. The Receiver is authorized and directed to distribute the funds in its possession before or after its discharge, including without limitation funds from the sale of owned or leased vehicles, or which may come into its possession, in the following order and priority:
 - (a) in satisfaction of any amounts secured by the charges described in sections 81.4(4) and 81.6(2) of the Bankruptcy and Insolvency Act RSC 1985 c. B3;
 - (b) in satisfaction of any costs of the administration of the receivership, including the accounts of the Receiver and its legal counsel;
 - (c) in satisfaction of any borrowings made by the Receiver pursuant to Receiver's Certificates as prescribed by the Receivership Order granted in these proceedings on November 23, 2018; and

- (d) to Canada Revenue Agency on account of claims to be advanced on account of unremitted source deductions and GST owing by the Debtor.
7. On the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
 8. No action or other proceedings shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver, except with prior leave of this Court on Notice to the Receiver, and upon such terms as this Court may direct.
 9. Upon the filing of this Order, the Receiver shall be discharged as Receiver of the Debtor and its property, provided however, that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of the Receiver in its capacity as Receiver.
 10. The Receiver and its legal counsel are authorized and directed to file Notices of Ceasing to Act in any litigation involving the Debtor or the Receiver, and such Notices of Ceasing to Act shall designate the address for service upon the Debtor to be the Debtor's registered office at:

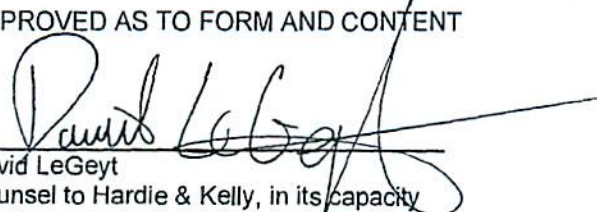
Arte Group Inc.
Third Floor, 14505 Bannister Road SE
Calgary, AB T2X 3J3

(the "Arte Address")
 11. The Receiver and its legal counsel are authorized and directed to register Notices of Change of Address for Service in respect of any liens registered by the Receiver or its legal counsel as agent for the Debtor, and such Notices of Change of Address for Service shall designate the address for service upon the Debtor to be the Arte Address.

12. Both before and after its discharge, the Receiver is authorized and directed to redirect and/or send any correspondence or other documents addressed to the Debtor or the Receiver and received by the Receiver to the Arte Address. Thereafter, subject to the limitations set out in paragraph 6 herein, the Receiver has no other obligation or responsibility in relation to any such correspondence or other documents, and for clarity has no obligation or responsibility to respond to or deal with any such correspondence or document.
13. The Receiver is authorized and directed, in its discretion, to surrender to the applicable landlords any leased premises of the Debtor in the state such premises exist on the date of surrender. The Receiver shall pay occupation rent for any leased premises occupied by the Receiver up to the date of surrender to the landlord but, subject to the limitations set out in paragraph 6 herein, shall otherwise have no responsibility or liability in respect of any leased premises.
14. For clarity, upon the discharge of the Receiver, all of the property of the Debtor, including without limitation, leased property, the books, records, and other documents and information of the Debtor, shall revert to the Debtor, and, subject to the limitations set out in paragraph 6 herein, the Receiver shall have no more right, entitlement, obligation or responsibility in respect of or relating to the property or information of the Debtor, including without limitation information to which the *Personal Information Protection and Electronic Documents Act* SA 2003 c P6.5 may apply, and the Receiver shall have no responsibility or obligation to maintain any insurance in respect of the property of the Debtor.
15. 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.


Justice of the Court of Queen's Bench of Alberta

APPROVED AS TO FORM AND CONTENT


David LeGeyt
Counsel to Hardie & Kelly, in its capacity
as receiver of Arte Group Inc.