

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY**

BETWEEN:

**HER MAJESTY THE QUEEN IN RIGHT OF CANADA AS REPRESENTED BY THE
MINISTER OF NATIONAL REVENUE**

Plaintiff

- and -

TEMPLE CITY HOUSING INC.

Defendant

APPROVAL AND VESTING ORDER

BEFORE the Honourable) On Thursday the 24th day of April, 2008.
Justice B.E. Romaine)
IN CHAMBERS)
Calgary Courts Centre)
CALGARY, ALBERTA)

UPON the Application of Hardie and Kelly Inc., ("the Receiver") the Receiver of Temple City Housing Inc. ("the Company"); AND UPON READING the Affidavit of A. Ronald Hardie, filed, AND UPON HEARING counsel for the Receiver and for other interested parties;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of the Notice of this application is good and sufficient as given, and the time for service is abridged to that actually given.
2. The Offer to Purchase of Scorpio Contracting Ltd. ("the Purchaser"), and the transactions contemplated therein are hereby approved and accepted. The Receiver is hereby directed to take all necessary steps to close the sale to the Purchaser in accordance with the terms and conditions of the accepted offer (the "Purchase Agreement") or as

may be subsequently agreed to between the Receiver and the Purchaser, or as may be ordered by this Court.

3. Title to the properties, land and other assets conveyed and sold to the Purchaser pursuant to the Purchase Agreement, as set out in Schedule "A" to this Order ("the Assets") shall, upon closing of the transaction provided for in the Purchase Agreement, vest in the Purchaser free and clear of all claims, charges and liens, registered or which may be registered, against the Companies' interest in the Assets, except for permitted encumbrances as defined in the Purchase Agreement.

4. The Receiver is authorized to deliver to the Purchaser, at the Closing, general and specific conveyances signed by the Receiver and the appropriate Government authorities are hereby directed to register such transfers or conveyances, as may be required to convey clear title to the assets conveyed or transferred by such documents, except for Permitted Encumbrances, and the Registrar of Land Titles is hereby directed to register the transfer of title to the lands described by the title number # 071 104 325, , into the name of Scorpio Contracting Ltd. notwithstanding the provisions of section 191(1) of the *Land Titles Act*."

5. Except as specifically provided for in this Order, all of the interests, rights, title, estate and equity of redemption of the Companies and any parties claiming by, through or under them in and to the Assets, will upon closing of the Purchase Agreement, be extinguished.

6. The Receiver and the Purchaser, as the case may be, are hereby authorized and given leave to apply to this Honourable Court for any Order as may be required or necessary to give effect to the terms of this Order and to give effect to the terms of the Purchase Agreement.

7. The April 21, 2008 Report of the Receiver is hereby accepted and approved and the actions and activities of the Receiver described therein, including the sales process as conducted by the Receiver, are hereby approved.

8. The Receiver is hereby authorized to make an interim distribution of the proceeds from the Purchase Agreement to Echo Merchant Fund Ltd., the Canada Revenue Agency, and other priority creditors in accordance with their priority positions.

9. Service of this Order may be effected upon the parties receiving notice of this application in the same manner as which notice of this application was served upon them.

B. E. Romane

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

ENTERED this _____ day of

April, 2008.

V.A. BRANDT



The Clerk of the Court

Schedule "A"

Description of Assets

- **Land**

Plan 7811608

Parcel A

Excepting Thereout:

			Hectares	(Acres) More or
	Less			
A)	Plan 9511090	Road	0.400	0.99
B)	Plan 0012382	Road	1.12	2.77

Excepting thereout all mines and minerals
and the right to work the same

- **Tents**

HiQual truss arch portable fabric covered tent structures

- **Site buildings**

- **Sea containers**

- **Assorted tools and accessories**

- **Assorted building materials and supplies**

- **Assorted office equipment and furniture**

Action No. 0801-00466

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