

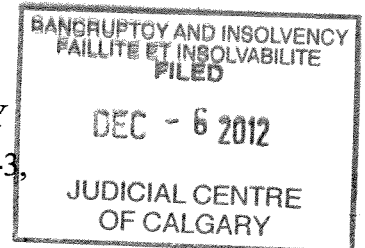
Clerk's stamp:

COURT FILE NUMBER: 25-094321

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE BANKRUPTCY
AND INSOLVENCY ACT, R.S.C. 1985, c. B-3,
AS AMENDED



IN THE MATTER OF THE NOTICE OF
INTENTION TO MAKE A PROPOSAL OF
IMPACT 2000 INC.

APPLICANT: IMPACT 2000 INC.

DOCUMENT: **ORDER**

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT

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File Number: 1139886

DATE ON WHICH ORDER
WAS PRONOUNCED: November 29, 2012

NAME OF JUDGE
WHO MADE THIS ORDER: The Honourable Mr. Justice A.D. Macleod

LOCATION OF HEARING: Calgary, Alberta.

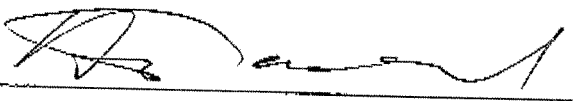
UPON THE APPLICATIONS of Impact 2000 Inc. ("**Impact**") filed November 23,
2012 (the "**Impact Application**") and Canadian Western Bank ("**CWB**") filed on or about

November 28, 2012 (the "**CWB Application**"); **AND UPON** having read the Affidavit of Michael Wolowich sworn January 24, 2012 (the "**Wolowich Affidavit**"), the First Report of Alvarez & Marsal Canada Inc., in its capacity as Trustee (the "**Proposal Trustee**") under the Notice of Intention to Make a Proposal of Impact 2000 Inc. ("**NOI**") dated January 23, 2012, the Supplemental Report of the Proposal Trustee dated January 29, 2012 (the "**Supplemental Report**"), the Affidavit of Jessie Taha sworn on January 26, 2012 and the Affidavit of Rod Stefanizyn sworn on November 28, 2012; **AND UPON** having heard representations of counsel for Impact, the Proposal Trustee, CWB, Canada Revenue Agency, Welclean Land Services Ltd. and any other counsel or parties present; **IT IS HEREBY ORDERED AND DECLARED THAT:**


1. The time for service of the Impact Application is abridged, the Impact Application is properly returnable on November 29, 2012, and that service of the Impact Application is sufficient and that service on any other persons of notice of the Impact Application is dispensed with.
2. Impact is hereby granted an extension, pursuant to s. 50.4(9) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**"), of the time for Impact to file a proposal, to on or before January 10, 2013.
3. As security for the professional fees and disbursements incurred both before and after filing the NOI, the Proposal Trustee, Proposal Trustee's counsel, and Impact's counsel are hereby granted the benefits of and a charge (the "**Administration Charge**") on Impact's current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof (the "**Property**"), which charge shall not exceed an aggregate amount of \$200,000, as security for their professional fees and disbursements incurred at the normal rates and charges of the Proposal Trustee, the Proposal Trustee's counsel and Impact's counsel, both before and after the making of this order, in respect of these proceedings.
4. The filing, registration or perfection of the Administration Charge shall not be required, and the Administration Charge shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Administration Charge coming into existence, notwithstanding any such failure to file, register, record or perfect.

5. The Administration Charge shall constitute a charge on the Property and such charge shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise in favour of any individual, firm, corporation, governmental body or agency, or any other entities (all of the foregoing, collectively being "**Persons**" and each being a "**Person**").
6. Impact shall, subject to such requirements as are imposed by the BIA, have the right to dispose of redundant or non-material assets not exceeding \$10,000 in any one transaction or \$50,000 in the aggregate (or in excess of these amounts, by order of this Court). Any disposal of redundant or non-material assets by Impact is authorized and approved *nunc pro tunc*.
7. Exhibit "10" to the Wolowich Affidavit and Confidential Appendices "A" and "B" to the Supplemental Report (collectively, the "**Confidential Exhibits**") shall be sealed on the Court file in these proceedings until further Order of this Court.
8. The Clerk of the Court shall file the Confidential Exhibits in sealed envelopes with an attached notice that sets out the style of cause in these proceedings and a statement that the envelopes' contents are sealed pursuant to this Order.
9. Any remaining balance from rental payments or other income or receipts received to date by Impact (excluding retainers of professional advisors and rental deposits), and all such further payments or receipts shall be paid over to the Proposal Trustee. Any proposed payment or distribution of these funds by Impact shall be reviewed and approved by the Proposal Trustee having regard to the propriety and validity of such proposed payments. The Proposal Trustee is authorized to make, on Impact's behalf, such approved payments or distribution of funds that are requested by Impact. The Proposal Trustee or Impact shall have leave to reapply to this Court for further directions in the event of any disagreement with respect to any proposed payments.
10. In the event a transcript from the hearing of the Impact Application and the CWB Application that took place on November 29, 2012 (the "**Transcript**") is requested, the process outlined in Schedule "A" to this Order shall be followed.

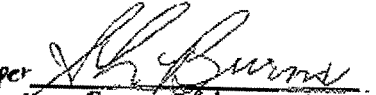
- 11. Impact is authorized and directed to provide a copy of this Order to Transcript Management Services ("TMS") and TMS shall take all steps necessary to ensure that it follows the process outlined in the attached Schedule "A".
- 12. The CWB Application is dismissed.
- 13. All parties shall bear their own costs of the Impact Application and the CWB Application.


 Justice of the Court of Queen's Bench of Alberta

Approved as Order Granted:

per 
 A Robert Anderson


Oster Hoskin Harcourt LLP
Solicitors for Impact 2000 Inc.

per 
 Susan L Robinson Burns

Miles Dawson LLP
Solicitors for Canadian Western Bank

per 
 Jill Medhurst-Trudlar

Solicitor for Canada Revenue Agency

per 
 Howard Borman

Norton Rose Canada LLP
Solicitors for Alvarez and Marsal Canada Inc

Schedule "A"

1. The process referenced in paragraph 10 of the Order shall be as follows:
 - a. TMS shall advise Impact and the Proposal Trustee that a request has been made for a copy of the Transcript and provide Impact and the Proposal Trustee with a copy of the Transcript;
 - b. Impact and the Proposal Trustee are authorized and directed to redact any reference in the Transcript to values set forth in the Confidential Exhibits (the "**Redacted Transcript**") and return the Redacted Transcript to TMS;
 - c. only the Redacted Transcript shall be provided by TMS to the requesting party (the "**Requesting Party**"); and
 - d. the Requesting Party may apply on reasonable notice to Impact and the Proposal Trustee to receive an unredacted copy of the Transcript.