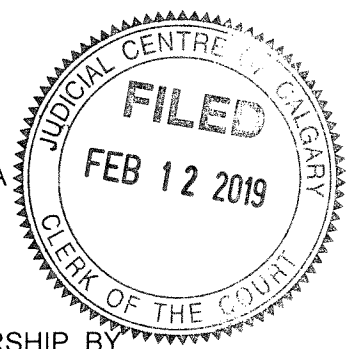


COURT FILE NO. 1801 - 06578
 COURT COURT OF QUEEN'S BENCH OF ALBERTA
 JUDICIAL CENTRE CALGARY
 APPLICANTS MAYNARDS FINANCIAL LIMITED PARTNERSHIP, BY ITS GENERAL PARTNER, MAYNARDS CAPITAL INC.
 RESPONDENTS CLAYTON CONSTRUCTION CO. LTD., GLENN ALLAN CLAYTON, AND JOHN JAMES CLAYTON



DOCUMENT **ORDER FOR 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
BLAKE, CASSELS & GRAYDON LLP
 3500, 855 – 2nd Street S.W.
 Calgary, Alberta T2P 4J8
 Attention: Ryan Zahara/James Reid
 Telephone: 403-260-9628
 Facsimile: 403-260-9700
 Email: ryan.zahara@blakes.com
james.reid@blakes.com
 File Ref.: 79294/12

I hereby certify this to be a true copy of the original Order
 Dated this 12 day of Feb - 2019

 for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: February 11, 2019
LOCATION WHERE ORDER WAS PRONOUNCED: Calgary Courts Centre
NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice R.A. Neufeld

UPON the application (the "**Application**") by FTI Consulting Canada Inc., in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of the undertaking, property and assets of Clayton Construction Co. Ltd. (the "**Debtor**") for an Order for approval of the Receiver's fees and disbursements, the Receiver's legal counsel's fees and disbursements, approval of the Receiver's activities and discharge of the Receiver;

AND UPON HAVING READ the Receivership Order dated May 8, 2018 (the "**Receivership Order**"), the Third Report of the Receiver dated February 4, 2019 (the "**Third Report**"), and the Affidavit of Service of Renee Dubeau sworn February 8, 2019, filed;

AND UPON HEARING the submissions of counsel for the Receiver and any other counsel in attendance;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

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.

ACCOUNTS & ACTIVITIES OF RECEIVER

2. The Receiver's accounts for fees and disbursements, as set out in the Third Report are hereby approved without the necessity of a formal passing of its accounts.
3. The accounts of the Receiver's legal counsel Blake, Cassels & Graydon LLP ("**Blakes**"), for its fees and disbursements, as set out in the Third Report are hereby approved without the necessity of a formal assessment of its accounts.
4. The Receiver's activities as set out in the Third Report and in its other reports filed herein are hereby ratified and approved.
5. The Receiver's statement of receipts and disbursements from May 8, 2018 to February 1, 2019, as set out in the Third Report, are hereby approved.

DISCHARGE

4. 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 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.
5. 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.

6. Upon the filing of the Receiver's Completion Certificate, substantially in the form attached hereto as Schedule "A", the Receiver is hereby unconditionally and absolutely discharged as Receiver of the Property (as such term is defined in the Receivership Order). Upon the filing of the Receiver's Completion Certificate the Receiver shall have no further duty, liability or obligation with respect to the Property.
7. 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.

GENERAL

8. At his sole cost and expense, Glenn Alan Clayton, director of the Debtor, is hereby authorized and directed to make arrangements for the pick up or delivery of the books and records of Debtor to his counsel at Morrow Tchir LLP, failing which, the Receiver is authorized and directed to destroy the books and records of the Debtor that are not claimed by the directors or former directors of the Debtor by March 7, 2019. Upon delivery or pick up of the Debtor's records by Mr. Clayton, the Receiver shall have no further responsibility or obligations with respect to the Debtor's records.
9. 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.
10. Service of this Order on any party not attending this application is hereby dispensed with.

" R.A. Newfeld "

J.C.Q.B.A.

Schedule "A"

Form of Receiver's Completion Certificate

COURT FILE NO.	1801 - 06578
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
APPLICANTS	MAYNARDS FINANCIAL LIMITED PARTNERSHIP, BY ITS GENERAL PARTNER, MAYNARDS CAPITAL INC.
RESPONDENTS	CLAYTON CONSTRUCTION CO. LTD., GLENN ALLAN CLAYTON, AND JOHN JAMES CLAYTON
DOCUMENT	RECEIVER'S COMPLETION CERTIFICATE
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	BLAKE, CASSELS & GRAYDON LLP 3500, 855 - 2nd Street S.W. Calgary, Alberta T2P 4J8 Calgary, Alberta T2P 4J8 Attention: Ryan Zahara/James Reid Telephone: 403-260-9628 Facsimile: 403-260-9700 Email: ryan.zahara@blakes.com james.reid@blakes.com File Ref.: 79294/12

This Receiver's Certificate is the Receiver's Certificate referred to in paragraph 6 of the Order of the Honourable Mr. Justice R.A. Neufeld dated February 11, 2019 (the "**Order**"), in these proceedings.

Capitalized terms not otherwise defined herein shall have the meaning given to them in the Third Report of the Receiver, dated February 4, 2019 (the "**Third Report**").

FTI Consulting Canada Inc., solely in its capacity as Court-appointed receiver and manager (the "**Receiver**") of Clayton Construction Co. Ltd. ("**Clayton**") and not in its personal capacity, hereby certifies that:

- (a) all funds in the receivership were received and distributed as described in the Statement of Receipts and Disbursements described in the Third Report, with the exception of any minor discrepancies as compared to the estimated future amounts;
- (b) all documents, accounting records and other papers, records and information related to the business or affairs of Clayton have been destroyed by the Receiver or have been returned to the former directors of Clayton;

- (c) The Remaining Tasks, as described in the Third Report, have been completed by the Receiver.

FTI CONSULTING CANADA INC., in its capacity as the Court-appointed receiver and manager of the undertaking, property and assets of **CLAYTON CONSTRUCTION CO. LTD.** and not in its personal or corporate capacity

Per: _____

Name:

Title: