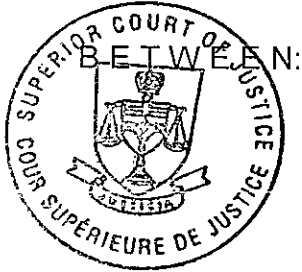


**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE
JUSTICE MESBUR

)
)
)

MONDAY, THE 23RD
DAY OF NOVEMBER, 2015



BETWEEN:

ROYAL BANK OF CANADA

Applicant

and

ATLAS BLOCK CO. LIMITED, ATLAS BLOCK (BROCKVILLE) LTD. and
1035163 ONTARIO, O/A ATLAS BLOCK TRUCKING

Respondents

APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND
INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE
COURTS OF JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED

DISCHARGE ORDER

THIS MOTION, made by KPMG Inc., in its capacity as receiver (the "**Receiver**"),
without security, of all of the assets, undertakings and properties of Atlas Block Co.
Limited, Atlas Block (Brockville) Ltd. and 1035163 Ontario, o/a Atlas Blocking Trucking,
(collectively, the "**Debtors**"), appointed pursuant to the Order of the Honourable Justice
Brown, dated October 4, 2013 (the "**Appointment Order**"), is for an order:

1. Abridging the time for service of the Notice of Motion and the Motion herein, if
necessary, and validating service thereof;

2. approving the Eighth Report of the Receiver dated November 11, 2015 (the "**Receiver's Eighth Report**"), including the actions and activities of the Receiver described in the Receiver's Eighth Report;
3. approving the destruction of the Debtors' books and records and the payment of that service from the receivership;
4. approving the fees and disbursements of the Receiver, its counsel and its U.S. counsel;
5. approving the distribution of the remaining proceeds available in the estate of the Debtors;
6. approving the Receiver's Statement of Receipts and Disbursements for the period October 4, 2013 to October 30, 2015;
7. vacating the Receiver's Borrowing Charge (as defined in the Appointment Order) upon the Receiver filing with the Court a Receiver's Certificate in the form set out as Schedule "A" to the Receivership Discharge Order;
8. discharging KPMG Inc. as Receiver without security, of all of the assets, undertakings and properties of the Debtors;
9. releasing KPMG Inc. from any and all liability, as set out in paragraph 5 of this Order;

was heard this day at Toronto, Ontario.

ON READING the Eighth Report, the affidavits of the Receiver and its counsel as to fees (the "**Fee Affidavits**"), and on hearing the submissions of counsel for the Receiver, no one else appearing although served as evidenced by the Affidavit of Kim Hamill, sworn November 13, 2015, filed;

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that the activities of the Receiver, as set out in the Receiver's Eighth Report, are hereby approved.

3. **THIS COURT ORDERS** that the destruction of the Debtors' books and records and the payment of that service from the receivership is hereby approved.

4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel, as set out in the Receiver's Eighth Report and the Fee Affidavits, are hereby approved.

5. **THIS COURT ORDERS** that the anticipated further accrued and future fees and disbursements of the Receiver and its counsel, DLA Piper (Canada) LLP, required to complete the administration of the receivership estate, including in connection with this motion, in the maximum amount of \$17,500 (the "**Reserve**") are hereby approved.

6. **THIS COURT ORDERS** that the Receiver shall not be required to seek further Court approval in respect of any distributions made on account of the Reserve and that the Receiver and its counsel, DLA Piper (Canada) LLP, shall not be required to pass their

accounts in respect of any further activities in connection with the administration of these receivership proceedings, provided that the distributions made on account of the Reserve do not exceed the all-inclusive aggregate amount of the Reserve.

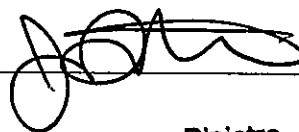
7. **THIS COURT ORDERS** that, after payment of the fees and disbursements herein approved, subject to any amounts owing on filing the Receiver's final HST return, the Receiver shall pay the monies remaining in its hands to Royal Bank of Canada and shall assign any outstanding accounts receivable to RBC, at RBC's request.

8. **THIS COURT ORDERS** that upon payment of the amounts set out in paragraphs 4, 5, and 7 hereof, and upon the Receiver filing a certificate certifying that it has completed the other activities described in the Report, the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtors, 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 KPMG Inc. in its capacity as Receiver.

9. **THIS COURT ORDERS** that the Receiver's Statement of Receipts and Disbursements for the period October 4, 2013 to October 30, 2015 is hereby approved.

10. **THIS COURT ORDERS** that upon the Receiver filing the Receiver's Certificate, the Receiver's Borrowing Charge (as defined in the Appointment Order) shall be terminated, discharged and released.

11. **THIS COURT ORDERS AND DECLARES** that KPMG Inc. is hereby released and discharged from any and all liability that KPMG Inc. now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of KPMG Inc. while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, KPMG Inc. is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.



Giuseppe Di Pietro
Registrar

ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

NOV 23 2015

Schedule "A"

Court File No. CV-13-10201-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE)
JUSTICE)
MONDAY, THE 23RD
DAY OF NOVEMBER, 2015

B E T W E E N:

ROYAL BANK OF CANADA

Applicant

and

ATLAS BLOCK CO. LIMITED, ATLAS BLOCK (BROCKVILLE) LTD. and
1035163 ONTARIO, O/A ATLAS BLOCK TRUCKING

Respondents

APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND
INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE
COURTS OF JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED

RECEIVER'S DISCHARGE CERTIFICATE

RECITALS

- A. Pursuant to an Order of the Honourable Justice Brown of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated October 4, 2013, KPMG Inc., was appointed as the receiver without security, of all of the assets, undertakings and properties of Atlas Block Co. Limited, Atlas Block (Brockville) Ltd. and 1035163 Ontario, o/a Atlas Blocking Trucking, (collectively, the "**Debtors**").
- B. Pursuant to an Order of the Court dated November 23, 2015 (the "**Discharge Order**"), KPMG Inc. was discharged as Receiver of the undertaking, property and

assets of the Debtors to be effective upon the filing by the Receiver with the Court of a certificate confirming that the Receiver has completed the activities described in the Eighth Report and all matters to be attended to in connection with the receivership have been provided for to the satisfaction of the Receiver, provided, however, notwithstanding its discharge: (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 KPMG Inc. in its capacity as Receiver.

- C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Discharge Order

THE RECEIVER CERTIFIES that the Receiver has completed all activities described in the Eighth Report and all matters to be attended to in connection with the receivership have been provided for to the satisfaction of the Receiver.

KPMG Inc., in its capacity as Receiver, without security, of all of the assets, undertakings and properties of Atlas Block Co. Limited, Atlas Block (Brockville) Ltd. and 1035163 Ontario, o/a Atlas Blocking Trucking, and not in its personal or corporate capacity

Per: _____

Name:

Title:

ROYAL BANK OF CANADA
Applicant

-and-

ATLAS BLOCK CO. LIMITED et al.
Respondents

Court File No. CV-13-10201-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**PROCEEDING COMMENCED AT
TORONTO**

DISCHARGE ORDER

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Lawyers for the Receiver