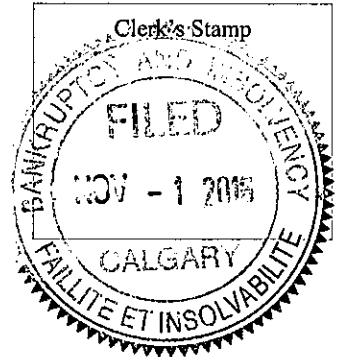


COURT FILE NUMBER 25-2004629
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
MATTER **IN THE MATTER OF THE
BANKRUPTCY OF
HC PIPER MANUFACTURING INC.**
DOCUMENT **ORDER**



ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **Fasken Martineau DuMoulin LLP**
Barristers and Solicitors
3400 First Canadian Centre
350 - 7 Avenue SW
Calgary, Alberta T2P 3N9

Attention: Travis Lysak
Telephone: (403) 261- 5350
Facsimile: (403) 261-5351
Email: tlysak@fasken.com
File No.: 303718.00001

I hereby certify this to be a true copy of the original Order of which it purports to be a copy.

Dated this 1st day of November 2016
Bruce
Registrar at Calgary
Bankruptcy Division of the
Court of Queen's Bench of Alberta

DATE ON WHICH ORDER WAS PRONOUNCED: November 1, 2016
LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta
NAME OF JUSTICE WHO MADE THIS ORDER: D. B. Nixon

UPON the application of Alvarez & Marsal Canada Inc. in its capacity as the Court-appointed trustee (the "**Trustee**") of the undertaking, property and assets of Piper; **AND UPON** reading the Application, the Second Report of the Trustee dated October 24, 2016 (the "**Second Report**"), and other materials filed in the proceedings; **AND UPON** hearing counsel for the Trustee and any other interested parties appearing at the hearing of the within application, **IT IS ORDERED THAT:**

GENERAL

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Second Report.
2. 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 AND ACTIVITIES

3. The actions, conduct and activities of the Trustee to date, as outlined in the Second Report, are hereby authorized and approved.

APPROVAL OF THE SETTLEMENT AGREEMENT

4. The Settlement Agreement, a copy of which is attached as part of Appendix "A" to the Second Report, is hereby approved and is determined to be commercially reasonable and the actions contemplated therein resolve any dispute the estate may have with the Shareholder Creditors' claim.
5. The Settlement Agreement and the execution and acceptance thereof by the Trustee, (including any amendments that may be agreed upon by the parties), is hereby authorized and approved (*nunc pro tunc* if necessary) and the Trustee is hereby authorized and directed to take such additional steps and execute such additional documents as the Trustee considers to be necessary or desirable for the completion of the Settlement Agreement.
6. The Trustee is hereby further authorized and directed, subject to the terms and conditions of this Order and of the Settlement Agreement, to distribute the funds as contemplated therein and to take such additional steps as the Trustee considers to be necessary or desirable and to fulfill its obligations under the Settlement Agreement.

DISTRIBUTIONS

7. The distribution to BDC in the amount of \$1,100,000 made by the Trustee is hereby authorized *nunc pro tunc*.
8. The Trustee is hereby authorized and directed to make the following distributions pursuant to the Settlement Agreement:
 - (a) a distribution to HC Process Systems Inc. ("**HC Process**") in the amount of \$290,341.83;
 - (b) a distribution to Piper Fabrication 2003 Ltd. ("**Piper Fabrication**") in the amount of \$290,341.83;
 - (c) a distribution to 1344861 Alberta Inc. in the amount of \$84,640;
 - (d) a distribution to unsecured creditors of the Piper estate in the amount of \$175,000, less the Superintendent of Bankruptcy's levy required under the BIA, which shall be remitted to the Superintendent of Bankruptcy; and
 - (e) a final distribution to HC Process and Piper Fabrication of the balance of the funds held by the Trustee, after paying the outstanding professional fees, paying any outstanding invoices properly payable by the Trustee, and otherwise completing the administration of all of the assets, undertakings and properties of Piper.
9. The Trustee is hereby authorized and directed to retain a holdback from the payment to be made to HC Process and Piper Fabrication pursuant to paragraph 8(e) hereof in the amount of \$100,000 pending its discharge.

SERVICE

10. 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.

" D. B. Nixon "

Justice of the Court of Queen's Bench of Alberta