

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) WEDNESDAY, THE 2nd DAY
D.)
JUSTICE BROWN) OF APRIL, 2014

BETWEEN:

CARLYLE/RIVERSTONE RENEWABLE ENERGY
INFRASTRUCTURE FUND I, L.P.

Applicant

- and -

AMAIZEINGLY GREEN PRODUCTS, L.P. and
AMAIZEINGLY GREEN PRODUCTS GP LTD.

Respondents

RECEIVERSHIP DISCHARGE ORDER

THIS MOTION, made by Zeifman Partners Inc. ("**Zeifman**"), in its capacity as the Court-appointed receiver (the "**Receiver**"), of all of the assets, undertakings and properties of Amaizeingly Green Products, L.P. and Amaizeingly Green Products GP Ltd. (collectively, the "**Debtors**"), for an order:

1. if necessary, abridging the time for, and validating service of, the Receiver's notice of motion and the materials filed in support of its motion and dispensing with further service thereof such that the Receiver's motion is properly returnable on April 2, 2014;

2. approving the Third Report to Court of the Receiver dated March 23, 2014 (the "**Report**") and the activities of the Receiver as set out in therein;
3. approving the Receiver's Statement of Receipts and Disbursements for the period ending March 10, 2014 (the "**Receiver's Statement of Receipts and Disbursements**");
4. approving the fees and disbursements of the Receiver and its counsel;
5. discharging Zeifman Partners Inc. as Receiver of the undertaking, property and assets of the Debtors; and
6. releasing Zeifman Partners Inc. from any and all liability as set out in herein,

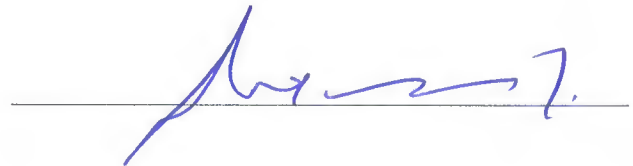
was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the 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, counsel for Carlyle/Riverstone Renewable Energy Infrastructure Fund I, L.P., no one else appearing although served as evidenced by the Affidavit of Deborah Ferguson sworn March 24, 2014, filed,

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and the Motion Record herein shall be and hereby is abridged so that the motion is properly returnable today, and that any further service thereof is hereby dispensed with.
2. **THIS COURT ORDERS** that the Report and the activities of the Receiver as set out therein be and are hereby approved.
3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel, as described in the Report and as set out in the Fee Affidavits, be and are hereby approved.
4. **THIS COURT ORDERS** that the Receiver's Statement of Receipts and Disbursements for these receivership proceedings filed as Appendix "F" to the Report be and is hereby approved.

5. **THIS COURT ORDERS** that upon the Receiver filing a certificate certifying that it has completed the ancillary activities described in the Report (the “**Certificate**”), 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 Zeifman Partners Inc. in its capacity as Receiver.

6. **THIS COURT ORDERS AND DECLARES** that Zeifman Partners Inc. is hereby released and discharged from any and all liability that Zeifman Partners Inc. now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Zeifman Partners 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, Zeifman Partners 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.



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



APR - 2 2014

**CARLYLE/RIVERSTONE RENEWABLE ENERGY
INFRASTRUCTURE FUND I, L.P.**
Applicant

and
**AMAIZEINGLY GREEN PRODUCTS, L.P. and
AMAIZEINGLY GREEN PRODUCTS GP LTD.**
Respondents

Court File No. CV-12-9928-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
PROCEEDING COMMENCED AT
TORONTO**

DISCHARGE ORDER

CASSELS BROCK & BLACKWELL LLP
2100 Scotia Plaza
40 King Street West
Toronto, ON M5H 3C2

Larry Ellis LSUC# 49313K
Tel: 416.869.5406
Fax: 416.640.3004
lellis@caselsbrock.com

Lawyers for the Receiver, Zeifman Partners Inc.