

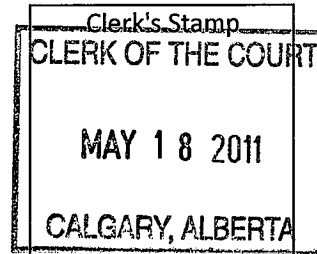
COURT FILE NUMBER 1001-08096

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF HSBC BANK CANADA

DEFENDANTS PRO-LINE DIRECTIONAL SERVICES PARTNERSHIP,
 PRO-LINE DIRECTIONAL SERVICES INC., 1260458
 ALBERTA LTD., MICHAEL COLUMBOS, DARRIN
 GABEL, WES CROWE, KIRK LIVINGSTON, BRAD
 GABEL, BARRY TUCKER and PROLINE DIRECTIONAL
 SERVICES, U.S.A.



AND IN THE MATTER OF THE RECEIVERSHIP OF PRO-LINE DIRECTIONAL SERVICES PARTNERSHIP,
 PRO-LINE DIRECTIONAL SERVICES INC. and 1260458 ALBERTA LTD.

DOCUMENT ORDER
 (DISCHARGE OF THE RECEIVER)

I hereby certify this to be a true copy of
 the original Order
 Dated this 18 day of May 2011
[Signature]
 for Clerk of the Court

ADDRESS FOR SERVICE AND
 CONTACT INFORMATION OF
 PARTY FILING THIS DOCUMENT

Macleod Dixon LLP
 3700 Canterra Tower
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 Attention: Kyle D. Kashuba
 File No. 267933

ORDER

UPON THE APPLICATION of Alger & Associates Inc. in its capacity as receiver and manager (the "**Receiver**") of the assets, undertakings and properties (collectively the "**Property**") of Pro-Line Directional Services Partnership, Pro-Line Directional Services Inc. and 1260458 Alberta Ltd. (collectively the "**Pro-Line Companies**"); **AND UPON HAVING READ** the pleadings, proceedings, orders, reports and other materials filed in this action, including the Third Report of the Receiver, filed (the "**Third Report**"); **AND UPON HEARING** counsel for the Receiver and from any other interested persons who may be present; **AND UPON IT APPEARING** that all interested and affected parties have been served with notice of this application; **AND UPON IT APPEARING** that the discharge of the Receiver as proposed is just,

fair and appropriate in all the circumstances and in the best interests of the receivership estate and the stakeholders affected thereby;

THE COURT IS CONVINCED AND HEREBY ORDERS AND DECLARES THAT:

Service:

1. The time for service of the application and the materials in support thereof is hereby abridged to the date of actual service and that service is hereby approved, this application is properly returnable today and further service of the application and supporting materials is hereby dispensed with.

Discharge of the Receiver:

2. The fees and disbursements of the Receiver and those of the Receiver's legal counsel are hereby approved.
3. The Receiver's actions and those of its counsel to date in respect of administering the receivership and as described in the Receiver's Third Report are hereby approved.
4. The Receiver is hereby authorized and directed to make an interim distribution of funds to the Plaintiff, HSBC Bank of Canada ("**HSBC**"), in the amount of \$650,000.00, and any remaining funds at the conclusion of these receivership proceedings, in the approximate amount of \$15,000.00, in partial repayment of outstanding amounts owed to HSBC by the Pro-Line Companies, as HSBC is the first ranking secured creditor in respect of the Pro-Line Companies and the Property.
5. The lien claims of Sondex (Canada) Inc. ("**Sondex**") and Pulse Directional Technologies Inc. ("**Pulse**") are hereby discharged through payment by the Receiver of the amount of \$6,285.38 as described in the Third Report of the Receiver, and Sondex and Pulse are hereby directed to take any steps necessary to effect the discharge of the said lien claims. The unpaid portion of the lien claims of Sondex and Pulse will rank as unsecured claims against the Pro-Line Companies.
6. The Receiver is hereby authorized to have all of the Pro-Line Companies' books and records in the possession of the Receiver made available for retrieval by HSBC or its representative, or if the books and records are not retrieved by August 31, 2011, the Receiver is hereby authorized to have them destroyed.
7. The Receiver is hereby authorized and directed to take such steps that are necessary to finalize the administration of the receivership, and the fees and disbursements of the Receiver and its legal counsel in respect of such activities are approved without further order of this Court.
8. Upon the completion of the steps necessary to finalize the administration of the receivership and the filing of a Discharge Certificate in the form appended to the

- Receiver's Third Report, including any further investigation or action required by the Receiver in respect of the 8 inch mud motor with company identification number PL-800-02 or PLD-800-02 (the "**Motor**"), Alger & Associates Inc. is hereby unconditionally and absolutely discharged as Receiver of the Property of the Pro-Line Companies, and all duties, responsibilities and obligations connected therewith.
9. 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 proceeding up to and including the date hereof, and Alger & Associates Inc., in its capacities as set forth in these proceedings, shall not be liable for any act or omission on its part, or any reliance thereon, including without limitation, any act or omission pertaining to the discharge of its duties in these proceedings from time to time or with respect to any other duties or obligations, save and except for in cases of fraud, gross negligence or wilful misconduct on its part, or with leave of the Court as referred to in paragraph 11. Subject to the foregoing, any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
 10. No action or other proceeding 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 the Court may direct.
 11. Service of this Order may be effected by sending a copy of this Order by email, facsimile transmission or by registered mail to the parties served with notice of this application and to the parties we were in attendance at this application.

"B.E.C. Romaine"

Justice of the Court of Queen's Bench of Alberta