

I hereby certify this to be a true copy of  
the original Order  
Dated this 8 day of Sept 2010  
S. Ghmire  
for Clerk of the Court

Action No. 1001-08096

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE OF CALGARY**

BETWEEN:

**HSBC BANK CANADA**

Plaintiff

- and -

**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.**

Defendants

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

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**ORDER  
(Sale Process)**

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BEFORE THE HONOURABLE  
MADAM JUSTICE  
K.M. EIDSVIK  
IN CHAMBERS

) At the Courts Centre in  
) Calgary, Alberta, on  
) Wednesday, the 8<sup>th</sup> day  
) of September, 2010

**UPON THE APPLICATION** of counsel for Alger & Associates Inc. in its capacity as Receiver and Manager (the "Receiver") over the assets, undertakings and property of Pro-Line Directional Services Partnership, Pro-Line Directional Services Inc. and 1260458 Alberta Ltd. (the "Pro-Line Companies"); **AND UPON READING** the First Report of Receiver, filed on September 2, 2010; **AND UPON HEARING** counsel for the Receiver, for HSBC Bank Canada

(the "Lender") and for any other parties who may be present; **AND UPON BEING** satisfied that the relief requested is just, equitable and appropriate in the circumstances;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

*Service*

1. The time for service of the Notice of Motion dated September 2, 2010 and 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 Notice of Motion and supporting materials, other than to those listed on the Service List attached to the Notice of Motion, is hereby dispensed with.

*Sale Process*

2. The Receiver is authorized and directed to conduct the sale process (the "Sale Process") respecting certain assets and equipment of the Pro-Line Companies (the "Pro-Line Equipment") as summarized below:
  - (a) an advertisement respecting the proposed sale of the Pro-Line Equipment will be placed in a Calgary newspaper, and this advertisement will be repeated in substantially the same form on a weekly basis as required;
  - (b) advertising through Calgary and United States based industry associations will be conducted through association websites and newsletters as required from time to time;
  - (c) marketing through a direct mail letter campaign to specific potential purchasers identified by the Receiver, the Lender and shareholders of the Pro-Line Companies;
  - (d) advertising through the website operated and maintained by the Receiver;
  - (e) a data room will be created, such that will be accessible from the Receiver's website as referenced above. The data room will be available to the public


following completion of a registration form by prospective purchasers, and will include detailed information regarding the Pro-Line Equipment as outlined in Exhibit "I" to the Receiver's First Report; and

- (f) the Equipment will be made available for viewing by interested parties, at the Receiver's discretion.
3. The timeline contemplated by the Receiver is outlined in more detail in Appendix "A" to this Order.
4. The Receiver shall provide periodic updates and its recommendations to the Court during the Sale Process, if in the Receiver's discretion the circumstances so warrant.

***Increase in Receiver's Borrowings***

5. The Receiver's Borrowings limit, as set out and defined in paragraph 20 of the initial Receivership Order in this matter, is hereby increased from \$250,000 to \$400,000.

"K.M. Eidsvik"  
J.C.C.Q.B.A.

ENTERED this 8<sup>th</sup> day  
of September, 2010  
K. MCAUSLAND  COURT SEAL

\_\_\_\_\_  
Clerk of the Court

Action No. 1001-08096

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

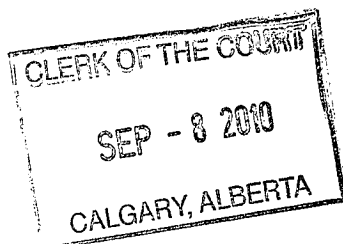
Defendants

**AND IN THE MATTER OF THE  
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**ORDER**  
**(Sale Process)**

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File No. 267933