

COURT FILE NUMBER 1701-12253
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF **ACMO S.À.R.L.**
DEFENDANTS **US OIL SANDS INC. and US OIL SANDS (UTAH) INC.**
DOCUMENT **ORDER FOR FINAL DISTRIBUTION, APPROVAL OF RECEIVER'S FEES AND DISBURSEMENTS, APPROVAL OF RECEIVER'S ACTIVITIES AND DISCHARGE OF RECEIVER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

BENNETT JONES LLP
Barristers and Solicitors
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Calgary, AB T2P 4K7

Attention: Chris Simard
Telephone No.: 403-298-4485
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Client File No. 76142.5

I hereby certify this to be a true copy of the original order

DATE ON WHICH ORDER WAS PRONOUNCED:

August 17, 2018

Dated this 17 day of Aug 2018

LOCATION WHERE ORDER WAS PRONOUNCED:

Calgary, Alberta


for Clerk of the Court

NAME OF JUSTICE WHO MADE THIS ORDER:

The Honourable Mr. Justice D. B. Nixon

UPON THE APPLICATION of FTI Consulting Canada Inc., in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of the undertaking, property and assets of US Oil Sands Inc. and US Oil Sands (Utah) Inc. (collectively, the "**Debtors**"), for an Order for the final distribution of proceeds, approval of the Receiver's fees and disbursements, approval of the

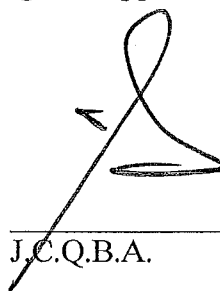
Receiver's activities and discharge of the Receiver; AND UPON having read the Receiver's Third Report dated August 3, 2018 (the "**Receiver's Report**"); AND UPON hearing counsel for the Receiver, and other interested parties; AND UPON being satisfied that it is appropriate to do so;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. 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.
2. The Receiver's accounts for fees and disbursements, as set out in the Receiver's Report, are hereby approved without the necessity of a formal passing of its accounts.
3. The accounts of the Receiver's Canadian legal counsel Bennett Jones LLP, for its fees and disbursements, as set out in the Receiver's Report, are hereby approved without the necessity of a formal assessment of its accounts.
4. The accounts of the Receiver's U.S. legal counsel Parsons Behle & Latimer LLP, for its fees and disbursements, as set out in the Receiver's Report, are hereby approved without the necessity of a formal assessment of its accounts.
5. The Receiver's activities as set out in the Receiver's Report and in all of its other reports filed herein, and the Statement of Receipts and Disbursements as attached to the Receiver's Report, are hereby ratified and approved.
6. The Receiver is authorized and directed to distribute the remaining cash on hand, as set out in the Receiver's Report, which are not utilized by the Receiver and its legal counsel.
7. 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 proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of

any in fraud, gross negligence or willful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.

8. No action or other proceedings 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 this Court may direct.
9. The Receiver is hereby discharged as Receiver 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, including the final administration, closure, and incidental duties related to the Chapter 15 bankruptcy cases filed by the Receiver with the United States Bankruptcy Court for the District of Utah, Central Division, on behalf of the Debtors, 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 the Receiver in its capacity as Receiver.
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.
11. Service of this Order on any party not attending this application is hereby dispensed with.



J.C.Q.B.A.