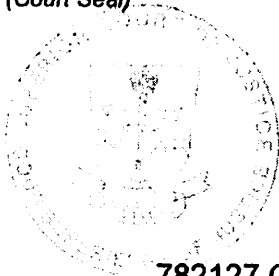


**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.)
JUSTICE JAMES M. SPENCE)
MONDAY, THE 21st
DAY OF OCTOBER, 2013

B E T W E E N:

(Court Seal)



306440 ONTARIO LTD.

Applicant

- and -

782127 ONTARIO LTD. O/A ALRANGE CONTAINER SERVICES

Respondent

**ORDER
(Conduct Approval and Discharge)**

THIS MOTION, made by Paddon + Yorke Inc., in its capacity as court-appointed receiver (the "Receiver") of 782127 Ontario Ltd. o/a Alrange Container Services ("Alrange") to approve the conduct of the Receiver and the fees of the Receiver and its counsel, and to discharge the Receiver, was heard this day at the court house, 330 University Avenue, Toronto, Ontario, M5G 1R7.

ON READING the Second Report of the Receiver dated September 4, 2013 (the "Second Report"), the fees affidavits of Eleonore Morris sworn September 4 and October 15, 2013, the fees affidavits of Lambert Huizingh sworn September 4 and October 11, 2013, the Affidavits of Arshad Hossain sworn May 7, August 6, and September 10, 2013,

the Affidavit of Mark Glynn sworn August 7, 2013, the Affidavit of Stuart Downie sworn August 5, 2013, the Affidavit of Nigel Stribley sworn August 5, 2013, the Affidavit of Richard Cornwall sworn August 29, 2013 and upon hearing the submissions of the lawyers for each of the Receiver, 306440 Ontario Ltd. ("306"), Textainer Equipment Management (US) Ltd. ("Textainer"), Omnibox Container Management Services LLC ("Omnibox"), and Blue Sky Intermodal (UK) Ltd. ("Blue Sky"), no one else on the service list appearing although properly served,

1. THIS COURT ORDERS that the actions and activities of the Receiver as set out in the Second Report be and are hereby approved.

2. THIS COURT ORDERS that the Statements of Receipts and Disbursements of the Receiver dated August 30, 2013 (Appendix 12 to the Second Report) and October 11, 2013 (Appendix B to the Affidavit of Lambert Huizingh sworn October 11, 2013) be and are hereby approved.

3. THIS COURT ORDERS that the fees of Cassels Brock & Blackwell LLP as described in the Affidavits of Eleanore Morris, sworn September 4 and October 15, 2013 (including the estimate of fees and disbursements up to the completion of the receivership) be and are hereby approved.

4. THIS COURT ORDERS that the fees of the Receiver as described in the Affidavits of Lambert Huizingh sworn September 4 and October 11, 2013 (including the estimate of fees and disbursements up to the completion of the receivership) be and are hereby approved.

5. THIS COURT ORDERS that, after

- (a) first, the payment of the fees and disbursements of the Receiver and its counsel and
- (b) second, the payment of monies to creditors of Alrange, pursuant to a determination of priorities among creditors being made concurrent with this motion,

the Receiver shall pay the monies remaining in its hands (if any) and shall transfer all other assets, if any, under its control to Paddon + Yorke Inc. in its capacity as trustee in bankruptcy of Alrange (Estate No. 31-1744257).

6. THIS COURT ORDERS that upon payment of the amounts and the transfer of property set out in paragraph ⁵~~4~~ hereof and upon the Receiver filing a certificate certifying that it has completed the other activities described in the Second Report, the Receiver shall be discharged as Receiver of the undertaking, property and assets of Alrange, 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 Paddon + Yorke Inc. in its capacity as Receiver.

7. THIS COURT ORDERS AND DECLARES that Paddon + Yorke Inc. is hereby released and discharged from any and all liability that Paddon + Yorke Inc. now has or

may hereafter have by reason of, or in any way arising out of, the acts or omissions of Paddon + Yorke 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, Paddon + Yorke 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.

ENREGISTRÉ À L'INSCRIPTION À TORONTO
ON / REGISTRATION NO:
LE / DANS LE REGISTRE NO:

OCT 21 2013



(Signature of Judge)

Giuseppe Di Pietro
Registrar

306440 ONTARIO LTD.

Applicant

and 782127 ONTARIO LTD. O/A ALRANGE CONTAINER
SERVICES
Respondent

Court File No. CV-13-10127-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT
TORONTO

**ORDER
(CONDUCT APPROVAL AND DISCHARGE)**

Cassels Brock & Blackwell LLP
2100 Scotia Plaza
40 King Street West
Toronto, ON M5H 3C2

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Lawyers for Paddon + Yorke Inc. in its capacity as court
appointed receiver of 782127 Ontario Ltd. o/a Alrange
Container Services

306440 ONTARIO LTD.

Applicant

and 782127 ONTARIO LTD. O/A ALRANGE CONTAINER SERVICES Respondent

Oct 17-13

Court File No. CV-13-10127-00CL

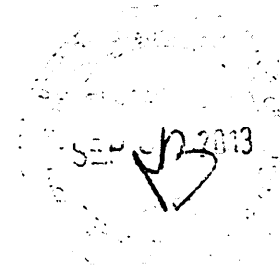
**ONTARIO
SUPERIOR COURT OF JUSTICE
PROCEEDING COMMENCED AT
BRAMPTON**

**MOTION RECORD
OF THE RECEIVER
(RETURNABLE OCTOBER 17, 2013)**

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Lawyers for Paddon + Yorke Inc., in its capacity as court appointed receiver of 782127 Ontario Ltd. o/a Alrange Container Services



*Oct 24/13
Order to go in the form filed
Spencer*