

COURT FILE NUMBER 1701-03460  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE CALGARY  
PLAINTIFF ALBERTA ENERGY REGULATOR  
DEFENDANT LEXIN RESOURCES LTD. 1051393 B.C. LTD.,  
0989 RESOURCE PARTNERSHIP, LR  
PROCESSING LTD., and LR PROCESSING  
PARTNERSHIP  
DOCUMENT AMENDED AND RESTATED APPROVAL  
AND VESTING ORDER  
(Sale by Receiver)



ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF  
PARTY FILING THIS DOCUMENT

Robyn Gurofsky  
Borden Ladner Gervais LLP  
1900, 520 3 Avenue SW  
Calgary, AB T2P 0R3  
Telephone: (403) 232-9774  
Facsimile: (403) 266-1395  
Email: rgurofsky@blg.com  
File No.: 547730-000021

I hereby certify this to be a true copy of  
the original Amended Order  
Dated this 27 day of Feb. 2019  
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: November 27, 2018  
LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta  
NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice B.E.C. Romaine

UPON THE APPLICATION by Grant Thornton Limited in its capacity as the Court-appointed receiver and manager (the "Receiver") of the undertaking, property and assets of Lexin Resources Ltd., 1051393 B.C. Ltd., 0989 Resource Partnership, LR Processing Ltd. and LR Processing Partnership (collectively, the "Debtor") for an order approving the sale transaction (the "Transaction") contemplated by an agreement of purchase and sale (the "Sale Agreement") between the Receiver and Long Term Asset Management Inc. (the "Purchaser") dated November 16, 2018 and appended to the Tenth Report of the Receiver dated November 19, 2018 (the "Tenth Report"), and vesting in the Purchaser (or its nominee) the Debtor's right, title and interest in and to the assets described in the Sale Agreement (the "Purchased Assets");

**AND UPON HAVING READ** the Receivership Orders dated March 20, 2017 and June 13, 2017 (together, the “**Receivership Order**”), the Tenth Report and the Affidavit of Service of Stella Kim sworn November 26, 2018;

**AND UPON HEARING** the submissions of counsel for the Receiver, counsel for the Purchaser and any other counsel appearing at the application;

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

**SERVICE**

- [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.

**APPROVAL OF TRANSACTIONS**

- [2] The Transaction is hereby approved, and the execution of the Sale Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction or for the conveyance of the Purchased Assets to the Purchaser (or its nominee), including but not limited to the authorization and empowerment to initiate the transfer of licenses subject to the Transaction on the Alberta Energy Regulator’s Digital Data Submission system to the Purchaser (or its nominee).
- [3] The approval of the Transaction is conditional upon the Receiver, the Purchaser and Midstream Canada Ltd. reaching agreement on, or if no such agreement is reached by the parties, an order of the Court determining: (i) the applicability of contractual rights of first refusal and exemptions thereto to certain of the properties related to Licence Numbers 34551, 38743 and 47899, which form part of the Transaction, and (ii) the respective working interests of Lexin Resources Ltd. and Midstream Canada Ltd. in pipelines 33 and 34 subject to license number 34511.

**AREA DEDICATION PLAN**

- [4] The disclaimer of the Mazeppa Dedicated Gas Contract attached as Schedule “D” to a Farmout, Participation and Area of Mutual Interest Agreement, Mazeppa Area, Alberta made between

Mobil Oil Canada and Compton Petroleum Corporation dated December 31, 1997 (the "**Dedication Agreement**") is hereby accepted and the Purchased Assets shall vest in the Purchaser (or its nominee) free and clear of the Dedication Agreement.

## VESTING OF PROPERTY

[5] Upon the delivery of a Receiver's certificate to the Purchaser (or its nominee) substantially in the form set out in **Schedule "A"** hereto (the "**Receiver's Certificate**"), all of the Debtor's right, title and interest in and to the Purchased Assets described in **Schedule "B"** hereto shall vest absolutely in the name of the Purchaser (or its nominee), free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, caveats, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing:

- a. any encumbrances or charges created by the Receivership Order;
- b. all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Alberta) or any other personal property registry system;
- c. those Claims listed on **Schedule "C"** hereto (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, caveats, easements and restrictive covenants listed on **Schedule "D"**); and
- d. the Dedication Agreement;

and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

[6] Upon the delivery of the Receiver's Certificate, and upon the filing of a certified copy of this Order, together with any applicable registration fees, subject only to approval of the transfer of applicable licences, permits and approvals by the AER pursuant to legislation administered by the AER, the Registrar or Registrars under the *Land Titles Act* (Alberta) RSA 2000, c.L-7 (the "**LTA**"), the Department of Energy and the Minister of Energy of Alberta and all other government ministries and authorities in Alberta, respectively, exercising jurisdiction with respect to or over the Purchased Assets (collectively, the "**Governmental Authorities**"), as applicable, are hereby authorized, requested and directed to (in each case as applicable):

- (i) enter the Purchaser whose address for service is 925 Veterans Blvd., Airdrie, Alberta T4A 2G6 (or its nominee) as the owner, lessee, licensee, grantee and/or caveator of the Purchased Assets and the Permitted Encumbrances, Caveats, Easements, Restrictive Covenants, Surface Rights Board Order and other instruments set out on Schedule "D" attached hereto relating to the Purchased Assets;
  - (ii) cancel the existing Certificate of Title 031 196 684 for a ½ fee simple interest in all mines and minerals underlying Township 18 Rge 29 W4M: Section 34 currently held in the name of Lexin Resources Ltd., register the Transfer of Land dated January 31, 2019 and issue a new Fee Certificate of Title to Purchaser;
  - (iii) delete and expunge from the existing title documents concerning the Purchased Assets all applicable Claims including the encumbrances set out on Schedule "C" attached hereto, all as may be required to convey clear title to the Purchased Assets to the Purchaser (or its nominee); and
  - (iv) register such transfers, discharges, discharge statements or conveyances, as may be required to convey clear title to the Purchased Assets to the Purchaser (or its nominee), subject only to the Permitted Encumbrances.
- [7] This Order shall be registered by the Registrar under the LTA notwithstanding the requirements of section 191(1) of the LTA and notwithstanding that the appeal period in respect of this Order has not elapsed, which appeal period is expressly waived.
- [8] As applicable, the Registrar under the LTA is hereby directed in accordance with section 162 of the of the LTA to accept all of the Affidavits of Corporate Signing Authority submitted by the Receiver, in its capacity as Receiver of the property, assets and undertaking of the Debtor and to register the transfers, assignments and conveyances contemplated by the Sale Agreement.
- [9] For the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets (to be held in an interest bearing trust account by the Receiver) shall stand in the place and stead of the Purchased Assets, and from and after the delivery of the Receiver's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the

sale, and for clarity, the Curative Cost Fund, as such term is defined in the Tenth Report, shall be paid from the net proceeds from the sale of the Purchased Assets.

- [10] The Purchaser (and its nominee, if any) shall, by virtue of the completion of the Transaction, have no liability of any kind whatsoever in respect of any Claims against the Debtor.
- [11] The Debtor and all persons who claim by, through or under the Debtor in respect of the Purchased Assets, save and except for the persons entitled to the benefit of the Permitted Encumbrances, shall stand absolutely barred and foreclosed from all estate, right, title, interest, royalty, rental and equity of redemption of the Purchased Assets and, to the extent that any such persons remains in possession or control of any of the Purchased Assets, they shall forthwith deliver possession thereof to the Purchaser (or its nominee).
- [12] The Purchaser (or its nominee) shall be entitled to enter into and upon, hold and enjoy the Purchased Assets for its own use and benefit without any interference of or by the Debtor, or any person claiming by or through or against the Debtor.
- [13] Immediately after the closing of the Transaction, the holders of the Permitted Encumbrances shall have no claim whatsoever against the Receiver or the Debtor.
- [14] The Receiver is to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof to the Purchaser (or its nominee).
- [15] Notwithstanding:
  - a) The pendency of these proceedings;
  - b) Any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtor and any bankruptcy order issued pursuant to any such applications; and
  - c) Any assignment in bankruptcy made in respect of the Debtor

the vesting of the Purchased Assets in the Purchaser (or its nominee) pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other

applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

- [16] The Receiver, the Purchaser (or its nominee) and any other interested party, shall be at liberty to apply for further advice, assistance and directions as may be necessary in order to give full force and effect to the terms of this Order and to assist and aid the parties in closing the Transaction.

## **SEALING ORDER**

- [17] The Confidential Appendix to the Tenth Report shall be sealed on the Court file, kept confidential and not form part of the public record. The Clerk of the Court shall file the Confidential Appendix in a sealed envelope attached to a notice that sets out the style of cause of these proceedings and states that:

THIS ENVELOPE CONTAINS THE CONFIDENTIAL APPENDIX TO THE RECEIVER'S TENTH REPORT, DATED NOVEMBER 19, 2018 FILED IN COURT FILE NO. 1701-03460, WHICH SHALL BE SEALED FOR A PERIOD OF THREE (3) MONTHS FOLLOWING THE CLOSING OF THE TRANSACTION, PURSUANT TO AN ORDER ISSUED BY THE HONOURABLE JUSTICE B.E.C. ROMAINE ON NOVEMBER 27, 2018 AND IS NOT TO BE PLACED ON THE PUBLIC RECORD OR MADE PUBLICLY ACCESSIBLE.

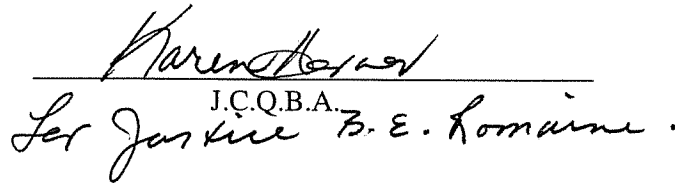
- [18] The Receiver is empowered and authorized, but not directed, to provide the Confidential Appendix (or any portion thereof, or other information contained there) to any interested party, entity or person that the Receiver considers reasonable in the circumstances, subject to confidentiality arrangements satisfactory to the Receiver.
- [19] Leave is granted to any person or party affected by this Order to apply to this Honourable Court for a further order modifying or varying the terms of this Order, with such Application to be brought on no less than 7 days' notice to the Receiver and any other affected party pursuant to the Alberta Rules of Court.

## **MISCELLANEOUS MATTERS**

- [20] This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals regulatory and administrative bodies are hereby respectfully requested to make such orders as to provide such assistance to the Receiver, as an officer of this Court, as may be

necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

- [21] 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.
- [22] Service of this Order on any party not attending this application is hereby dispensed with.

  
J.C.Q.B.A.  
Ler Jaskine B. E. Romaine.

**Schedule "A"**

**Form of Receiver's Certificate**

COURT FILE NUMBER 1701-03460

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF ALBERTA ENERGY REGULATOR

DEFENDANT LEXIN RESOURCES LTD. 1051393 B.C. LTD., 0989 RESOURCE PARTNERSHIP, LR PROCESSING LTD., and LR PROCESSING PARTNERSHIP

DOCUMENT **RECEIVER'S CERTIFICATE**

Clerk's Stamp

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF  
PARTY FILING THIS  
DOCUMENT

Robyn Gurofsky  
Borden Ladner Gervais LLP  
1900, 520 3 Avenue SW  
Calgary, AB T2P 0R3  
Telephone: (403) 232-9774  
Facsimile: (403) 266-1395  
Email: rgurofsky@blg.com  
File No.: 547730-000021

**RECITALS**

- A. Pursuant to an Order of the Honourable Justice P.R. Jeffrey of the Court of Queen's Bench of Alberta, Judicial District of Calgary (the "Court") dated March 20, 2017, Grant Thornton Limited was appointed as the receiver (the "Receiver") of the undertaking, property and assets of, *inter alia*, Lexin Resources Ltd. and 0989 Resource Partnership (the "Debtor").
- B. Pursuant to an Order of the Court dated November 27, 2018 (the "Sale Approval Order"), the Court approved the agreement of purchase and sale made as of November 16, 2018 (the "Sale Agreement") between the Receiver and Long Term Asset Management Ltd. (the "Purchaser") and provided for the vesting in the Purchaser of the Debtor's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the

delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in Article 3 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

- C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

**THE RECEIVER CERTIFIES** the following:

1. The Purchaser (or its nominee) has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in Article 3 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser (or its nominee);
3. The conditions set out in paragraph 3 of the Sale Approval Order have been satisfied or waived by the Receiver, the Purchaser (or its nominee) and Midstream Canada Ltd.; and
4. The Transaction has been completed to the satisfaction of the Receiver.
5. This Certificate was delivered by the Receiver at [Time] on [Date].

**[Grant Thornton Limited, in its capacity as Receiver of the undertaking, property and assets of Lexin Resources Ltd. and 0989 Resource Partnership, and not in its personal capacity.**

**Per;**\_\_\_\_\_

**Name:**

**Title:**

**SCHEDULE "B"**  
**Purchased Assets**

The Purchased Assets as defined in the Purchase and Sale Agreement dated November 16, 2018 as between Grant Thornton Limited in its capacity as Court appointed Receiver of Lexin Resources Ltd., 1051393 BC Ltd., 0989 Resource Partnership, LR Processing Ltd. and LR Processing Partnership and not in its personal capacity, and Long Term Asset Management Inc.

The Purchased Assets include the Debtor's right, title and interest in the following two mineral leases:

- (a) Alberta Crown P&NG Lease #0404110037 covering Twp 17 Rge 29 W4M: Section 11 (All P&NG to base Mannville); and
- (b) ExxonMobil Canada Energy fee simple lease (All PN&G to base Jurassic) covering Twp 17 Rge 29 W4M: Section 5, under Certificate of Title No. 46Y38.

**SCHEDULE "C"**  
**Encumbrances – Not Permitted**

| <b>SECURITY</b>                                                                                       | <b>LANDS</b>                          | <b>REGISTRATION NO.</b> | <b>REGISTRATION DATE</b> |
|-------------------------------------------------------------------------------------------------------|---------------------------------------|-------------------------|--------------------------|
| <b>The Toronto Dominion Bank</b><br><br><b>Demand Debenture against Compton Petroleum Corporation</b> | <b>Twp 16 Rge 28 W4M: Section 31</b>  | <b>121 084 213</b>      | <b>11/04/2012</b>        |
|                                                                                                       | <b>Twp 16 Rge 29 W4M: Section 25</b>  | <b>121 084 213</b>      | <b>11/04/2012</b>        |
|                                                                                                       | <b>Twp 16 Rge 29 W4M: Section 31</b>  | <b>121 084 213</b>      | <b>11/04/2012</b>        |
|                                                                                                       | <b>Twp 16 Rge 29 W4M: Section 33</b>  | <b>121 084 213</b>      | <b>11/04/2012</b>        |
|                                                                                                       | <b>Twp 17 Rge 28 W4M: Section 7</b>   | <b>121 084 213</b>      | <b>11/04/2012</b>        |
|                                                                                                       | <b>Twp 17 Rge 29 W4M: Section 1</b>   | <b>121 084 213</b>      | <b>11/04/2012</b>        |
|                                                                                                       | <b>Twp 17 Rge 29 W4M: Section 5</b>   | <b>121 084 213</b>      | <b>11/04/2012</b>        |
|                                                                                                       | <b>Twp 17 Rge 29 W4M: Section 8</b>   | <b>121 084 213</b>      | <b>11/04/2012</b>        |
|                                                                                                       | <b>Twp 17 Rge 29 W4M: Section N 9</b> | <b>121 084 213</b>      | <b>11/04/2012</b>        |
|                                                                                                       | <b>Twp 17 Rge 29 W4M: Section 15</b>  | <b>121 084 213</b>      | <b>11/04/2012</b>        |
|                                                                                                       | <b>Twp 17 Rge 29 W4M: Section 17</b>  | <b>121 084 213</b>      | <b>11/04/2012</b>        |
|                                                                                                       | <b>Twp 17 Rge 29 W4M: Section 21</b>  | <b>121 084 213</b>      | <b>11/04/2012</b>        |
|                                                                                                       | <b>Twp 17 Rge 29 W4M:</b>             | <b>121 084 213</b>      | <b>11/04/2012</b>        |

|  |                                          |                    |                   |
|--|------------------------------------------|--------------------|-------------------|
|  | <b>Section 27</b>                        |                    |                   |
|  | <b>Twp 17 Rge 29 W4M:<br/>Section 33</b> | <b>121 084 213</b> | <b>11/04/2012</b> |
|  | <b>Twp 18 Rge 29 W4M:<br/>Section 5</b>  | <b>121 084 213</b> | <b>11/04/2012</b> |
|  | <b>Twp 18 Rge 29 W4M:<br/>Section 8</b>  | <b>121 084 213</b> | <b>11/04/2012</b> |
|  | <b>Twp 18 Rge 29 W4M:<br/>Section 33</b> | <b>121 084 213</b> | <b>11/04/2012</b> |
|  | <b>Twp 18 Rge 29 W4M:<br/>Section 34</b> | <b>121 084 213</b> | <b>11/04/2012</b> |

| <b>SECURITY</b>                                                                                                                                                            | <b>LANDS</b>                              | <b>REGISTRATION NO.</b> | <b>REGISTRATION DATE</b> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|-------------------------|--------------------------|
| <b>Security Interest</b><br><b>1049597 B.C. Ltd.</b><br><br><b>Suite 1860, 400</b><br><b>Burrard Street</b><br><br><b>Vancouver, B.C. V6C</b><br><b>3A6 (\$380,000.00)</b> | <b>Twp 17 Rge 29 W4M:</b><br><b>SE 4</b>  | <b>161 033 286</b>      | <b>02/02/2016</b>        |
| <b>Certificate of Lis</b><br><b>Pendens</b>                                                                                                                                | <b>Twp 17 Rge 29 W4M:</b><br><b>SE 4</b>  | <b>161 123 513</b>      | <b>27/05/2016</b>        |
| <b>Security Interest</b><br><b>1049597 B.C. Ltd.</b><br><br><b>Suite 1860, 400</b><br><b>Burrard Street</b><br><br><b>Vancouver, B.C. V6C</b><br><b>3A6 (\$619,000.00)</b> | <b>Twp 16 Rge 28 W4M:</b><br><b>NW 31</b> | <b>161 033 289</b>      | <b>02/02/2016</b>        |

**SCHEDULE "D"**

Permitted Encumbrances, Caveats, Easements and Restrictive Covenants

| <b>FILE NO.</b>        | <b>REGISTRATION<br/>DATE</b> | <b>INSTRUMENT NO.</b> |
|------------------------|------------------------------|-----------------------|
| <b>MINERAL CAVEATS</b> |                              |                       |
| M01246J                | 1/18/2011                    | 111 013 104           |
| M01246H                | 1/18/2011                    | 111 013 106           |
| M02783A                | 12/21/2011                   | 111 332 410           |
| M01248C                | 6/20/2007                    | 071 311 079           |
| M1248A                 | 1/16/2003                    | 031 019 767           |
| M03198A                | 8/2/2002                     | 021 268 632           |
| M01254A                | 1/16/2003                    | 031 019 547           |
| M1314A                 | 2/7/2011                     | 111 031 681           |
| M09291A                | 8/30/1996                    | 961 200 791           |
| M09292A                | 8/30/1996                    | 961 200 793           |
| M09293A                | 8/30/1996                    | 961 200 806           |
| M09294                 | 11/8/1996                    | 961 265 200           |
| M09309A                | 4/30/1999                    | 991 116 683           |
| M02762F                | 6/20/2007                    | 071 311 082           |
| M03201A                | 7/29/2011                    | 111 192 195           |
| M01256A                | 6/20/2007                    | 071 311 084           |
| M01433A                | 2/10/1999                    | 991 038 652           |
| M01433A                | 2/10/1999                    | 991 038 653           |
| M01433A                | 2/10/1999                    | 991 038 654           |
| M01433A                | 2/10/1999                    | 991 038 655           |
| M01433A                | 2/10/1999                    | 991 038 656           |
| M02474B                | 1/16/2003                    | 031 019 751           |
| M01442A                | 1/16/2003                    | 031 019 751           |
| M02475A                | 1/16/2003                    | 031 019 751           |
| M03333A                | 7/9/2002                     | 021 235 917           |
| M03409A                | 2/12/2002                    | 021 050 742           |
| M02323A                | 8/1/2000                     | 001 212 708           |
| M02323A                | 7/16/2003                    | 031 237 683           |
| M01468A                | 7/11/2000                    | 001 190 022           |
| M01468A                | 5/31/2003                    | 031 177 531           |
| M03388A                | 9/6/2000                     | 001 251 514           |
| M03385A                | 9/6/2000                     | 001 251 516           |
| M03386A                | 9/6/2000                     | 001 251 515           |

**SCHEDULE "D"**

**Permitted Encumbrances, Caveats, Easements and Restrictive Covenants**

| <b>FILE NO.</b>              | <b>REGISTRATION<br/>DATE</b> | <b>INSTRUMENT NO.</b> |
|------------------------------|------------------------------|-----------------------|
| <b>SURFACE LEASE CAVEATS</b> |                              |                       |
| S00292                       | 8/4/1999                     | 991 221 563           |
| S00399                       | 11/29/2000                   | 001 342 160           |
| S00605                       | 10/30/2001                   | 011 320 866           |
| S01015                       | 2/16/2000                    | 001 044 467           |
| S01016                       | 7/24/2000                    | 001 203 113           |
| S01018                       | 9/17/2001                    | 011 271 511           |
| S01174                       | 10/24/2000                   | 001 302 209           |
| S01232                       | 7/18/2000                    | 001 196 860           |
| S01338                       | 7/18/2000                    | 001 196 846           |
| S01359                       | 8/29/2000                    | 001 242 799           |
| S01373                       | 2/8/2002                     | 021 048 747           |
| S01391                       | 2/8/2002                     | 021 048 746           |
| S01404                       | 7/24/2000                    | 001 203 113           |
| S01573                       | 2/27/2001                    | 011 053 460           |
| S01757                       | 2/27/2001                    | 011 053 459           |
| S01863                       | 9/10/2001                    | 011 263 259           |
| S01912                       | 12/11/2001                   | 011 370 875           |
| S01942                       | 5/20/1999                    | 991 140 795           |
| S01997-01                    | 5/16/2002                    | 021 168 021           |
| S01997-02                    | 5/16/2002                    | 021 168 022           |
| S02201                       | 10/30/2001                   | 011 320 879           |
| S02362                       | 10/30/2001                   | 011 320 882           |
| S02398                       | 4/15/2002                    | 021 125 242           |
| S02501                       | 7/18/2002                    | 021 247 147           |
| S02523                       | 8/8/2002                     | 021 274 767           |
| S02526                       | 8/9/2002                     | 021 275 972           |
| S02594-01                    | 1/11/2003                    | 031 012 467           |
| S02791                       | 1/11/2003                    | 031 012 474           |
| S02892-01                    | 4/7/2003                     | 031 112 016           |
| S02892-02                    | 4/7/2003                     | 031 112 010           |
| S02998                       | 8/8/2003                     | 031 266 209           |
| S03215                       | 12/5/2003                    | 031 424 026           |
| S03528                       | 6/22/2000                    | 001 170 405           |
| S03529                       | 6/22/2000                    | 001 170 404           |
| S03537-02                    | 11/19/1999                   | 991 340 215           |
| S03546                       | 11/16/2000                   | 001 328 392           |
| S03614                       | 2/5/2004                     | 041 052 942           |
| S03620-01                    | 2/13/2004                    | 041 062 717           |
| S03669                       | 3/23/2004                    | 041 109 273           |
| S03756                       | 6/16/2004                    | 041 223 817           |
| S04097                       | 11/23/2004                   | 041 444 787           |
| S04171-02                    | 11/23/2004                   | 041 444 646           |
| S04171-01                    | 11/23/2004                   | 041 444 645           |
| S04193                       | 11/23/2004                   | 041 444 790           |
| S04194                       | 11/23/2004                   | 041 445 026           |
| S04198                       | 2/9/2005                     | 051 051 035           |
| S04257                       | 11/23/2004                   | 041 444 277           |

**SCHEDULE "D"**

**Permitted Encumbrances, Caveats, Easements and Restrictive Covenants**

| <b>FILE NO.</b> | <b>REGISTRATION<br/>DATE</b> | <b>INSTRUMENT NO.</b> |
|-----------------|------------------------------|-----------------------|
| S04257-01       | 11/23/2004                   | 041 444 278           |
| S04561          | 5/5/2005                     | 051 152 006           |
| S04751          | 8/3/2005                     | 051 276 406           |
| S04833          | 6/14/2005                    | 051 208 784           |
| S04849          | 7/7/2005                     | 051 241 709           |
| S04902          | 9/27/2005                    | 051 359 940           |
| S04902-01       | 9/27/2005                    | 051 359 941           |
| S04904          | 9/3/2005                     | 051 321 695           |
| S05225          | 2/6/2007                     | 071 060 268           |
| S05294          | 12/23/2005                   | 051 490 185           |
| S05435          | 3/28/2006                    | 061 125 749           |
| S05453          | 4/11/2006                    | 061 143 568           |
| S05456          | 3/28/2006                    | 061 125 498           |
| S05456-01       | 12/23/2005                   | 051 490 185           |
| S06201          | 11/30/2007                   | 071 583 547           |
| S06336          | 4/16/2008                    | 081 139 191           |
| S06404          | 6/17/2004                    | 041 227 470           |
| S06405          | 6/17/2004                    | 041 227 469           |
| S06406          | 8/1/2001                     | 011 217 939           |
| S06409-01       | 7/6/1998                     | 981 198 101           |
| S06410          | 10/15/2004                   | 041 393 776           |
| P0164-MP        | 5/22/1981                    | 811 093 918           |
| P0164-MP        | 9/10/2002                    | 021 316 656           |

**EASEMENTS AND UTILITY-RIGHT-OF WAYS**

|        |            |             |
|--------|------------|-------------|
| E01128 | 9/29/2000  | 001 277 788 |
| E01129 | 9/29/2000  | 001 277 787 |
| E01130 | 9/29/2000  | 001 277 786 |
| E01131 | 9/29/2000  | 001 277 785 |
| E01133 | 9/29/2000  | 001 277 784 |
| E01134 | 10/5/2000  | 001 285 185 |
| E01219 | 9/28/2000  | 001 276 319 |
| E01220 | 9/28/2000  | 001 276 320 |
| E01221 | 9/28/2000  | 001 276 321 |
| E01346 | 11/7/2000  | 001 320 231 |
| E01348 | 11/7/2000  | 001 320 232 |
| E01349 | 11/7/2000  | 001 320 233 |
| E01402 | 1/18/2001  | 011 018 273 |
| E01403 | 1/18/2001  | 011 018 274 |
| E01488 | 2/2/2001   | 011 032 726 |
| E01489 | 2/2/2001   | 011 032 727 |
| E01490 | 2/2/2001   | 011 032 728 |
| E01492 | 2/2/2001   | 011 032 729 |
| E01493 | 10/21/2002 | 021 367 927 |
| E01496 | 2/2/2001   | 011 032 730 |
| E01497 | 2/2/2001   | 011 032 731 |
| E01883 | 8/23/2001  | 001 243 298 |
| E01884 | 8/23/2001  | 011 242 834 |
| E01885 | 8/23/2001  | 011 242 835 |

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**Permitted Encumbrances, Caveats, Easements and Restrictive Covenants**

| <b>FILE NO.</b> | <b>REGISTRATION<br/>DATE</b> | <b>INSTRUMENT NO.</b> |
|-----------------|------------------------------|-----------------------|
| E01886          | 8/23/2001                    | 011 242 836           |
| E01887          | 8/23/2001                    | 011 242 837           |
| E01890          | 8/23/2001                    | 011 243 307           |
| E01891          | 8/23/2001                    | 011 243 308           |
| E01909          | 11/20/2001                   | 011 344 489           |
| E01910          | 11/20/2001                   | 011 344 490           |
| E01911          | 11/20/2001                   | 011 344 491           |
| E01953          | 12/7/2001                    | 011 367 996           |
| E01954          | 12/7/2001                    | 011 367 997           |
| E02195          | 11/30/2001                   | 011 357 743           |
| E02196          | 11/30/2001                   | 011 357 744           |
| E02232          | 6/3/2002                     | 021 188 290           |
| E02233          | 6/7/2002                     | 021 197 551           |
| E02234          | 6/3/2002                     | 021 188 291           |
| E02235          | 6/3/2002                     | 021 188 292           |
| E02236          | 6/3/2002                     | 021 188 293           |
| E02237          | 6/3/2002                     | 021 188 294           |
| E02276          | 12/17/2001                   | 011 377 102           |
| E02277          | 12/17/2001                   | 011 377 103           |
| E02312          | 12/17/2001                   | 011 376 576           |
| E02313          | 12/17/2001                   | 011 376 577           |
| E02395          | 8/9/2002                     | 021 276 530           |
| E02396          | 8/9/2002                     | 021 276 531           |
| E02409          | 25/07//2002                  | 021 258 954           |
| E02461          | 7/20/2002                    | 021 250 576           |
| E02462          | 7/20/2002                    | 021 250 577           |
| E02463          | 7/20/2002                    | 021 250 578           |
| E02541          | 8/12/2002                    | 021 278 365           |
| E02542          | 8/12/2002                    | 021 278 366           |
| E02543          | 8/12/2002                    | 021 278 367           |
| E02566          | 10/4/2002                    | 021 350 236           |
| E02567          | 10/4/2002                    | 021 350 235           |
| E02615          | 2/10/2003                    | 031 047 928           |
| E02616          | 2/10/2003                    | 031 047 923           |
| E02617          | 1/7/2003                     | 031 005 275           |
| E02618          | 1/15/2003                    | 031 017 729           |
| E02619          | 1/7/2003                     | 031 005 276           |
| E02620          | 1/7/2003                     | 031 005 277           |
| E02621          | 1/7/2003                     | 031 005 278           |
| E02622          | 1/7/2003                     | 031 005 279           |
| E02623          | 1/7/2003                     | 031 005 281           |
| E02624          | 1/7/2003                     | 031 005 280           |
| E02625          | 1/7/2003                     | 031 005 286           |
| E02626          | 1/7/2003                     | 031 005 282           |
| E02627          | 1/16/2003                    | 031 018 766           |
| E02628          | 1/7/2003                     | 031 005 287           |
| E02734          | 12/30/2002                   | 021 454 746           |
| E02735          | 12/30/2002                   | 021 454 747           |
| E02736          | 12/30/2002                   | 021 454 748           |

**SCHEDULE "D"**

**Permitted Encumbrances, Caveats, Easements and Restrictive Covenants**

| <b>FILE NO.</b> | <b>REGISTRATION<br/>DATE</b> | <b>INSTRUMENT NO.</b> |
|-----------------|------------------------------|-----------------------|
| E02812          | 2/10/2003                    | 031 047 928           |
| E02813          | 2/10/2003                    | 031 047 932           |
| E02814          | 2/10/2003                    | 031 047 934           |
| E02815          | 2/10/2003                    | 031 047 945           |
| E02816          | 2/10/2003                    | 031 047 946           |
| E02817          | 2/10/2003                    | 031 047 950           |
| E02818          | 2/10/2003                    | 031 047 956           |
| E02819          | 2/10/2003                    | 031 047 964           |
| E03036          | 6/19/2003                    | 031 204 678           |
| E03037          | 6/19/2003                    | 031 204 679           |
| E03375          | 12/12/2003                   | 031 431 450           |
| E03376          | 12/12/2003                   | 031 431 449           |
| E03376-01       | 12/12/2003                   | 031 431 447           |
| E03378          | 11/12/2003                   | 031 389 270           |
| E03379          | 11/12/2003                   | 031 389 269           |
| E03381          | 7/8/2004                     | 041 255 442           |
| E03383          | 12/1/2004                    | 041 455 439           |
| E03526          | 11/24/1999                   | 991 344 266           |
| E03527          | 7/24/2000                    | 001 203 124           |
| E03537          | 9/28/1999                    | 991 281 603           |
| E03538          | 9/28/1999                    | 991 281 604           |
| E03539          | 28/009/1999                  | 991 281 605           |
| E03540          | 9/28/1999                    | 991 281 606           |
| E03545          | 9/28/1999                    | 991 281 607           |
| E03547          | 11/24/1999                   | 991 344 262           |
| E03548          | 11/24/1999                   | 991 344 263           |
| E03549          | 9/28/1999                    | 991 281 608           |
| E03550          | 11/24/1999                   | 991 344 264           |
| E03551          | 9/28/1999                    | 991 281 609           |
| E03553          | 9/28/1999                    | 991 281 610           |
| E03554          | 9/28/1999                    | 991 281 614           |
| E03555          | 9/28/1999                    | 991 281 615           |
| E03557          | 9/28/1999                    | 991 281 616           |
| E03558          | 11/24/1999                   | 991 344 265           |
| E03559          | 9/28/1999                    | 991 281 617           |
| E03626-01       | 7/8/2004                     | 041 255 409           |
| E03626-02       | 7/8/2004                     | 041 255 411           |
| E03626-03       | 7/8/2004                     | 041 255 413           |
| E03626-04       | 7/8/2004                     | 041 255 440           |
| E03626-05       | 7/8/2004                     | 041 255 442           |
| E03628          | 4/29/2004                    | 041 151 143           |
| E03650-01       | 4/1/2004                     | 041 118 717           |
| E03650-02       | 4/1/2004                     | 041 118 727           |
| E03650-03       | 4/1/2004                     | 041 118 723           |
| E03650-04       | 4/1/2004                     | 041 118 718           |
| E03650-05       | 4/1/2004                     | 041 118 766           |
| E03650-06       | 4/7/2004                     | 041 126 426           |
| E03650-07       | 4/1/2004                     | 041 118 765           |
| E03670          | 5/10/2004                    | 041 165 122           |

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**Permitted Encumbrances, Caveats, Easements and Restrictive Covenants**

| <b>FILE NO.</b> | <b>REGISTRATION<br/>DATE</b> | <b>INSTRUMENT NO.</b> |
|-----------------|------------------------------|-----------------------|
| E03761-01       | 11/23/2004                   | 041 444 830           |
| E03761-02       | 11/23/2004                   | 041 444 831           |
| E04026          | 3/19/2003                    | 031 090 812           |
| E04027          | 3/19/2003                    | 031 090 813           |
| E04028          | 4/8/2003                     | 031 113 973           |
| E04029          | 4/2/2003                     | 031 106 158           |
| E04030          | 4/2/2003                     | 031 106 159           |
| E04031          | 4/2/2003                     | 031 106 160           |
| E04032          | 4/2/2003                     | 031 106 161           |
| E04033          | 4/2/2003                     | 031 106 162           |
| E04038          | 3/19/2003                    | 031 090 810           |
| E04039          | 3/19/2003                    | 031 090 811           |
| E04175-01       | 11/24/2004                   | 041 446 278           |
| E04175-02       | 11/24/2004                   | 041 446 279           |
| E04178-01       | 3/2/2005                     | 051 070 843           |
| E04178-02       | 3/2/2005                     | 051 070 844           |
| E04229          | 12/1/2004                    | 041 456 157           |
| E04230          | 2/22/2005                    | 051 062 451           |
| E04232-01       | 12/1/2004                    | 041 456 159           |
| E04307-01       | 4/28/2005                    | 051 142 010           |
| E04307-02       | 4/28/2005                    | 051 142 011           |
| E04307-03       | 4/28/2005                    | 051 142 012           |
| E04307-04       | 4/28/2005                    | 051 142 013           |
| E04307-05       | 4/28/2005                    | 051 142 014           |
| E04308-01       | 12/5/2006                    | 061 502 818           |
| E04308-02       | 12/5/2006                    | 061 502 819           |
| E04308-03       | 18//11/2006                  | 061 479 363           |
| E04394-02       | 7/28/2005                    | 051 270 687           |
| E04945-01       | 9/20/2005                    | 051 348 266           |
| E04945-02       | 9/20/2005                    | 051 348 267           |
| E04946-01       | 9/27/2005                    | 051 359 831           |
| E04946-02       | 9/27/2005                    | 051 359 830           |
| E04951-01       | 9/7/2005                     | 051 326 133           |
| E04951-02       | 9/7/2005                     | 051 326 134           |
| E04952          | 11/8/2006                    | 061 465 869           |
| E04954          | 8/24/2005                    | 051 308 535           |
| E04975-01       | 11/28/2005                   | 051 450 708           |
| E05246-01       | 2/6/2007                     | 071 060 300           |
| E05246-02       | 2/6/2007                     | 071 060 301           |
| E05246-03       | 2/6/2007                     | 071 060 302           |
| E05246-04       | 9/4/2007                     | 071 441 511           |
| E05318-01       | 6/5/2007                     | 071 277 854           |
| E05318-03       | 6/5/2007                     | 071 277 855           |
| E05320-01       | 8/31/2006                    | 061 358 274           |
| E05320-02       | 2/10/2006                    | 061 063 695           |
| E05381-01       | 7/12/2006                    | 061 278 906           |
| E05381-02       | 6/27/2006                    | 061 256 160           |
| E05381-03       | 7/12/2006                    | 061 278 907           |
| E05458-01       | 11/28/2007                   | 071 580 667           |

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**Permitted Encumbrances, Caveats, Easements and Restrictive Covenants**

| <b>FILE NO.</b> | <b>REGISTRATION<br/>DATE</b> | <b>INSTRUMENT NO.</b> |
|-----------------|------------------------------|-----------------------|
| E05458-02       | 11/28/2007                   | 071 580 666           |
| E05465-01       | 2/1/2006                     | 061 050 228           |
| E05465-02       | 12/20/2005                   | 051 485 617           |
| E05465-03       | 12/20/2005                   | 051 485 618           |
| E05465-04       | 12/20/2005                   | 051 485 619           |
| E05465-05       | 12/20/2005                   | 051 485 620           |
| E05465-06       | 12/20/2005                   | 051 485 621           |
| E05465-07       | 12/20/2005                   | 051 485 622           |
| E05465-08       | 12/20/2005                   | 051 485 623           |
| E05465-09       | 12/20/2005                   | 051 485 624           |
| E05742-01       | 11/25/2006                   | 061 490 400           |
| E05746-01       | 12/8/2006                    | 061 508 075           |
| E05746-01       | 6/5/2008                     | 081 200 565           |
| E05746-02       | 6/5/2008                     | 081 200 566           |
| E05746-03       | 6/5/2008                     | 081 200 567           |
| E05746-04       | 6/5/2008                     | 081 200 568           |
| E05746-05       | 6/5/2008                     | 081 200 569           |
| E06216          | 11/28/2007                   | 071 581 158           |
| E06318-01       | 11/27/2001                   | 011 352 721           |
| E06318-02       | 11/27/2001                   | 011 352 722           |
| E06329-01       | 1/17/2005                    | 051 021 295           |
| E06329-02       | 1/17/2005                    | 051 021 296           |
| E06331-01       | 2/25/2005                    | 051 067 383           |
| E06331-02       | 2/25/2005                    | 051 067 384           |
| E06375          | 4/16/2008                    | 081 139 568           |
| E06438-01       | 7/2/2008                     | 081 231 871           |
| E06438-02       | 7/2/2008                     | 081 231 872           |
| E06438-03       | 7/2/2008                     | 081 231 873           |
| No File         | 11/12/2003                   | 031 389 270           |
| No File         | 10/29/2003                   | 031 375 245           |
| No File         | 10/29/2003                   | 031 375 246           |
| No File         | 10/29/2003                   | 031 375 247           |

SCHEDULE "D"

Permitted Encumbrances, Caveats, Easements and Restrictive Covenants

| FILE NO. | REGISTRATION<br>DATE | INSTRUMENT NO. |
|----------|----------------------|----------------|
|----------|----------------------|----------------|

**SURFACE RIGHTS BOARD ORDER REGISTRATIONS**

|           |            |             |
|-----------|------------|-------------|
| E03542    | 12/21/1999 | 991 374 962 |
| E03543    | 12/21/1999 | 991 374 961 |
| E03544    | 12/21/1999 | 991 374 963 |
| S04314    | 7/18/2005  | 051 254 404 |
| S04314    | 9/27/2005  | 051 359 942 |
| E04394-01 | 9/27/2005  | 051 359 942 |