

ACTION NO. 0903-10386

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF EDMONTON

BETWEEN:

I hereby certify this to be a true copy of the original.
[Signature]
for Clerk of the Court

STERLING THEODORE JOHNSON

Plaintiff

- and -

WAYOUT ENTERPRISES INC.; 751077 ALBERTA LTD. also known as SILVER PROJECTS LTD.; RUSON UNDERGROUND LTD.; GEORGE WINSOR WAY and CHRISTINA MARIA WAY

Defendants

BEFORE THE HONOURABLE MADAM)
JUSTICE J.E. TOPOLNISKI) ON TUESDAY, THE 13TH DAY OF
IN CHAMBERS, LAW COURTS,) OCTOBER, 2009.
EDMONTON, ALBERTA)

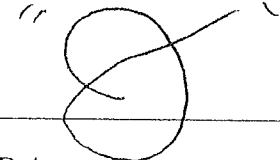
ORDER

UPON THE APPLICATION of counsel on behalf of Meyers Norris Penny Limited in its capacity as receiver of the property of Wayout Enterprises Inc., Ruson Underground Ltd. ("Ruson") and 751077 Alberta Ltd. (also known as Silver Projects Ltd.) (the "Receiver"); AND UPON READING the pleadings and proceedings had and taken herein and the Receiver's first report to the Court (the "Report"); AND UPON HEARING counsel on behalf of the Receiver; IT IS HEREBY ORDERED THAT:

1. Service of notice of the application for this Order along with all material in support upon all interested parties is deemed good and sufficient and the time for such service is abridged to the time actually given.
2. The property of Ruson described in Exhibit "F" to the Report (other than the property referenced in Note 1 to Exhibit "F") is hereby vested in and to Sterling Theodore Johnson (or his nominee) free and clear of all encumbrances, claims and charges which any person has against the estate of Ruson or the property of Ruson. Such

vesting shall occur on an as is/where is basis and the Receiver shall not be taken to have made any representations or warranties of any kind in relation to the property so vested.

3. The secured claim of Sterling Theodore Johnson as against the Corporate Defendants shall be deemed to have been set off and reduced by an amount equal to \$1,046,548 ^{"set"} (and no _{more}) in exchange for the property which is vested in the name of Sterling Theodore Johnson or his nominee in accordance with paragraph 2 of this Order.
4. The Receiver (and its counsel) are authorized to discharge any serial number registration existing as at the date of this Order in the Alberta Personal Property Registry which serial number registration specifically references any of the property vested by this Order. Such discharge may be effected in the name of any creditor irrespective of whether such creditor provides consent or authorization to the Receiver or its counsel to effect such discharge.
5. Service of this Order may be effected upon Sterling Theodore Johnson by faxing or e-mailing a copy of this Order to Sterling Theodore Johnson c/o Cleall, Barristers and Solicitors, Attention: Mr. Aran Veylan, Q.C. Fax 780-425-1222 – e-mail aveylan@cleall.ca. All further and other service of this Order is dispensed with.



J.C.Q.B.A.

ENTERED this 13 day of
October, 2009.



CLERK OF THE COURT

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Defendants

ORDER

FRASER MILNER CASGRAIN LLP

Barristers and Solicitors
2900 Manulife Place
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Edmonton, Alberta
T5J 3V8

Solicitors: Ray C. Rutman

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Solicitor's Facsimile No.: (780) 423-7276

Solicitors' File No. 540005.1/RCR