

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

BETWEEN:

SUNNY SOUTH DISTRICT SOCCER ASSOCIATION,
EDMONTON DISTRICT SOCCER ASSOCIATION and
CENTRAL ALBERTA SOCCER ASSOCIATION

Applicants

- and -

ALBERTA SOCCER ASSOCIATION and
ALBERTA SOCCER ASSOCIATION AS REPRESENTED BY
THE PURPORTED BOARD OF DIRECTORS, MARIO CHARPENTIER,
JEFF DuBERGER, FRED KERN, COLIN INNES, ROBERT HAYNE,
CHRISTINE CHATER, and CHRIS JOSSY ("Board No. 1")

and ALBERTA SOCCER ASSOCIATION AS REPRESENTED
BY THE PURPORTED BOARD OF DIRECTORS, CHRIS BILLINGS,
DANNY BOWIE, MIKE TROKE, LES HODGES and
SHAUNA AAB ("Board No. 2")

Respondents

BEFORE THE HONOURABLE
JUSTICE D.C. READ
IN CHAMBERS

) At the Law Courts, Edmonton, Alberta, on
) ~~WEDNES~~day, the 21st day of July, 2010.
)

INTERIM ORDER

UPON THE APPLICATION of the Applicants; AND UPON having heard from
counsel for the Respondents, AND WITHOUT considering or deciding the application on its
merits; AND FOR the benefit of the soccer playingmembers of the Alberta Soccer Association,
(the "ASA"); AND UPON noting the Consent of Board No. 2 and the Applicants to this Interim
Order; AND UPON it appearing that Board No. 1 neither consents to or opposes this Interim
Order IT IS HEREBY ORDERED THAT:

1. The application shall be adjourned to Friday, August 13, 2010 at 2:00 p.m. before a
Justice of this Honourable Court or so soon thereafter as this matter may be heard;
2. Until, Friday, August 13, 2010 at 4:30 p.m., subject to further order of the Court or
agreement of all named parties to the proceedings (the "Interim Period"), **Khalid Abdu-
Khalil** and **Nick Goddard** (the "Interim Caretakers") are appointed to jointly oversee the
day-to-day operations of the ASA. As they are appointed by Court Order, they should
understand that they are under Court supervision and may be asked to report to the Court
on their activities and on their decision-making. They may apply to the Court at any time
for advice and directions. The Interim Caretakers are authorized to retain counsel and
access legal advice for this purpose, at the expense of the ASA. The Interim Caretakers

I hereby certify this to be a
true copy of the original.
Paul B.
for Clerk of the Court

shall be indemnified by the ASA from and against all costs, charges, expenses, damages, and claims, associated with their acting as Interim Caretakers in accordance with this Interim Order.

3. Each of the two groups currently purporting to constitute the alternate "Boards" who each claim to govern the ASA but who each dispute the authority of the other to do so (the "Alternate Boards") shall appoint **Jeff du Berger** and **Les Hodges** as their representatives (the "Representatives") for the Interim Period and shall provide the Interim Caretakers with the names and contact information of their appointee.
4. In overseeing the day-to-day operations of the ASA during the Interim Period, the Interim Caretakers are authorized jointly, not separately, to make:
 - (a) any expenditure that arises in the ordinary course of the ASA's operations, and
 - (b) any decision that must be made in the ordinary course of the ASA's operations.

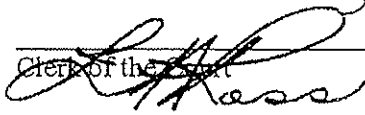

The Interim Caretakers are not authorized to change the ASA's Bylaws.

5. The Interim Caretakers shall give notice to each of the Representatives of each expenditure made in the ordinary course of the ASA's operations.
6. In the event that the Interim Caretakers encounter an issue in the day-to-day operations of the ASA that they cannot resolve jointly on their own, they shall confer, jointly, with the Representatives to attempt to resolve the issue, and, failing unanimous direction by the Representatives, the Interim Caretakers shall re-attend before this Court for advice and directions.
7. The Interim Caretakers shall have access to the offices of the ASA during the Interim Period for the purpose of overseeing day-to-day operations of the ASA. Their access to the ASA office will be unencumbered in any manner by either of the Alternate Boards, the "members" of those Alternate Boards, or any appointee, agent, or representative of those Alternate Boards.
8. The Alternate Boards, their individual "members", and their appointees, agents, or representatives, other than the Representatives, shall not interfere with the Interim Caretakers in the exercise of their duties, and are disempowered, having no power or authority of any nature or kind with regard to the ASA and its affairs during the Interim Period. The power of the Representatives is limited to providing unanimous advice to the Interim Caretakers.
9. If either Khalid Abdu-Khalil or Nick Goddard is unable or unwilling to act as appointed above, the remaining person will apply to the Court, on notice to the Representatives, who may appear for the purpose of replacing that person. The Court will hear representations and will select an alternate, who will then have all the power and authority of the original appointees.
10. Within 15 days of this Order, each of the Alternate Boards shall provide to the Interim Caretakers a full accounting of all funds received by that Alternate Board from any

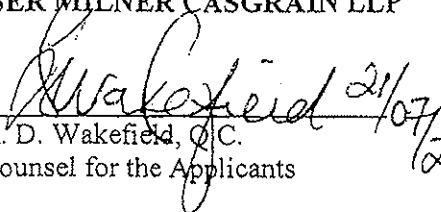
Member of the ASA (the "Funds"). The Funds currently held in the accounts at the CIBC, the Canadian Western Bank, any other Bank, and Bennett Jones LLP in trust for the ASA as of the date of this Order, shall be deposited by the Interim Caretakers into the ASA bank account located at the Toronto Dominion Bank (the "Account"). The Interim Caretakers, acting jointly, shall be the only persons with signing authority and authorized to give directions to the Toronto Dominion Bank with respect the Account.

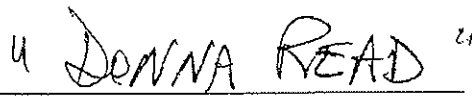
11. Those local soccer associations which have tendered their fees to the ASA (whether purportedly represented by Board No. 1 and Board No. 2) or to Bennett Jones LLP in trust are deemed to be in good standing with the ASA.
12. This Interim Order and the Interim Period terminate on Friday, August 13, 2010, at 4:30 p.m., subject to further order of the Court or agreement of all named parties to the proceedings.
13. Service of this Interim Order shall be deemed to be properly made by sending a copy of the filed Order to counsel for the Respondents in this application, by email.
14. Any named party to the proceedings may apply, on reasonable notice, to this Honourable Court to vary the terms of this Interim Order. This Interim Order may be amended or varied upon further order of the Court or upon the written consent of all named parties to the proceedings.
15. No order is made herein regarding costs.
16. This Interim Order may be approved in counterpart and by facsimile.

Entered this 21 day of July, 2010

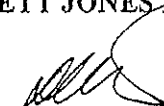

Clerk of the Court


Consented as to form and content:
FRASER MILNER CASGRAIN LLP

Per: 
K.D. Wakefield, Q.C.
Counsel for the Applicants


J.C.Q.B.A.

Consented as to form and content:
BENNETT JONES LLP

Per: 
Don Cranston, Q.C.
Counsel for the Respondent,
Board No. 2

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

BETWEEN:

SUNNY SOUTH DISTRICT SOCCER
ASSOCIATION, EDMONTON DISTRICT SOCCER
ASSOCIATION and
CENTRAL ALBERTA SOCCER ASSOCIATION
Applicants

- and -

ALBERTA SOCCER ASSOCIATION and ALBERTA
SOCCER ASSOCIATION AS REPRESENTED BY
THE PURPORTED BOARD OF DIRECTORS,
MARIO CHARPENTIER, JEFF DuBERGER, FRED
KERN, COLIN INNES, ROBERT HAYNE,
CHRISTINE CHATER, and CHRIS JOSSY ("Board
No. 1")

and ALBERTA SOCCER ASSOCIATION AS
REPRESENTED BY THE PURPORTED BOARD OF
DIRECTORS, CHRIS BILLINGS, DANNY BOWIE,
MIKE TROKE, LES HODGES and
SHAUNA AAB ("Board No. 2")
Respondents

INTERIM CONSENT ORDER

FRASER MILNER CASGRAIN LLP

Barristers and Solicitors
2900, 10180 - 101 Street
Edmonton, Alberta
T5J 3V5

Solicitor: K. D. Wakefield, Q.C.
Telephone: (780) 423-7302
File: 543517-1/KDW

