

COURT FILE NUMBER 2301-16260
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF
COMPROMISE OR ARRANGEMENT OF
FREE REIN RESOURCES LTD.

APPLICANT FTI CONSULTING CANADA INC., in its
capacity as Monitor of FREE REIN
RESOURCES LTD.

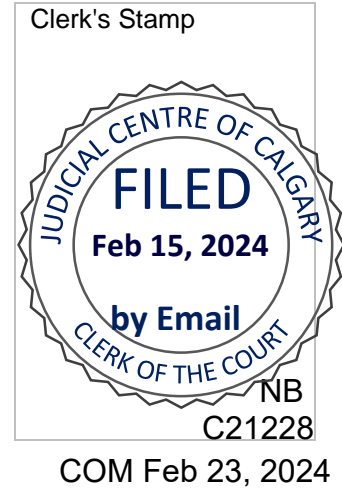
RESPONDENT FREE REIN RESOURCES LTD.

DOCUMENT **APPLICATION FOR APPROVAL OF
MONITOR'S FEES AND CONDUCT**

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY
FILING THIS DOCUMENT **Cassels Brock & Blackwell LLP**
Suite 3810, Bankers Hall West
888 3 Street SW
Calgary, AB T2P 5C5

Telephone: 403.351.2922 / 403.351.2921
Facsimile: 403.648.1151
Email: joliver@cassels.com / dmarechal@cassels.com

Attention: Jeffrey Oliver / Danielle Marechal
File No.: 055118-2



NOTICE TO THE RESPONDENTS: See Service List attached hereto as **Schedule "A"**.

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the master/judge.

To do so, you must be in Court when the application is heard as shown below:

Date: February 23, 2024
Time: 2:00 PM
Where: Calgary Courts Centre, Calgary, AB (via Webex)
Before Whom: The Honourable Madam Justice M.H. Hollins

Go to the end of this document to see what else you can do and when you must do it.

Go to the end of this document to see what else you can do and when you must do it.

Remedy claimed or sought:

1. FTI Consulting Canada Inc., in its capacity as Court-appointed Monitor (in such capacity, the “**Monitor**”) of Free Rein Resources Ltd. (“**Free Rein**”), seeks:
 - (a) an order substantially in the form attached hereto as **Schedule “B”**:
 - (i) if necessary, abridging the time for service of this application (the “**Application**”) and the supporting Second Report of the Monitor, dated February 14, 2024 (the “**Second Report**”) and declaring service to be good and sufficient;
 - (ii) approving and ratifying the actions, conduct and activities of the Proposal Trustee (as herein defined) as outlined in the First, Second, Third and Fourth Reports of the Proposal Trustee dated July 6, 2023, August 22, 2023, September 28, 2023 and November 17, 2023, respectively (collectively, the “**NOI Reports**”) and filed in the NOI Proceedings (as herein defined);
 - (iii) approving and ratifying the actions, conduct and activities of the Monitor as outlined in the Pre-Filing, First and Second Reports of the Monitor dated December 6, 2023, January 17, 2024 and February 14, 2024, respectively (collectively, the “**CCAA Reports**”) and filed in the within CCAA Proceedings (as herein defined); and
 - (iv) approving and ratifying the professional fees and disbursements of the Proposal Trustee, the Monitor and their legal counsel, Cassels Brock & Blackwell LLP (“**Cassels**”), for the period of June 12, 2023 to January 31, 2024 as set out in the Second Report, without the necessity of a formal passing of accounts;
 - (b) such further and other relief as may be sought by the Monitor and this Honourable Court may permit.
2. Capitalized terms not otherwise defined herein shall have the meaning given to them in the Second Report.

Grounds for making this application:

Background

3. On June 12, 2023, Free Rein filed a Notice of Intention to Make a Proposal (the "**NOI**") under subsection 50.4(1) of the *Bankruptcy and Insolvency Act* (Canada) ("**BIA**"). FTI Consulting Canada Inc. was appointed as proposal trustee (in such capacity, the "**Proposal Trustee**") in the NOI proceedings (the "**NOI Proceedings**") of Free Rein.
4. On December 7, 2023, Invico Income Limited Partnership, sought and obtained an initial order (the "**Initial Order**") and an amended and restated initial order (the "**ARIO**") granting, among other things, a continuation of Free Rein's NOI Proceedings under the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA Proceedings**").

Activities of the Proposal Trustee

5. The Proposal Trustee's action, conduct and activities for the NOI Proceedings are described in the NOI Reports.
6. The Proposal Trustee's actions, conduct and activities are lawful, proper, and consistent with its powers under the BIA and orders issued by the Court in the NOI Proceedings.

Activities of the Monitor

7. The Monitor's actions, conduct and activities for the CCAA Proceedings are described in the CCAA Reports.
8. The Monitor's actions, conduct and activities are lawful, proper, and consistent with its powers under the ARIO and subsequent orders issued by the Court in these proceedings.

Professional Fees and Disbursements

9. The Monitor is also seeking the approval of the following professional fees for the period of June 12, 2023 to January 31, 2024:
 - (a) the Proposal Trustee's and Monitor's fees and disbursements in the amount of \$393,154; and
 - (b) the fees and disbursements of counsel to the Proposal Trustee and Monitor, Cassels, in the amount of \$103,642 inclusive of GST.

10. The Monitor is of the view that the fees of the Proposal Trustee, the Monitor and those of their legal counsel are reasonable in the circumstances, and commensurate with the work performed by the parties, which was necessary and appropriate in the circumstances.

Material or evidence to be relied on:

11. Order Approving Administration Charge and Extension of Time to File Proposal granted July 11, 2023.
12. Order Approving Extension of Time to File Proposal, SISP and Stalking Horse Approval granted August 25, 2023.
13. Order Approving Extension of Time to File Proposal granted October 5, 2023.
14. Order Approving Extension of Time to File Proposal granted November 23, 2023.
15. Stay Extension Order granted January 22, 2024.
16. Initial Order granted December 7, 2023.
17. Amended and Restated Initial Order granted December 7, 2023.
18. First Report of the Proposal Trustee dated July 6, 2023.
19. Second Report of the Proposal Trustee dated August 22, 2023.
20. Third Report of the Proposal Trustee dated September 28, 2023.
21. Fourth Report of the Proposal Trustee dated November 17, 2023.
22. Pre-Filing Report of the Monitor dated December 6, 2023
23. First Report of the Monitor dated January 17, 2024.
24. Second Report of the Monitor dated February 14, 2024.
25. Such further and other materials as counsel may advise and this Honourable court may permit.

Applicable rules:

26. *Alberta Rules of Court*, including Rules 1.2–1.4, 6.1–6.3 and 6.47.
27. Such further and other Rules as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

28. *Judicature Act*, RSA 2000, c J-2.
29. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3.
30. *Personal Property Security Act*, RSA 2000, c P-7.
31. *Business Corporations Act*, RSA 2000, c B-9.
32. *Companies' Creditors Arrangement Act*, RSC 1985, c C-36.
33. Such further and other Acts and Regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

34. None.

How the application is proposed to be heard or considered:

35. On the Commercial List, via Webex.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and time shown at the beginning of this form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

Schedule "A"

COURT FILE NUMBER 2301-16260

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF FREE REIN RESOURCES LTD.

APPLICANT FTI CONSULTING CANADA INC., in its capacity as Monitor of FREE REIN
RESOURCES LTD.

RESPONDENT FREE REIN RESOURCES LTD.

DOCUMENT **SERVICE LIST**
(updated February 14, 2024)

Counsel/Party	Method of Service	Interest
Cassels Brock & Blackwell LLP Suite 3810, 888 3 St SW Calgary, AB T2P 5C5 Attn: Jeffrey Oliver / Danielle Marechal Email: JOliver@cassels.com Dmarechal@cassels.com	Email	Counsel to FTI Consulting Canada Inc.
FTI Consulting Canada Inc. 1610, 520 – 5 Avenue SW Calgary, AB T2P 3R7 Attn: Dustin Olver / Deryck Helkaa / Brett Wilson Email: dustin.olver@fticonsulting.com deryck.helkaa@fticonsulting.com brett.wilson@fticonsulting.com	Email	Monitor
Burnet, Duckworth & Palmer LLP 2400, 525 – 8 Avenue SW Calgary, AB T2P 1G1 Attn: David LeGeyt / Ryan Algar Email: dlegeyt@bdplaw.com ralgar@bdplaw.com	Email	Counsel to Free Rein Resources Ltd.

<p>Fasken Martineau DuMoulin LLP Suite 3400, 350 – 7 Avenue SW Calgary, AB T2P 3N9</p> <p>Attn: Robyn Gurofsky / Anthony Mersich</p> <p>Email: rgurofsky@fasken.com amersich@fasken.com</p>	<p>Email</p>	<p>Counsel for Invico Diversified Income Limited Partnership</p>
<p>Invico Diversified Income Limited Partnership 600, 209 – 8 Ave SW Calgary, AB T2P 1B8</p> <p>Attn: Allison Taylor Chris Wutzke</p> <p>Email: amtaylor@invicocapital.com cwutzke@invicocapital.com</p>	<p>Email</p>	<p>PPR Registrant</p>
<p>Invico Diversified Income Managing GP Inc. 600, 209 – 8 Ave SW Calgary, AB T2P 1B8</p> <p>Attn: Allison Taylor Chris Wutzke</p> <p>Email: amtaylor@invicocapital.com cwutzke@invicocapital.com</p>	<p>Email</p>	<p>PPR Registrant</p>
<p>Tartan Energy Technology (Shanghai) Ltd. Room 1807, Building 1 No. 497 Zhengli Road, Yangpu District Shanghai, PRC 200433</p> <p>Tartan Energy Group Inc. Suite 1520, 101 – 6 Ave SW Calgary, AB T2P 3P4</p> <p>Email: tlau@tartansh.com</p>	<p>Email</p>	<p>PPR Registrant</p>
<p>ATB Financial – Collateral Management 3699 – 63rd Ave NE Calgary, AB T3J 0G7</p> <p>PH: 403 974 3565 FX: 403 974 5288</p> <p>Email: pnrnotices@atb.com</p>	<p>Email or Fax</p>	<p>PPR Registrant</p>
<p>Bishop & McKenzie LLP 2200, 555 – 4 Ave SW Calgary, AB T2P 3E7</p> <p>Attn: Anthony Dekens Email: adekens@bmlp.ca</p>	<p>Email</p>	<p>Counsel to Legacy Disposal Facility Ltd.</p>

<p>Dunphy Best Blocksom LLP 800, 517 10th Avenue SW Calgary AB T2R 0A8</p> <p>Attn: Christopher Dormer Email: dormer@dbblaw.com</p>	Email	Counsel to Jeanelle George and Anne-Marie Melby, Plaintiffs in ABKB Court File No. 2301-10103
<p>Miles Davison LLP 900, 517 – 10th Avenue S.W. Calgary, Alberta T2R 0A8</p> <p>Attn: Ward Mather Email: wmather@milesdavison.com</p>	Email	Counsel to Capital Now Ventures Inc.
<p>Skyline Legal Group LLP 601, 1701 Centre Street NW Calgary, AB T2E 7Y2</p> <p>Attn: George Huang Email: Ghuang@skylinelegal.ca</p>	Email	Counsel to Tartan Energy Technology (Shanghai) Ltd. and Tartan Energy Group Inc.
<p>CWC Energy Services Corp. c/o Burron Law 20 Windhorse Bay Calgary, AB T3Z0B4</p>	Courier	Potential Creditor
<p>Step Energy Services Ltd. c/o Field LLP 400, 444 7 AVE SW Calgary AB T2P 0X8</p> <p>Attn: Matthew Vernon Email: mvernon@fieldlaw.com</p>	Email	Potential Creditor
<p>Codeco-Vanoco Engineering Inc. c/o Field LLP 444 7 Ave SW Suite 400 Calgary, AB T2P 0X8</p> <p>Attention: Anthony Burden Email: aburden@fieldlaw.com</p>	Email	Potential Creditor
<p>Gowling WLG (Canada) LLP 1600, 421 7th Ave SW Calgary, AB T2P 4K9</p> <p>Attn: Tom Cumming / Stephen Kroeger</p> <p>Email: tom.cumming@gowlingwlg.com Stephen.kroeger@gowlingwlg.com Adriana.dasilvabellini@gowlingwlg.com</p>	Email	Counsel to MAGA Energy Ltd.

<p>Canadian Natural Resources 2100, 855 – 2 Street SW Calgary, AB T2P 4J8</p> <p>Attn: Jelena Molnar Email: Jelena.Molnar@cnrl.com</p>	Email	Potential Creditor
<p>Prairie Sky Royalty Ltd. 1700, 350 – 7 Avenue SW Calgary, AB T2P 3N9</p> <p>Attn: James Nixon Email: james.nixon@prairiesky.com landcomplianceinquiries@prairiesky.com</p>		Interested Party
<p>Dunphy Best Blockson LLP 800, 517 – 10 Avenue SW Calgary, AB T2R 0A8</p> <p>Attn: Beth P. Youngren Email: byoungren@dbblaw.com</p>	Email	Counsel to Puravida Exploration Inc. and 1591195 Alberta Ltd.
<p>Blake, Cassels & Graydon LLP 855 – 2 Street SW Calgary, AB T2P 4J8</p> <p>Attn: Kelly J. Bourassa Jessica MacKinnon Email: Kelly.bourassa@blakes.com Jessica.mackinnon@blakes.com</p>	Email	Counsel to China Construction Bank Toronto Branch
<p>Optimax Drilling Solutions Inc. 1900, 407 – 2 Street SW Calgary, AB T2P 2Y3</p> <p>Attn: Peggy Sullivan Email: psullivan@optimaxdrilling.com</p>	Email	Interested Party
<p>Caron & Partners LLP Fifth Avenue Place – West Tower 2120, 237 – 4th Avenue, S.W. Calgary, Alberta T2P 4K3</p> <p>Attn: Dean Hutchison Email: dhutchison@caronpartners.com</p>	Email	Interested Party
<p>Canada Revenue Agency Surrey National Verification and Collections Centre 9755 King George Boulevard Surrey BC V3T 5E1</p>	Fax/Courier	Interested Party

<p>Fax (toll-free): 1-833-697-2390</p>		
<p>Alberta Energy Regulator Suite 1000, 250 – 5 Street SW Calgary, AB T2P 0R4</p> <p>Attn: Maria Lavelle George Wong</p> <p>Email: maria.lavelle@aer.ca George.Wong@are.ca insolvency@aer.ca</p>	<p>Email</p>	<p>Interested Party</p>
<p>Government of Alberta Alberta Energy and Minerals Energy Legal Team 9th Floor, North Petroleum Plaza 9945 – 108 Street Edmonton, AB T5K 2G6</p> <p>Attn: Coleman Brinker Email: Coleman.Brinker@gov.ab.ca</p>	<p>Email</p>	<p>Interested Party</p>
<p>Newgrange Energy Inc. 3900, 350 – 7th Avenue SW Calgary, AB T2P 3N9</p> <p>Attn: Terry McCallum Email: trmccallum@gmail.com</p> <p>Inns Law Suite 835, 333 – 5th Avenue SW Calgary, AB T2P 3B6</p> <p>Attention: Byron Nelson Email: byron@innslaw.ca</p>	<p>Email</p>	<p>Interested Party/Counsel</p>
<p>Parkland County 53109A Hwy 779 Parkland County, AB T7Z 1R1</p> <p>Email: hello@parklandcounty.com</p>	<p>Email</p>	<p>Interested Party</p>
<p>Leduc County 101-1101 5 St Nisku, AB T9E 2X3</p> <p>Email: tax@leduc-county.com</p>	<p>Email</p>	<p>Interested Party</p>
<p>Tidewater Midstream and Infrastructure Ltd. 900, 222 3rd Avenue SW Calgary, AB T2P 0B4</p> <p>Attn: Jason Kulsky Email: jkulsky@tidewatermidstream.com</p>	<p>Email</p>	<p>Interested Party</p>

<p>Trevor Dublonko 724 Coach Bluff Cres SW Calgary, AB T3H 1A8</p> <p>Email: trevor@freereinres.com</p>	Email	Shareholder
<p>Don Dewar and Jodie Dewar 58 Sir George Stouffville, ON L4A 1 P7</p> <p>Email: jodid@rogers.com</p>	Email	Shareholder
<p>James Gray 225-6th Ave SW Suite 1210 Calgary, AB T2P 1N2</p> <p>Email: Jim.Gray@brookfield.com</p>	Email	Shareholder
<p>Forro Properties Inc. 550 Carriage Court Kelowna, BC V1W 3B3</p> <p>Email: forropropertiesinc@gmail.com</p>	Email	Shareholder
<p>Ted Hirst 6083 Blink Bonnie Rd West Vancouver, BC V7W 1V9</p> <p>Email: thirst@cgf.com</p>	Email	Shareholder
<p>Steve Heffernan 903, 939 Braewood Drive SW Calgary, AB T2W 3M4</p> <p>Email: Steve.Heffernan@macautoinc.com</p>	Email	Shareholder
<p>Tyler Klatt 3 Springbank Meadows Calgary, AB T3Z 2 L8</p>	Courier	Shareholder
<p>Chris Jakubowsky Calgary, AB</p> <p>Email: sundogoilfield@hotmail.com</p>	Email	Shareholder
<p>Terry McCallum 2604 - 901 10th Ave SW Calgary, AB T3H 2L8</p> <p>Email: trmccallum@gmail.com</p>	Email	Shareholder

Glenda Krabben 1097 Lake Placid Drive SE Calgary, AB T2J 5A2 Email: Peter.Krabben@packersplus.com	Email	Shareholder
Christian Rahbek-Nielsen 5251 Bannerman Drive NW Calgary, AB T2L 1W1 Email: crahbek@macengineering.ca	Email	Shareholder
Cindy Miskolczi-McCallum 2792 Signal Hill Drive SW Calgary, AB T2P 1C4 Email: cindymccallum11@gmail.com	Email	Shareholder
Jennel Ross 13 Spring Willow Court SW Calgary, AB T3H 6Z3 Email: jennelross77@gmail.com	Email	Shareholder
Rod Monden 53 Arbour Vista Rd NW Calgary, AB T3G 4N9	Courier	Shareholder
Kieran Tether 6655 Gamba Drive Richmond, BC V7C 2G4 Email: kieran.tether@gmail.com	Email	Shareholder
Claus Sitzler 52 Mt Alberta Green SE Calgary, AB T2Z 3G8 Email: csitzler@telus.net	Email	Shareholder
Joseph Toronyi 1110 Nicholson Street Victoria, BC V8X 3L6 Email: Joseph.Toronyi@macengineering.ca	Email	Shareholder
Tether Family Trust c/o Gary Tether 54 West Mitford Crescent Cochrane, AB T4C 1L2	Courier	Shareholder
Ken Wilson 8835 48 Ave NW Calgary, AB T3B 2B4	Email	Shareholder

Email: Ken.Wilson@megenergy.com		
---	--	--

Email:

dlegeyt@bdplaw.com; ralgar@bdplaw.com; rgurofsky@fasken.com; amersich@fasken.com;
dustin.olver@fticonsulting.com; brett.wilson@fticonsulting.com; tlau@tartansh.com; pprnotices@atb.com;
amtaylor@invicocapital.com; joliver@cassels.com; kdavis@cassels.com; dmarechal@cassels.com;
adekens@bmlp.ca; dormer@dbblaw.com; wmather@milesdavison.com; ghuang@skylinelegal.ca;
mvernon@fieldlaw.com; stephen.kroeger@gowlingwlq.com; Tom.Cumming@gowlingwlq.com;
Adriana.DaSilvaBellini@gowlingwlq.com; Jelena.Molnar@cnrl.com; james.nixon@prairiesky.com;
landcomplianceinquiries@prairiesky.com; byounggren@dbblaw.com; kelly.bourassa@blakes.com;
jessica.mackinnon@blakes.com; psullivan@optimaxdrilling.com; dhutchison@caronpartners.com;
insolvency@aer.ca; maria.lavelle@aer.ca; George.Wong@aer.ca; Coleman.Brinker@gov.ab.ca;
trmccallum@gmail.com; hello@parklandcounty.com; tax@leduc-county.com;
jkulsky@tidewatermidstream.com; cwutzke@invicocapital.com; jodid@rogers.com;
trevor@freereinres.com; forropropertiesinc@gmail.com; Jim.Gray@brookfield.com;
Steve.Heffernan@macautoinc.com; thirst@cgf.com; sundogoilfield@hotmail.com;
Peter.Krabben@packersplus.com; cindymccallum11@gmail.com; crahbek@macengineering.ca;
jennelross77@gmail.com; csitzler@telus.net; kieran.tether@gmail.com;
Joseph.Toronyi@macengineering.ca; Ken.Wilson@megenergy.com; aburden@fieldlaw.com;
byron@innslaw.ca;

Schedule "B"

COURT FILE NUMBER 2301-16260
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.C. 1985,
c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF
COMPROMISE OR ARRANGEMENT OF FREE
REIN RESOURCES LTD.

Clerk's Stamp

APPLICANT FTI CONSULTING CANADA INC., in its capacity
as Monitor of FREE REIN RESOURCES LTD.

RESPONDENT FREE REIN RESOURCES LTD.

DOCUMENT **ORDER – APPROVAL OF MONITOR'S FEES
AND CONDUCT**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
Cassels Brock & Blackwell LLP
Suite 3810, Bankers Hall West
888 3 Street SW
Calgary, AB T2P 5C5

Telephone: 403.351.2922 / 403.351.2921
Facsimile: 403.648.1151
Email: joliver@cassels.com / dmarechal@cassels.com

Attention: Jeffrey Oliver / Danielle Marechal
File No.: 055118-2

DATE ON WHICH ORDER WAS PRONOUNCED: February 23, 2024

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice M.H. Hollins

UPON THE APPLICATION of FTI Consulting Canada Inc., in its capacity as the Court-appointed Monitor (in such capacity, the "**Monitor**") of Free Rein Resources Ltd. ("**Free Rein**") for an Order (among other things): (i) approving the professional fees and disbursements of the FTI Consulting Canada Inc., in its capacity as proposal trustee of Free Rein (in such capacity, the "**Proposal Trustee**"), Monitor and their counsel as described in the Second Report of the Monitor, dated February 14, 2024 (the "**Second Report**"); and (ii) and approving the activities and conduct of the Proposal Trustee and Monitor as described in the First, Second, Third and Fourth Reports of the Proposal Trustee dated July 6, 2023, August 22, 2023, September 28, 2023 and November 17, 2023, respectively (collectively, the "**NOI Reports**") and the Pre-Filing, First and Second Reports of the Monitor dated December 6, 2023, January 17, 2024 and February

14, 2024, respectively (collectively, the “**CCAA Reports**”); **AND UPON** having reviewed the Order Approving Administration Charge and Extension of Time to File Proposal granted July 11, 2023, the Order Approving Extension of Time to File Proposal, SISP and Stalking Horse Approval granted August 25, 2023, the Order Approving Extension of Time to File Proposal granted October 5, 2023, the Order Approving Extension of Time to File Proposal granted November 23, 2023, the Stay Extension Order granted January 22, 2024, the Initial Order granted December 7, 2023, the Amended and Restated Initial Order granted December 7, 2023, the NOI Reports, the CCAA Reports and the Affidavit of Service of Angeline Gagnon, sworn February [X], 2024; **AND UPON** hearing counsel for the Monitor and any other interested parties appearing at the within application; **AND UPON** being satisfied that it is appropriate to do so;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Second Report.

SERVICE

2. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and time for service of this application is abridged to that actually given.

PROPOSAL TRUSTEE’S ACTIVITIES AND PROFESSIONAL FEES

3. The Proposal Trustee’s actions, conduct and as disclosed in the NOI Reports are hereby ratified and approved.
1. The Proposal Trustee's accounts for fees and disbursements as set out in the Second Report are hereby approved without the necessity of a formal passing of its accounts.
2. The accounts of the Proposal Trustee's legal counsel, Cassels Brock & Blackwell LLP, for its fees and disbursements as set out in the Second Report are hereby approved without the necessity of a formal assessment of its accounts.

MONITOR’S ACTIVITIES AND PROFESSIONAL FEES

3. The Monitor’s actions, conduct and as disclosed in the CCAA Reports are hereby ratified and approved.
4. The Monitor's accounts for fees and disbursements as set out in the Second Report are hereby approved without the necessity of a formal passing of its accounts.
5. The accounts of the Monitor's legal counsel, Cassels Brock & Blackwell LLP, for its fees and

disbursements as set out in the Second Report are hereby approved without the necessity of a formal assessment of its accounts.

SERVICE OF ORDER

6. Service of this Order shall be deemed good and sufficient by:
 - (a) serving the same on:
 - i. the persons listed on the service list created in these proceedings;
 - ii. any other person served with notice of the application for this Order;
 - iii. any other parties attending or represented at the application for this Order; and
 - (b) posting a copy of this Order on the Monitor's website established in connection with these proceedings..

7. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier.

Justice of the Court of King's Bench of Alberta