

Clerk's stamp:

COURT FILE NUMBER

**1301-14151**

COURT

**COURT OF QUEEN'S BENCH OF ALBERTA**

JUDICIAL CENTRE

**CALGARY**

**IN THE MATTER OF THE COMPANIES  
CREDITORS ARRANGEMENT ACT  
IN THE MATTER OF THE BUSINESS  
CORPORATIONS ACT**

**IN THE MATTER OF A PLAN OF COMPROMISE  
OR ARRANGEMENT OF ALSTON ENERGY INC.**

I hereby certify this to be a true copy of  
the original Order  
Dated this 20 day of May 2014  
\_\_\_\_\_  
for Clerk of the Court

DOCUMENT

**ORDER TERMINATING CCAA PROCEEDINGS**

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF PARTY  
FILING THIS DOCUMENT

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File No. 80034-00010

DATE ON WHICH ORDER WAS  
PRONOUNCED

Friday, May 9, 2014

LOCATION WHERE ORDER WAS  
PRONOUNCED

Calgary

NAME OF JUSTICE WHO MADE THIS ORDER

Madam Justice K. Horner

UPON the application of Alberta Treasury Branches ("ATB") AND UPON having read the Application of Alston Energy Inc. ("Alston") and the affidavits of Don Umbach, filed, and the

Monitor's Report, filed, and the Cross-Application of ATB, and the Affidavit of James Humbke, filed; AND UPON reading the consent of Alvarez and Marsal Canada Inc. to act as Receiver ("**Receiver**") of Alston; AND UPON hearing counsel for Alston and other interested parties ;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The requirement of ATB to give demand and notice to Alston under section 244 of the *Bankruptcy and Insolvency Act* is hereby waived.
2. The Order (Sealing Confidential Appendices) granted by this Honourable Court on March 4, 2013 is hereby vacated, and the materials sealed by that Order are hereby unsealed.
3. The actions and activities of the Monitor as reported in the First, Second and Third Report of the Monitor be and are approved and that the Monitor has satisfied all of its obligations up to and including the date of this Order.
4. Except as expressly set out in this Order or in any Order of this Honourable Court to be made concerning the appointment of the Receiver, the provisions of the Initial Order and the stay of proceedings with respect to Alston, as ordered by Justice Romaine on December 9, 2013, and as amended and extended pursuant to the *Companies Creditors Arrangement Act*, are hereby terminated.
5. THIS COURT ORDERS that, notwithstanding any provision of this Order, the following obligations and liabilities shall continue and the Receiver shall, upon receiving funding therefor, pay the following obligations and liabilities on the same terms and conditions as would otherwise apply to Alston:
  - (a) Wages (for avoidance of doubt, wages shall include all amounts owing as part of the regular remuneration provided to employees for actual hours worked, but shall not include overtime, bonuses, holiday pay, or vacation pay), in relation to employment and work done from the date of the Initial Order to the date of this Order provided that any such amounts paid by the Receiver shall, if applicable, be credited against the Receiver's obligations to pay the amounts prescribed by s. 81.4(1) of the *Bankruptcy and Insolvency Act*;
  - (b) all obligations and liabilities as provided for in paragraph 29 of the Amended and Restated Initial Order, that have not been paid as of the date of this Order; and
  - (c) without duplication to subparagraph b), the reasonable fees and disbursements incurred in connection with these CCAA proceedings up to and including 11:59

p.m. the date of this Order, in each case at their standard rates and charges, that have not been paid as of the date of this Order, of:

- (i) the Monitor and counsel to the Monitor; and
- (ii) counsel to Alston.

## **DISCHARGE OF THE MONITOR**

6. THIS COURT ORDERS that the Monitor is hereby discharged and that the Monitor and its employees, affiliates, agents, directors, officers, partners and counsel (collectively, the "Released Parties") are hereby released from all claims, actions or other proceedings that any Person may have against the Released Parties, whether known or unknown, in any way relating to, arising out of or in connection with the CCAA Proceedings and the Released Parties' respective conduct in the CCAA Proceedings, save and except for any gross negligence or wilful misconduct on their part, and the Monitor shall have no further obligations, liabilities, responsibilities or duties under the Initial Order or with respect to its actions and conduct under or in respect of the CCAA Proceedings; provided that the Monitor shall have the authority from and after the date of this Order to complete, or assist the Receiver with the completion of, any matters that are incidental to the termination of the CCAA Proceedings, including, without limitation, as set out in the paragraphs below.

7. THIS COURT ORDERS that, notwithstanding any provision of this Order, nothing contained in this Order shall affect, vary, derogate from or amend any of the rights and protections in favour of the Monitor at law or pursuant to the Initial Order, all of which are expressly continued and confirmed.

## **CHARGES**

8. THIS COURT ORDERS that the Administration Charge and the Director's Charge shall continue to bind the Property in respect of all proper claims under the Administration Charge and Director's Charge that accrued prior to and including the date of this Order until such time as the Monitor files the Monitor's Certificate (defined below) with this Honourable Court in accordance with paragraph 10 below. The Administration Charge and Director's Charge shall continue to have the priority set out in the Restated Initial Order and, as among the charges created by the Order of this Honourable Court to be made this day appointing the Receiver in

respect of the assets, property and undertaking of the Applicant (the "Receivership Order"), shall have the priority set out in the Receivership Order.

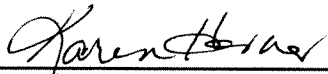
9. THIS COURT ORDERS and directs the Monitor to provide a schedule to the Receiver, on or before May 30, 2014, indicating all outstanding obligations covered by the Administration Charge and Director's Charge that have not been paid, including reasonable estimates where actual amounts are not known by May 30, 2014 (the "Outstanding Charged Obligations Schedule").

10. THIS COURT ORDERS and directs the Receiver (subject to review and approval by the Receiver, acting reasonably, of the Outstanding Charged Obligations Schedule) to, upon being placed in funds therefor, pay all amounts set out in the Outstanding Charged Obligations Schedule (subject to a reimbursement to the Receiver for any overpayments on estimates) to the applicable parties set out therein and, once all such amounts have been paid, to provide written notice to the Monitor notifying the Monitor that the Receiver has paid all amounts set out in the Outstanding Charged Obligations Schedule to the applicable parties (the "Payment Confirmation Notice").

11. THIS COURT ORDERS and directs the Monitor to file a Monitor's certificate with this Honourable Court certifying that there are no outstanding claims under the Administration Charge and Director's Charge (the "Monitor's Certificate") within one business day following the Monitor's receipt of the Payment Confirmation Notice.

#### **ADVICE AND DIRECTIONS**

12. THIS COURT ORDERS that the Monitor may from time to time apply to this Court for advice and directions in the discharge of their duties or the interpretation or application of this Order.

  
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J.C.C.Q.B.A.