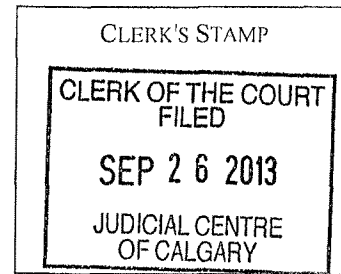


FORM 49  
[RULES 13.19, 11.21]



COURT FILE NUMBER 1201-15737

COURT COURT OF QUEEN'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 FAIRWEST ENERGY  
CORPORATION

DOCUMENT: **APPLICATION**

ADDRESS FOR SERVICE  
AND CONTACT  
INFORMATION OF  
PARTY FILING THIS  
DOCUMENT:

**BENNETT JONES LLP**  
Barristers and Solicitors  
4500 Bankers Hall East  
855-2nd Street SW  
Calgary, Alberta T2P 4K7

Attention: Chris D. Simard  
Telephone No.: 403-298-4485  
Fax No.: 403-265-7219  
Client File No.: 11866-65

**NOTICE TO RESPONDENTS:**

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: Friday, September 27, 2013  
Time: 11:15 a.m. on the Commercial List  
Where: Calgary Courts Centre, 601 – 5<sup>th</sup> Street SW, Calgary, AB  
Before Whom: Commercial Duty Justice

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. If necessary, an Order abridging the time for service of this Application and supporting materials and declaring service to be good and sufficient.
2. An Order granting enhanced powers to the Monitor, on terms substantially similar to those set out in the draft Order appended as Schedule "A" to this Application.
3. An Order authorizing Veracity Energy Services Ltd., as an agent of Fairwest Energy Corporation ("Fairwest") to shut-in all oil and gas wells operated by Fairwest, in accordance with good and prudent oilfield practice.
4. Varying certain portions of the Orders granted by this Honourable Court herein on March 19, 2013, April 26, 2013 and June 18, 2013 (the "Trust Orders") of this Court, on terms substantially similar to those set out in the draft Order appended as Schedule "A" to this Application.
5. Such further and other relief, advice and directions as counsel may request and this Honourable Court may deem just and appropriate in the circumstances.

**Grounds for making this application:**

6. Fairwest is not seeking an extension of the CCAA stay;
7. The Sales and Investor Solicitation Process ("SISP") conducted pursuant to these proceedings has not resulted in a successful sale of Fairwest's assets;
8. Fairwest cannot continue its business operations without the support of its DIP Lender, Supreme Group Inc. ("SGI"), and SGI had indicated that it is no longer prepared to advance further DIP loan monies to fund Fairwest's ongoing losses;
9. SGI has first-ranking security over Fairwest's assets and is owed approximately \$1,844,383 pursuant to its DIP loan;
10. The relief sought provides a practical and cost-effective method to ensure that:

- (a) Fairwest's oil and gas wells are shut-in, for the benefit of public safety and the environment; and
  - (b) Fairwest's revenue, net of expenses, will be received and dealt with prudently.
11. The order sought will enable SGI and Tallinn Capital Mezzanine Limited Partnership (“Tallinn”), the competing secured creditors, to practically deal with the funds being held pursuant to the Trust Orders; and
  12. Such further and other grounds as counsel may advise.

**Material or evidence to be relied on:**

13. The Eighth Report of the Monitor;
14. The pleadings and proceedings filed in this action;
15. Such further and other materials as counsel may advise and this Honourable Court permits.

**Applicable rules:**

16. Not applicable.

**Applicable Acts and regulations:**

17. *Companies Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended.

**Any irregularity complained of or objection relied on:**

18. Not applicable.

**How the application is proposed to be heard or considered:**

19. The Applicants propose that the application be heard in chambers before the Commercial Duty Justice, on the Commercial List.

**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 at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.