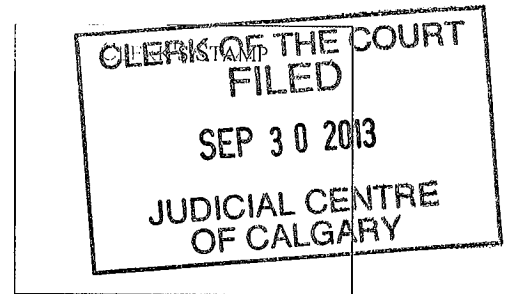


I hereby certify this to be a true copy of  
the original Order

Dated this 30 day of Sept., 2013

J. Macpherson  
for Clerk of the Court



COURT FILE NUMBER 1201-15737

COURT COURT OF QUEEN'S BENCH OF  
ALBERTA

JUDICIAL CENTRE CALGARY

APPLICANTS 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 **ORDER**

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File No.: 11866.65

DATE ON WHICH ORDER WAS  
PRONOUNCED: September 27, 2013

NAME OF JUSTICE WHO MADE THIS  
ORDER: Justice K.M. Eidsvik

### ORDER

UPON THE APPLICATION of PricewaterhouseCoopers Inc., in its capacity as CCAA Monitor of Fairest Energy Corporation (the "**Monitor**"), AND UPON HEARING counsel for Fairwest Energy Corporation ("**Fairwest**"), AND UPON HEARING counsel for Supreme Group Inc. ("**SGI**") AND UPON HEARING counsel for Tallinn Capital Mezzanine Limited Partnership ("**Tallinn**"); IT IS HEREBY ORDERED THAT:

## DEFINED TERMS

1. Capitalized terms used in this Order and not defined herein shall have the meaning given to them in the Initial Order of this court made on December 12, 2012.

## SERVICE

2. The time for service of the notice of this Application for this Order is hereby abridged and deemed good and sufficient and this Application is properly returnable today.

## EXPANSION OF POWERS OF THE MONITOR

3. In addition to the powers and duties of the Monitor provided for in the Orders granted by this Honourable Court in these proceedings prior to the date hereof, the Monitor, continuing as an officer of the Court, shall be and is hereby authorized to exercise the following powers and duties:
  - (a) to take possession and control of the books, records, data, including data in electronic form and other documents of Fairwest (the "**Books and Records**") and make arrangements to store the Books and Records on terms satisfactory to the Monitor for a period of not less than six months from the date of this Order, after which the Monitor may abandon the Books and Records;
  - (b) to receive and collect all monies and accounts now owed or hereafter owing to Fairwest (the "**Receipts**");
  - (c) to pay on behalf of Fairwest all reasonable costs and expenses associated with the collection or receipt of the Receipts;
  - (d) to distribute the Receipts held from time to time to repay SGI, the DIP Lender, in respect of the indebtedness outstanding under the DIP Facility, in such amounts and on such terms as the Monitor determines appropriate;
  - (e) to execute, assign, issue and endorse documents of whatever nature in respect of the Business and any of the Property, whether in the Monitor's name or in the

name and on behalf of Fairwest, for any purpose expressly contemplated by this Order; and

- (f) to perform such other duties or take any steps reasonably incidental to the exercise of the powers and obligations conferred upon the Monitor by this Order or any other Order of this Honourable Court in these proceedings.
4. All funds, monies, cheques, instruments, and other forms of payments received or collected by the Monitor from and after the making of this Order from any source whatsoever, including without limitation the sale of all or any of the Property and the collection of any accounts receivable in whole or in part, whether in existence on the date of this Order or hereafter coming into existence, shall be deposited into Fairwest's existing bank account (the "**Bank Account**") and the monies standing to the credit of such account from time to time, net of any disbursements provided for herein, shall be held by the Monitor to be paid in accordance with the terms of this Order or any further order of this Court.
  5. The Monitor shall not have the power to direct or cause the direction of the management and policies of Fairwest. The Monitor shall neither take possession or control of any of the Property (other than the Bank Account and Books and Records) nor manage the Business or any part of the Business.
  6. No provision in this Order is intended to appoint the Monitor as an officer, director or employee of Fairwest. Additionally, nothing in this Order shall constitute or be deemed to constitute the Monitor as a receiver, assignee, liquidator, or receiver and manager of Fairwest.
  7. The Monitor will provide regular reports and updates to this Court from time to time with respect to its performance, or the exercise of its additional powers, duties, rights, and obligations as provided and set out in this Order, which reporting is not required to be in affidavit form and shall be considered as evidence by this Court.
  8. Nothing in this Order shall derogate from the powers and protections afforded the Monitor in the Orders previously granted herein. The Monitor shall continue to have the benefit of all of the

protections and priorities as set out in the Initial Order and any such protections and priorities shall apply to the Monitor in fulfilling its duties under this Order or in carrying out the provisions of this Order.

9. The Stay shall not be extended.
10. The charges granted in the Initial Order, as modified in subsequent orders herein, remain in full force and effect, as against the Property of Fairwest.

#### **SHUT-IN OF FAIRWEST'S WELLS**


11. Veracity Energy Services Ltd. is hereby authorized, as an agent of Fairwest, to shut-in all oil and gas wells operated by Fairwest, in accordance with good and prudent oilfield practice.

#### **RILP PRODUCTION REVENUE**

12. Paragraph 14 of the March 19, 2013 Order of this Court, paragraph 5 of the April 26, 2013 Order, and paragraph 1 of the June 18, 2013 Order of this Court (collectively, the “**Trust Orders**”) are hereby varied, as follows:
  - (a) the Monitor shall pay into trust with Fairwest’s counsel, Burnet, Duckworth & Palmer LLP (“**BDP**”), on the 25<sup>th</sup> of each month, the actual net revenue (“**RILP Revenue**”) owed to Royalty Investment Limited Partnership (“**RILP**”) until the earlier of:
    - (i) the date on which this court has issued an Order with regard to the application filed and served by Tallinn to address its claim to priority with respect to the RILP Revenue; or
    - (ii) the date on which Tallinn advises that it does not intend to pursue that application;

at which time BDP may pay to SGI and/or Tallinn on account of the secured debts owing to them respectively by Fairwest and RILP such portions of the aggregate Net Revenue held in trust in accordance with the Trust Orders as are either ordered by this court or agreed between SGI and Tallinn.

13. Marion Mackie is hereby discharged and relieved of all her duties as Chief Restructuring Officer of Fairwest, effective September 30, 2013.

  
\_\_\_\_\_  
J.C.Q.B.A.