

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL DISTRICT OF 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  
BRUTE FORCE OIL FIELD HAULING INC.**

**APPLICANT**

**NOTICE OF MOTION**

**TAKE NOTICE** that an application will be made on behalf of Brute Force Oil Field Hauling Inc. (the "**Applicant**") before the Honourable Justice S.J. LoVecchio at the Calgary Courts Centre in the City of Calgary in the Province of Alberta, on Friday, the 20<sup>th</sup> day of November, 2009, at the hour of two o'clock the afternoon or so soon thereafter as counsel may be heard for the following relief:

1. An Order:

- (a) Declaring that the time for service of this Notice of Motion and the materials in support thereof (the "**Notice of Motion**") is abridged, the Notice of Motion is properly returnable on Friday, November 20, 2009, service of the Notice of Motion is good and sufficient and further service of the Notice of Motion and any Order arising therefrom, other than to persons listed on the Service List attached as Schedule "A" hereto, is hereby dispensed with;
- (b) Setting the date of Friday, November 27, 2009 or such other date as may be available for the hearing of any further applications as may be necessary;
- (c) Granting the relief within paragraphs 1(c), 1(e), 1(f) and 1(g) of the Notice of Motion filed by the Applicant on November 12, 2009 and adjourned by the Order granted by this Honourable Court in the within proceedings on November 13, 2009 (as such relief is amended below);

- (d) If necessary, empowering, directing and authorizing Hardie & Kelly Inc. (the “**Monitor**”) to:
- (i) Receive and hold monies that are payable or alleged to be payable by persons (each a “**Payor**”) to the Applicant in trust (the “**Trust Funds**”);
  - (ii) Disburse the Trust Funds upon agreement between the relevant Payor and the Applicant or further order of this Honourable Court; and
  - (iii) Account to this Honourable Court for the receipt and disbursement of the Trust Funds;
- (e) Declaring that the County of Saddle Hills (“**Saddle Hills**”) is currently indebted to the Applicant in the sum of \$184,633.79 (the “**Saddle Hills Indebtedness**”);
- (f) Directing that the Saddle Hills Indebtedness be dealt with as follows:
- (i) Saddle Hills paying the sum of \$102,087.18 to the Applicant, forthwith and in any event no later than November 26, 2009 (the “**Saddle Hills Applicant Payment**”);
    - (A) Declaring that the Saddle Hills Applicant Payment (or any portion thereof) is not subject to any trust created by the *Builders’ Lien Act* (Alberta) (the “**BLA**”) and is not required to be held in trust by the Applicant pursuant to the BLA; or
    - (B) With respect to the balance of the Saddle Hills Indebtedness, in the alternative, Saddle Hills paying the sum of \$82,546.61 to the Monitor to be held by the Monitor as Trust Funds, forthwith and in any event no later than November 26, 2009 (the “**Saddle Hills Sub-Contractor Payments**”); and
  - (ii) In the event that Saddle Hills fails to make the Saddle Hills Applicant Payment or the Saddle Hills Sub-Contractor Payments by November

26, 2009, the Applicant may commence enforcement processes against Saddle Hills in respect of the amount of the Saddle Hills Indebtedness which remains outstanding on November 27, 2009;

(g) Declaring that:

(i) 1324206 Alberta Ltd., Ridge Development Corp., and Skyrider Developments Ltd. (collectively, the “**Whitemud Heights Debtors**”) are jointly and severally indebted to the Applicant in the sum of \$342,000 (the “**Whitemud Heights Indebtedness**”); and

(ii) In the event that the Whitemud Heights Debtors fail to pay the Whitemud Indebtedness to the Applicant by November 26, 2009, the Applicant may commence enforcement processes against the Whitemud Heights Debtors in respect of the amount of the Whitemud Heights Indebtedness that remains outstanding on November 27, 2009;

2. Such further and other relief as the Applicant may request and this Honourable Court may allow;

**AND FURTHER TAKE NOTICE THAT** the grounds of this application are as follows:

**The Trust Funds**

3. Empowering, authorizing and directing the Monitor to hold the Trust Funds, if necessary, will assist the Applicant with the Restructuring;

**The Whitemud Heights Indebtedness**

4. The Whitemud Heights Debtors are indebted to the Applicant in the sum of the Whitemud Heights Indebtedness for work performed by the Applicant for the Whitemud Heights Debtors on a construction project (the “**Whitemud Heights Project**”);

5. The Whitemud Heights Project was completed on July 15, 2009, and the Whitemud Heights Indebtedness has been owed by the Whitemud Heights Debtors to the Applicant since September 15, 2009;
6. The Whitemud Heights Debtors have failed, refused or neglected to pay the Whitemud Heights Indebtedness to the Applicant;
7. Receipt of the payment of the Whitemud Heights Indebtedness is important to the Applicant's restructuring;

**The Saddle Hills Indebtedness**

8. There is a dispute concerning payment between the Applicant, Saddle Hills and four of the Applicant's sub-contractors (collectively, the "**Saddle Hills Sub-Contractors**") on a construction project in Saddle Hills, Alberta (the "**Saddle Hills Project**"). In particular:
  - (a) The Applicant claims it is owed \$184,633.79 by Saddle Hills for work performed on the Saddle Hills Project; and
  - (b) The Saddle Hills Sub-Contractors claim to be owed a total of \$82,546.61 by the Applicant;
9. With the exception of the Saddle Hills Sub-Contractors, all of the other persons to whom the Applicant owed money for work provided or materials furnished in respect of the Saddle Hills Project have been paid in full by the Applicant;
10. The proposed relief with respect to Saddle Hills would allow for:
  - (a) The entire amount alleged to be owed to the Saddle Hills Sub-Contractors to be held by Saddle Hills or, in the alternative, by the Monitor; and
  - (b) The balance of the amount owed to the Applicant to be paid to the Applicant;

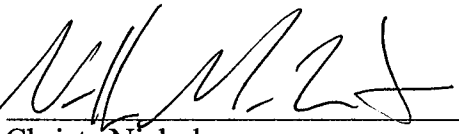
**AND FURTHER TAKE NOTICE THAT** the Applicant will refer to the following:

11. The Initial Order granted October 15, 2009;

12. The Order granted by Madam Justice K.M. Eidsvik on November 13, 2009;
13. The Notice of Motion filed by the Applicant on November 12, 2009;
14. The Affidavit of Barry Watson, sworn November 10, 2009, filed;
15. The Affidavit of Barry Watson, sworn November 17, 2009, filed;
16. The CCAA, the Alberta *Rules of Court*, A.R. 390/68 and the *Builders' Lien Act*, R.S.A. 2000, c B - 7;
17. The inherent jurisdiction of this Honourable Court; and
18. Such further and other materials as counsel may advise and this Honourable Court may permit.

DATED at the City of Calgary, in the Province of Alberta, this 17<sup>th</sup> day of November, 2009.

**OSLER, HOSKIN & HARCOURT LLP**

Per:   
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Christa Nicholson  
Walker W. MacLeod

TO: Clerk of the Court

AND TO: Service List - see attached Schedule "A"

**Schedule "A"  
Service List**

**Brute Force Oil Field Hauling Inc.**

**Last Updated on November 17, 2009**

<i>Party</i>	<i>Telephone</i>	<i>Fax</i>	<i>Representing</i>
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Action No. 0901-15051

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