

the original

Order.

Dated this

16 day of

Nov 2009

[Signature]
for Clerk of the Court

Action No.: 0901-15051

**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 BRUTE FORCE OIL FIELD HAULING INC.

BEFORE THE HONOURABLE
MADAM JUSTICE K.M.EIDSVIK
IN CHAMBERS

) AT THE LAW COURTS, IN THE CITY
) OF CALGARY, IN THE PROVINCE OF
) ALBERTA, ON FRIDAY, THE 13th
) DAY OF NOVEMBER, 2009

ORDER

UPON the application of the Applicant; AND UPON noting the Order granted by this Honourable Court in the within proceedings on October 15th, 2009 (the "Initial Order"); AND UPON having read (i) the Notice of Motion filed by the Applicant on November 12th, 2009 (the "Applicant's Motion") (ii) the Notice of Motion filed by the Guarantee Company of North America ("GCNA") on November 12th, 2009 (the "GCNA Motion"); (iii) the Affidavit of Barry Watson, sworn November 10th, 2009, and Affidavits of Steven Muxlow, sworn November 10th, 2009 and November 13th, 2009; (iv) the First Report of the Monitor, dated November 12th, 2009; AND UPON hearing counsel for the Applicant, the Toronto-Dominion Bank ("TD-Bank"), the GCNA, the Monitor, the Canadian Revenue Agency, the Town of Slave Lake ("Slave Lake") and counsel present for other parties; AND UPON being satisfied that the Applicant has acted and continues to act in good faith and with due diligence and that the circumstances exist that make this Order appropriate; **IT IS HEREBY ORDERED AND DECLARED THAT:**

1. All capitalized terms not otherwise defined in this Order shall have the meaning ascribed to them in the Initial Order;
2. The time for service of the Applicant's Motion and the materials in support thereof is abridged, the Applicant's Motion is properly returnable today, service of the Applicant's Motion is good and sufficient and further service of the Applicant's Motion

and this Order, other than to those listed on the Service List attached as Schedule "B" to the Applicant's Motion, is hereby dispensed with;

3. The Stay Period as set forth at paragraph 13 of the Initial Order is hereby extended up to and including November 20th, 2009;

4. Slave Lake is indebted to the Applicant in the sum of \$152,360.83 (the "Slave Lake Indebtedness");

5. It is hereby directed that:

(a) Slave Lake shall pay the sum of \$94,473.00 to the Applicant, forthwith and in any event no later than November 19th, 2009 (the "Slave Lake Applicant Funds"); and

(b) The Slave Lake Applicant Funds, or any portion thereof:

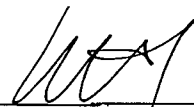
(i) are not subject to any trust created by the *Builders' Lien Act* (Alberta) (the "BLA"); and

(ii) are not required to be held in trust by the Applicant pursuant to the BLA;

6. The Applicant may commence enforcement processes against Slave Lake on November 20th, 2009 if Slave Lake fails to pay the Slave Lake Applicant Funds to the Applicant by November 19th, 2009; and

7. The GCNA Motion, and paragraphs 1(c), 1(e), 1(f) and 1(g) of the Applicant's Motion, are adjourned until November 20th, 2009.

W 8. Rule 323.1 is invoked. *W*



J.C.Q.B.A.

ENTERED this 16 day of November, 2009

K. McAusland
Clerk of the Court



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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

ORDER

CLERK OF THE COURT
NOV 16 2009
CALGARY, ALBERTA

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