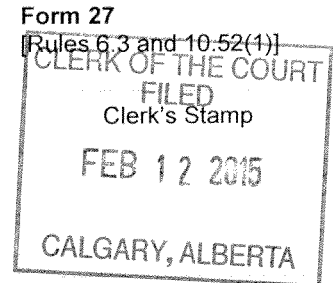


COURT FILE NUMBER 1401-05127  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE CALGARY  
APPLICANT ALBERTA TREASURY BRANCHES  
RESPONDENT: ALSTON ENERGY INC.  
DOCUMENT APPLICATION

ADDRESS FOR SERVICE  
AND CONTACT  
INFORMATION OF PARTY  
FILING THIS DOCUMENT

McCARTHY TÉTRAULT LLP  
Barristers & Solicitors  
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File: 213575/457897



**NOTICE TO RESPONDENT(S)**

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 February 17, 2015  
Time 11:00 am  
Where Calgary Courts Center  
Before Whom The Honourable Justice C.M. Jones

Go to the end of this document to see what else you can do and when you must do it.

**Remedy claimed or sought:** Alvarez & Marsal Canada Inc. (the "**Receiver**"), in its capacity as receiver and manager of certain of the current and future assets, undertakings, and properties (collectively, the "**Property**") of Alston Energy Inc. (the "**Debtor**"), pursuant to the Order issued by the Honourable Justice K.M. Horner on May 9, 2014 (the "**Receivership Order**"), applies for an order, substantially in the form attached as Schedules "**A**", hereto:

1. Declaring that the time for service of this Application (the "**Application**") and the second report of the Receiver, dated February 12, 2015 (the "**Second Receiver's Report**") is abridged, if necessary, the Application is properly returnable on February 17, 2015, that service of the Application and the Second Receiver's Report on those persons listed in Schedule "**B**" to this Application (the "**Service List**") is validated, good, and sufficient and that no persons other than those on the Service List are entitled to service of the Second Receiver's Report or the Application.
2. Increasing the amount that the Receiver is entitled to borrow from the Plaintiff, as provided for in paragraph 20 of the Receivership Order, from \$750,000 to \$1,700,000.
3. Such further and other relief as counsel for the Receiver may advise.

**Grounds for making this application:**

4. The Receiver was appointed as receiver and manager over the Debtor's assets, properties, and undertakings pursuant to the Receivership Order. In accordance with the Receivership Order, the Receiver elected to take possession of some, but not all, of the Debtor's Property.
5. The Receiver requires an increase in the amount of its borrowing powers in order to continue its administration of the estate of the Debtor.
6. Such further and other grounds as counsel for the Receiver may advise.

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

7. The Second Receiver's Report.
8. Such further and other material as counsel for the Receiver may advise and this Honourable Court may permit.

**Applicable Rules:**

9. Rule 6.3(1) of the Alberta Rules Of Court.
10. Such further and other rules as counsel for the Receiver may advise and this Honourable Court may permit.

**Applicable acts and regulations:**

11. Section 243 of the BIA.
12. Such further and other acts and regulations as counsel for the Receiver may advise or this Honourable Court may permit.

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

13. There are no irregularities complained of or objections relied on.

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

14. The Receiver proposes that the Application be heard in person with one, some, or all of the parties present.

**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.

## SCHEDULE "A"

COURT FILE NUMBER 1401-05127  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE CALGARY  
APPLICANT: ALBERTA TREASURY BRANCHES  
RESPONDENT: ALSTON ENERGY INC.  
DOCUMENT **ORDER (Increasing Receiver's Borrowings)**

Clerk's Stamp

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Sean F. Collins/Pantelis Kyriakakis  
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403-260-3536  
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[pkiriakakis@mccarthy.ca](mailto:pkiriakakis@mccarthy.ca)

DATE ON WHICH ORDER WAS PRONOUNCED: February 17, 2015  
NAME OF JUDGE WHO MADE THIS ORDER: Justice C.M. Jones  
LOCATION OF HEARING: Calgary, Alberta

**UPON** the application of Alvarez and Marsal Canada Inc., in its capacity as court appointed receiver and manager ("**Receiver**") of certain of the assets, properties, and undertakings (the "**Property**") of Alston Energy Inc. (the "**Debtor**") pursuant to an order issued in the within proceedings on May 9, 2014 (the "**Receivership Order**"); **AND UPON** having read the Application and the second Report of the Receiver, dated February 12, 2015 (the "**Second Receiver's Report**"); **AND UPON** having read the Affidavit of Service of ●, sworn ●, 2015 (the "**Affidavit of Service**"); **AND UPON** hearing counsel for the Receiver and any other counsel present;

### IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of the Notice of Application relating to this Order (the "**Application**") and the Second Receiver's Report is abridged, the Application is properly returnable today, service of the Application, and the Receiver's Second Report, on the service list, in the manner

described in the Affidavit of Service, is good and sufficient and no other persons are entitled to service of the Second Receiver's Report or the Application.

2. Paragraph 20 of the Receivership Order be and is hereby amended by deleting "\$750,000" in the fourth line thereof and replacing it with "\$1,700,000".
3. Service of this Order by email, facsimile, registered mail, courier, regular mail, or personal delivery to the persons listed on the Service List shall constitute good and sufficient service of this Order and no persons other than those listed on the Service List are entitled to be served with a copy of this Order.

---

J.C.Q.B.A.

**SCHEDULE "B"****SERVICE LIST**

<i>Party</i>	<i>Telephone</i>	<i>Representing</i>
Alvarez & Marsal Canada ULC Bow Valley Square I Suite 570, 202 - 6th Avenue SW Calgary AB T2P 2R9  Tim Reid <a href="mailto:treid@alvarezandmarsal.com">treid@alvarezandmarsal.com</a>  Orest Konowalchuk <a href="mailto:okonowalchuk@alvarezandmarsal.com">okonowalchuk@alvarezandmarsal.com</a>	403 538-4756  403 538-4736	Court-Appointed Receiver
McCarthy Tetrault Suite 4000 421 - 7 <sup>th</sup> Avenue S.W. Calgary AB T2P 4K9  Sean Collins <a href="mailto:scollins@mccarthy.ca">scollins@mccarthy.ca</a>  Walker MacLeod <a href="mailto:wmacleod@mccarthy.ca">wmacleod@mccarthy.ca</a>	403 260-3531  403 260-3710	Counsel for the Court Appointed Receiver
Jack P. Donhuysen 366325 Alberta Ltd. (Personal & Confidential) 200, 1222 - 11 <sup>th</sup> Avenue S.W. Calgary, AB T3C 0M4  Jack P. Donhuysen <a href="mailto:donhuysenj@statuseng.com">donhuysenj@statuseng.com</a>	403-245-4462	Director & Designated Recipient for Service of:  Troy Winsor 366325 Alberta Ltd.  Don Umbach  Wayne Babcock
McPherson Leslie & Tyerman LLP 2200 Oxford Tower 10235 – 101 Street Edmonton AB T5J 3G1 Fax: 780 969-3549  Alice M.L. Wong <a href="mailto:awong@mlt.com">awong@mlt.com</a>	780 969-3514	Counsel for Hellian Oilfield Services Inc.

<p>Norton Rose Fulbright Canada LLP 400 - 3<sup>rd</sup> Avenue S.W., Suite 3700 Calgary, AB T2P 4H2 Fax: 403-264-5973</p> <p>Howard A. Gorman <a href="mailto:howard.gorman@nortonrosefulbright.com">howard.gorman@nortonrosefulbright.com</a></p> <p>Kyle Kashuba <a href="mailto:kyle.kashuba@nortonrosefulbright.com">kyle.kashuba@nortonrosefulbright.com</a></p>	<p>403 267-8144</p> <p>403 267-8399</p>	<p>Second Wave Petroleum Inc.</p>
<p>Carscallen LLP Barristers &amp; Solicitors 1500, 407 - 2<sup>nd</sup> Street S.W. Calgary, AB T2P 2Y3</p> <p>Glenn Blackett <a href="mailto:blackett@carscallen.com">blackett@carscallen.com</a></p>	<p>403-262-3775</p>	<p>Apex Distribution Inc.</p>
<p>Husky Energy Inc. 707 - 8 Avenue S.W. Calgary, AB T2P 3G7</p> <p>Cheryl Sickel <a href="mailto:cheryl.sickel@huskyenergy.com">cheryl.sickel@huskyenergy.com</a></p>	<p>(403) 750-1839</p>	
<p>Davis LLP 1000, 250 - 2<sup>nd</sup> Street S.W. Calgary, AB T2P 0C1</p> <p>Peter Jull <a href="mailto:pjull@davis.ca">pjull@davis.ca</a></p> <p>Karen Fellowes <a href="mailto:kfellowes@davis.ca">kfellowes@davis.ca</a></p>	<p>403-296-4470</p>	<p>Alberta Treasury Branches</p>
<p>Cenovus Energy Inc. Operations &amp; Oil &amp; Natural Gas Legal 500 Centre Street S.E. Calgary, AB T2P 0M5</p> <p>Tamar A. Epstein, Legal Counsel <a href="mailto:tamar.epstein@cenovus.com">tamar.epstein@cenovus.com</a></p>	<p>403-766-4869</p>	<p>Cenovus Energy Inc.</p>
<p>Alberta Securities Commission Office of the Executive Director Suite 600, 250 - 5<sup>th</sup> Street S.W. Calgary, AB T2P 0R4</p> <p>David Linder, Executive Director <a href="mailto:david.linder@asc.ca">david.linder@asc.ca</a></p>	<p>403-297-6454</p>	
<p>Miles Davison LLP 900, 517 - 10<sup>th</sup> Avenue S.W. Calgary, AB T2R 0A8</p> <p>Terry L. Czechowskyj <a href="mailto:tczech@milesdavison.com">tczech@milesdavison.com</a></p>	<p>(403) 298-0333</p> <p>(403) 298-0326</p>	<p>Counsel for the Alberta Energy Regulator</p>

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Techmation Electric & Controls Ltd. 117 Kingsview Road SE Airdrie, AB T4A 0A8  Derek Polsfut <a href="mailto:dpolsfut@techmationelectric.com">dpolsfut@techmationelectric.com</a>	(403) 243-0990	Lien Holder
Cal-Gas Inc. 4255 – 64 Avenue SE Calgary Alberta T2C 2C8  Fax: 403.279.9098 <a href="mailto:calgary@calgasinc.com">calgary@calgasinc.com</a>  c/o Robertson Moskal Sarsons P.O. BOX 1680 A-3801-51 AVE Lloydminster, AB T9V2C3 Fax #: 780-875-9485	(403) 279-7019	Lien Holder
CWC Well Services Corp.  Bow Valley Square III, Suite 755, 255 – 5 <sup>th</sup> Avenue SW Calgary, Alberta T2P 3G6  Fax: 403.264-2842 <a href="mailto:info@cwccenergyservices.com">info@cwccenergyservices.com</a>	(403) 264-2177	Lien Holder
Global Well Servicing Ltd. Box 7745 Drayton Valley, AB T7A 1S8  Fax #: (780) 621-3988 <a href="mailto:abouchard@globalwellservicing.com">abouchard@globalwellservicing.com</a>	(780) 515-9885	



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Piyush (Peter) Mittal Alberta Justice & Solicitor General, Energy Legal Services 3rd floor, Bowker Building 9833 - 109 Street Edmonton, Alberta, T5K 2E8  Peter Mittal <a href="mailto:Peter.Mittal@gov.ab.ca">Peter.Mittal@gov.ab.ca</a>	(780) 427-2745       (780) 427-1848	
Reynolds Mirth Richards & Farmer LLP: Manulife Place Suite 3200-10180 101 St NW Edmonton, AB T5J 3W8  Cherisse Killick-Dzenick email: <a href="mailto:CKillick@rmrf.com">CKillick@rmrf.com</a>	780.497.3372	Barrhead County
Dentons David LeGeyt Email: <a href="mailto:david.legeyt@dentons.com">david.legeyt@dentons.com</a>	403.	ATB ??? check with SFC