Clerk's stamp:

COURT FILE NUMBER 1301-14151

CLERK OF THE COURT
FILED
DEC - 6 2013
JUDICIAL CENTRE
OF CALGARY

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT,* RSC 1985, c C-36, AS AMENDED

AND IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*, RSA 2000, c B-9, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF ALSTON ENERGY INC.

DOCUMENT **INITIAL AFFIDAVIT**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

DENTONS CANADA LLP
Bankers Court
15th Floor, 850 - 2nd Street S.W.
Calgary, Alberta T2P 0R8
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Ph. (403) 268-3075/6301 Fx. (403) 268-3100
File No.: 549521-6

AFFIDAVIT #1 OF DON UMBACH

Sworn on December6, 2013

I, Don Umbach, of the City of Calgary, in the Province of Alberta, **MAKE OATH AND SAY THAT**:

1. I am the President and CEO of Alston Energy Inc. ("**Alston**" or the "**Company**") and as such I have personal knowledge of the matters hereinafter deposed to, save where stated to be based on information and belief, in which case I verily believe the same to be true.

2. I have been the President of Alston since January, 2010. I have significant oil and gas related experience having worked as an executive officer of several energy companies for more than 23 years. I am authorized to make this Affidavit on behalf of Alston.

I. RELIEF REQUESTED

3. I make this Affidavit in support of an Application by Alston for an Order (the "**Initial Order**") pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 ("**CCAA**"), among other things:

   (a) declaring that Alston is a company to which the CCAA applies;

   (b) staying all proceedings and remedies taken or that might be taken in respect of Alston and any of its property and undertaking, except with leave of the Court or as otherwise permitted by law;

   (c) authorizing Alston to carry on business in a manner consistent with the preservation of its property and business and to make certain payments in connection with its business and this restructuring as provided in the Initial Order;

   (d) appointing Alvarez & Marsal Canada Inc. as Monitor (the "**Monitor**") of Alston in these proceedings;

   (e) granting the Administration Charge and D&O Charge (as these terms are defined below);

   (f) approving the letter of engagement between Alston and Sayer Energy Advisors ("**Sayer**"), dated July 24, 2013 (the "**Sayer Engagement Letter**"), authorizing Sayer to act as Alston's financial advisor in these proceedings in accordance with the Sayer Engagement Letter, and sealing the Sayer Engagement Letter on the Court file;

   (g) permitting Alston to file with the Court a plan or plans of compromise or arrangement;

   (h) requesting the aid, recognition and assistance of any court, tribunal, regulatory or administrative body to give effect to the Initial Order;

   (i) deeming service of the within Application to be good and sufficient; and

   (j) such further and other relief as may be sought by Alston and granted by this Honourable Court.

4. I have reviewed the proposed Monitor's Pre-Filing Report (the "**Report**") and agree with the summaries and conclusions contained therein.

II. COMPANY BACKGROUND

Corporate History

5. Alston is a public company whose outstanding shares of common stock are currently listed and traded on the TSX Venture Exchange under the symbol "ALO". Alston is a reporting issuer in the provinces of British Columbia, Saskatchewan and Alberta. Alston has no subsidiaries or affiliates.

6. Alston was originally incorporated pursuant to the provisions of the British Columbia *Business Corporations Act*, SBC 2002, c 57 on November 1, 2007 as Alston Ventures Inc. Alston was continued into Alberta pursuant to the *Business Corporations Act*, RSA 2000, c B-9 on December 7, 2011 as Alston Energy Inc.

7. On July 17, 2012, Alston acquired CanRock Energy Corp. ("**CanRock**") through a share purchase transaction whereby CanRock became a wholly owned subsidiary of Alston. That same day, Alston merged with CanRock by way of a vertical short form amalgamation and continued in business as Alston (the "**CanRock Transaction**").

8. All of Alston's oil and gas interests are located in Alberta. Alston's principal office address is Suite 1100, 744 – 4th Avenue SW, Calgary, Alberta, T2P 3T4. Alston's registered office address is 1500, 850 – 2nd Street SW, Calgary, Alberta, T2P 0R8. A copy of a search record from the Alberta Corporate Registry for Alston is attached hereto, marked as Exhibit "**A**".

9. Alston's authorized capital stock consists of an unlimited number of common shares of which 163,451,798 common shares are currently issued and outstanding.

10. As at September 30, 2013, Alston had 67,710,799 common share purchase warrants and 13,634,675 options (weighted average purchase price $0.11) outstanding, all of which are presently "out of the money" and therefore are not currently expected to be exercised.

11. Crescent Point Energy Corp., through its directly and indirectly wholly-owned subsidiary partnership, Crescent Point Resources Partnership, owns or exercises control or direction over 21,666,667 common shares of Alston, comprising approximately 13% of the voting stock of Alston. To the best of my knowledge, no other person or entity owns or controls shares comprising more than 10% of the rights attached to any class of voting shares of Alston.

Directors and Senior Management

12. The board of directors of Alston (the "**Board**") is comprised of 5 directors, two of whom are also officers of Alston. The Board is as follows:

    (a) Dennis Nerland – Chairman;

    (b) Wayne J. Babcock;

    (c) Jack Donhuysen;

    (d) Don Umbach; and

    (e) Bruce Eckert.

13. The executive officers of Alston are:

    (a) Don Umbach – President and CEO;

    (b) Bruce Eckert – Vice-President Operations and COO; and

    (c) Neil Burrows – Vice-President Finance and CFO.

14. Four of the five directors and all of the executive officers of Alston are resident in Calgary, Alberta and one director resides in Vancouver, British Columbia. All directors' meetings are held in Calgary, Alberta.

Employees and Contractors

15. Alston currently employs 3 employees, the officers listed above, having recently reduced its workforce in connection with reducing costs and streamlining operations. Alston otherwise engages the services independent contractors in Alberta in connection with its business and operations.

III. <u>OPERATIONS AND ASSETS</u>

Operational Overview

16. Alston is a Calgary based producer of crude oil and natural gas, currently engaged in exploration, development and production of crude oil, natural gas and natural gas liquids solely within the province of Alberta. Alston's current production capability is weighted approximately at 65% crude oil and natural gas liquids and 35% natural gas.

17. The majority of Alston's production base is generated from two operated producing areas referred to as the Provost and Newton areas in Alberta. Alston additionally has interests in the Alexander, Pembina and Chauvin areas. Alston focuses its efforts on medium risk exploration plays with multi-zone potential in these areas.

18. Alston has accumulated a significant land base in its primary areas. In Provost, Alston owns a weighted average working interest of 87% in leasehold and other interests in 4,880 gross acres of which approximately 44% is producing. Alston owns 100% of the working interests in 29 producing wells in this area, and accordingly operates all of these wells.

19. In Newton, Alston owns a weighted average working interest of 61% in leasehold and other interests in 31,543 gross acres of which approximately 64% is producing. Alston owns 100% of the working interests in 13 producing wells in this area, and accordingly operates all of these wells. Alston also has some non-operating interests in wells in this area, ranging from between 5-20% working interests.

20. In the Alexander, Pembina and Chauvin areas, Alston owns a weighted average working interest of 34% in leasehold and other interests in 21,642 gross acres, and holds non-operating working interests ranging from 3.5% to 20% in producing and non-producing wells throughout these areas.

21. As at December 31, 2012, Alston had approximately 1497.2 Mbbls (WI) of total proved plus probable reserves (as determined pursuant to the reserve report prepared by McDaniel & Associates Consultants Limited ("**McDaniel**"), dated March 25, 2013 and effective December 31, 2012) (the "**McDaniel Report**"). These reserves are comprised of 707.7 Mbbls (WI) of light and medium oil, 300.3 Mbbls (WI) of heavy oil, 2740.9 MMcf of natural gas (converted to Mbbls on the basis of 6 Mcf: 1 barrel of oil equivalent) and 32.3 Mbbls of natural gas liquids.

22. According to the McDaniel Report, the net present value of these reserves, before income taxes and discounted at 10%, is approximately $18.7 million. Average daily oil and natural gas liquids

production volumes for Alston over the three month period ended September 30, 2013, were approximately 234 barrels of oil equivalent ("**BOE**") per day and 121 BOE per day of natural gas, all at an average netback price of $12.47 per BOE.

Material Agreements

23. Alston carries on its operations through various joint venture and farm-in arrangements. Alston is a party to material agreements including joint ventures, farm-in arrangements, and joint operating agreement, among others.

24. Alston prefers to maintain control over cost and timing of its projects and where possible assumes operatorship of the properties in which it has working interests. In all properties, the provisions of the Canadian Association of Petroleum Landmen Operating Agreement has been adopted.

Estimated Tax Pools

25. As a result of exploration and development expenditures, Alston has accumulated significant tax pools in an estimated aggregate amount of approximately $35,000,000.00, the value of which may be preserved in a restructuring under the CCAA.

IV. LIABILITIES

26. As at December 6, 2013, Alston had aggregate liabilities, not including contingent litigation, of approximately $12,100,000, as discussed below in more detail. Alston is unable to meet its liabilities in respect of these obligations as they come due.

27. Alston has three material credit arrangements comprising an aggregate of approximately $10,400,000 of secured debt.

28. A copy of an Alberta Personal Property Registry Search Results Report for Alston is attached hereto, marked as Exhibit "**B**".

Alberta Treasury Branches

29. Alberta Treasury Branches ("**ATB**") is Alston's senior secured lender. By way of Commitment Letter, Alston has two primary credit facilities with ATB, being: 1) a revolving operating loan of up to $9,000,000 for use in general operating expenses and to assist with exploration, development, production and acquisition of oil and gas reserves in Western Canada (the "**Operating Loan**"); and, 2) a revolving acquisition loan facility of up to $2,500,000 for financing acquisition of producing petroleum and natural gas reserves (the "**Acquisition Loan**").

30. The current outstanding indebtedness under the Operating Loan is approximately $8.941 million. Alston has access under this facility to prime based loans, which accrue interest at ATB's prime rate plus 1.00% per annum, guaranteed notes with an acceptance fee of 2.00% per annum, and letters of credit with a fee of 2.50% per annum. The Operating Loan is subject to a working capital ratio covenant, which is not to fall below 1:1 (the "**ATB Financial Covenant**"). Alston is not in compliance with the ATB Financial Covenant.

31. No advances have been made under the Acquisition Loan. Alston does not anticipate ATB will allow Alston to access the Acquisition Loan in the current circumstances.

32. The Operating Loan and Acquisition Loan are each payable in full on demand. The ATB indebtedness is secured by a mortgage and charge in all present and after-acquired real and personal property of Alston. A copy of the ATB Commitment Letter is attached hereto, marked as Exhibit "**C**".

33. In order to hedge against fluctuations in commodity pricing, Alston has entered into several swap agreements with ATB. These are generally short-term (less than 12 months) in duration. The net mark-to-market value of these agreements as at November 29, 2013 is $23,046.

Director and Officer Loans

34. Through a series of loans, a private company and three individuals advanced loans to Alston (by way of its predecessor Alston Ventures Inc.), each secured by a promissory note and a general security agreement granting a security interest in all of Alston's present and after-acquired personal property. The individual lenders are directors and/or officers of Alston. The private company, 366325 Alberta Ltd., is a company owned jointly by Jack Donhuysen and his spouse.

35. A summary of these loans is as follows:

    (a) 366325 Alberta Ltd. loaned $147,863.10 to Alston on or about December 1, 2010;

    (b) Troy Winsor loaned $50,000 to Alston on or about January 19, 2011;

    (c) Don Umbach loaned $50,000 to Alston on or about January 19, 2011; and

    (d) Wayne Babcock loaned $100,000 to Alston on or about January 19, 2011.

    (collectively, the "**D&O Loans**").

36. Copies of the demand promissory notes and general security agreements in relation to the D&O Loans are attached hereto, marked collectively as Exhibit "**D**".

37. To confirm the respective priorities of their security interests, ATB and each of Wayne Babcock, Don Umbach, Troy Winsor and 366325 Alberta Ltd. entered into a Postponement and Assignment of Claims. Copies of the Postponement and Assignments are attached hereto, marked collectively as Exhibit "**E**".

Second Wave Petroleum Inc.

38. In 2011, CanRock acquired assets from Second Wave Petroleum Inc. ("**Second Wave**") in the Provost and Newton areas of Alberta for total consideration of $16,133,065. Cash consideration of $13 million was paid to Second Wave and the balance was financed by way of a vendor-take-back loan in the amount of $3,133,065 (the "**Second Wave Credit Facility**"). The Second Wave Credit Facility is secured.

39. The original maturity date of the Second Wave Credit Facility was August 22, 2012. On August 2, 2012 Alston, as successor to CanRock, and Second Wave agreed to reduce the outstanding loan balance by $350,000 due to land title deficiencies and enter into an Amending Agreement and Addendum wherein a revised payment schedule was agreed to by Alston and Second Wave. Pursuant to the Amending Agreement and Addendum, Alston is required to make installment payments to Second Wave of $275,000 every 90 days, which payments commenced March 15,

2013. The most recent installment payment was due on September 15, 2013, and was not paid by Alston.

40. At this time, approximately $1.17 million is owing to Second Wave (the "**Second Wave Debt**"). Interest accrues on the Second Wave Debt at the rate of 8% per annum, calculated and compounded daily in arrears. A copy of the Agreement of Purchase and Sale describing the Second Wave Credit Facility is attached hereto, marked as Exhibit "**F**". A copy of the Amending Agreement and Addendum is attached hereto, marked as Exhibit "**G**".

41. To confirm the respective priorities of their security interests, ATB and Second Wave entered into a Postponement and Subordination Agreement with Alston whereby Second Wave postponed and subordinated its security interests to those of ATB. A copy of the Postponement and Subordination Agreement is attached hereto, marked as Exhibit "**H**".

42. It is a term of the Postponement and Subordination Agreement that Second Wave will provide ATB with not less than 60 days advance written notice of its intention to make demand or enforce its security as against Alston. As discussed below, Second Wave has issued this notice to ATB, and has recently served Alston with a demand for repayment and a Notice of Intention to Enforce Security in accordance with the provisions of the *Bankruptcy and Insolvency Act* R.S.C. 1985, c. B-3.

Builders' Lien Claims

43. Hellian Oilfield Services Inc. has filed two builders' liens against lands owned by third parties, as a result of services provided to Alston. The lien claims are:

    (a) against lands owned jointly by Byron and Rodney Syverson, in the amount of $24,030.83; and

    (b) against lands owned by Gaylia Adele Scammell, in the amount of $682.50.

44. Copies of the Alberta land titles for each of the respective lands are attached hereto, marked as Exhibit "**I**".

Alberta Energy Regulator Liabilities

45. Alston has a number of Alberta Energy Regulator ("AER") mandated operational activities that must be undertaken in a short time frame to allow the Company to remain in good standing with AER regulations. These, and the anticipated costs, include:

    a) Injection logging and step-rate testing for current injection well - $100,000

    b) Gas sales line upgrading - $65,000

    c) Installation of pressure control devices - $25,000

    d) Abandonment of 2-27-38-3W4M wellbore - $40,000

Unsecured Debt and Litigation

46. Alston has estimated trade debt of $1,643,074 as at December 5, 2013. Alston's trade debt is made up of approximately 150 vendors and other payees.

47. Alston is a Defendant in Court of Queen's Bench of Alberta Action No. 1101-12909 which is a claim by an investor against Alston to rescind a private placement agreement wherein the investor acquired $300,000.00 worth of securities in the capital stock of Alston, and for damages of $300,000.00. Alston has defended this claim.

Equity Claims

48. In connection with a private placement financing, which closed in April, 2012, Alston has flow-through share commitments to incur $1,626,360 in qualifying expenditures before December 31, 2013. As at September 30, 2013, the Company has incurred $794,027 in qualifying expenditures and must expend an additional $842,833 to retire this liability. Alston does not expect to fulfill this commitment.

V. FINANCIAL STATEMENTS

49. Attached hereto, marked as Exhibit "J" is a copy of Alston's audited financial statements for the year ended 2012, with comparative periods for the prior fiscal year. Attached hereto, marked as Exhibit "K" is a copy of the unaudited interim financial statements of Alston for the three and nine month periods ending September 30, 2013.

50. A review of the condensed interim balance sheet shows total assets of Alston as at September 30, 2013 of $23,843,911, including current assets of trade and other receivables of $722,754 and deposits and prepaid expenses of more than $158,529. A review of the Condensed Interim Statements of Loss and Comprehensive Loss show a history of negative cash flow over the nine month period ended September 30, 2013.

51. Attached hereto, marked as Exhibit "L" are Alston's projected cash flows for the 13 week period ending March 7, 2014. These were prepared by management with the assistance of the proposed Monitor and may be amended from time to time.

VI. RATIONALE FOR RELIEF SOUGHT

52. Alston's current financial position results from a number of events and economic factors, including consequences of the CanRock Transaction, the loss of a significant well at Newton, the lack of access to capital markets, a decline in natural gas prices, and a widening price differential between the price Alston can obtain for crude oil in Western Canada versus West Texas Intermediate crude oil price.

53. In August 2012, Alston suffered a significant loss to its production operations at Newton when a then recently acquired gas well was shut in due to an unexpected increase in water production. The lost well represented approximately 60% of the value in the Newton Assets. This event had a significant negative impact on Alston's cash flow and the value of Alston's reserves.

54. As part of the CanRock Transaction, Alston acquired a significant level of debt combined with several drilling opportunities identified on the Provost assets, together with 100% owned and

operated production facilities with excess processing capacity. The Provost drilling opportunities were expected to generate an increase in production which in turn would increase the Company's field level cash-flow and thereby improve the Company's newly acquired debt service ratios. Shortly after closing the CanRock Transaction, Alston conducted a detailed technical review of the Provost assets only to determine that all but one of the identified drilling opportunities at Provost were not viable for either technical or economic reasons. The loss of the anticipated drilling activity had a significant negative impact on Alston's public market beginning in the fall of 2012, which also impacted its ability to raise new capital.

55. In 2012 and 2013 the capital finance markets have become very selective or "tight", which has made it increasingly more difficult for companies the size of Alston to raise new capital for drilling and M&A activity.

56. In recent years, natural gas prices have been in decline in North America. This has had a negative impact on Alston's ability to fund its operations and service the debts owing to ATB and Second Wave.

57. Alston's financial expectations (particularly in regard to its recently acquired Provost assets) have also been negatively impacted by a widening price differential between crude oil markets in Western Canada and the North American benchmark price of West Texas Intermediate crude. This is a more recent phenomenon apparently caused by the lack of pipeline takeaway capacity in Western Canada and the resulting glut of supply in Western Canada at certain times of the year. This has had an even greater negative impact on Alston's ability to fund its operations and service its obligations to all creditors.

58. As a result of these challenges, Alston has been assessing its strategic alternatives. On July 24, 2013, Alston engaged Sayer and entered into the confidential Sayer Engagement Letter, a copy of which is attached hereto, marked as Exhibit "M". Alston is seeking an Order sealing Exhibit "M" on the Court file, as it contains competitive price information.

59. Sayer has recently concluded a process whereby Alston's core and non-core assets were marketed for sale, and strategic corporate combinations were sought in respect of Alston. The deadline for bids in that process was October 24, 2013. No acceptable offers were generated by this process, however Alston continues to engage in discussions with potential counterparties which became known to Alston as a result of the Sayer process. Those counterparties are aware of Alston's current circumstances and are prepared to continue discussions with Alston concerning a potential restructuring in CCAA proceedings.

60. The term of the Sayer Engagement Letter expires on February 28, 2014. Alston's intention is to continue the engagement of Sayer, and implement a sales, investment and solicitation process with the assistance of Sayer and the Monitor, whereby Alston's assets and business would again be marketed for sale, and strategic alternatives sought. Alston anticipates that implementing such a process under the protection of the CCAA will result in greater value for stakeholders than a liquidation of Alston's assets, particularly in light of the tax pools which may be preserved through a restructuring or strategic combination.

VII. RELIEF SOUGHT

61. Alston is seeking the relief sought as outlined in the form of Initial Order attached to Alston's Originating Application. Some particulars of the relief being sought by Alston are discussed below.

Stay of Proceedings

62. Alston is concerned that, in light of its default to Second Wave and Second Wave's demand for repayment attached hereto and marked as Exhibit "**N**", the exercise by Second Wave of its security may result in a significant erosion of value for Alston and cause serious detriment to Alston and its many stakeholders. Alston is particularly concerned about the following:

   (a) Alston will not be able to immediately repay its obligations to Second Wave should its debt be accelerated,

   (b) a receivership, bankruptcy or other liquidation scenario will result in far less benefit to creditors and stakeholders than would an organized restructuring;

   (c) the immediate enforcement by Second Wave may trigger defaults, acceleration and enforcement by Alston's other lenders, further compounding its cash flow problems and inability to meet its immediate obligations; and

   (d) enforcement by its secured creditors in the manner anticipated would extinguish the value gained by Alston through its series of recent mergers and acquisitions and its recent capital, development and exploratory expenditures, in particular limiting the value that may be recovered from its tax pools.

Priority Charges and Critical Suppliers

63. In connection with its anticipated restructuring proceedings, Alston is seeking approval of a priority charge as security for the fees and disbursements of its legal counsel, the Monitor and the Monitor's legal counsel up to an aggregate maximum of $750,000 (the "**Administration Charge**"). Alston requires the expertise of these professionals in order to complete a successful restructuring and believes the requested charge is fair and reasonable in the circumstances.

64. Alston is further seeking approval of a priority charge as security for its directors and officers in respect of claims relating to their continued participation in its anticipated restructuring, up to an aggregate maximum of $500,000 (the "**D&O Charge**"). The directors and officers of Alston have specialized expertise and particular relationships with Alston's stakeholders and contractors that cannot easily be replaced. Alston currently has director/officer insurance, but these policies are limited to $5,000,000 and have certain limits and exclusions. Alston believes the requested charge is reasonable and necessary in the circumstances.

65. Alston will make payment for goods and services supplied after the date of any Initial Order granted in these proceedings, as set out on the cash flow projections attached as Exhibit "L".

66. In addition, Alston has identified a number of goods and services suppliers that are critical to its ongoing operations. Alston requires continued and uninterrupted goods and services from these suppliers as the goods and services supplied are critical to Alston continuing in business, and

these services preserve the value of Alston's business operations. The critical suppliers provide the following goods and services to Alston:

(a) Operator services;

(b) Joint venture partners;

(c) Contractor services and supply of materials; and

(d) Processing, shipping and transportation of oil and gas products.

67. Alston respectfully seeks this Court's approval to continue to pay critical suppliers in the ordinary course, including for goods and services provided prior to the date of the Initial Order. Alston proposes that all such payments be made with the approval of the Monitor and also seeks a Court-ordered charge on all of the assets of Alston in priority to all other charges, other than the Administration Charge and the Director's Charge, in an amount of $200,000.00.

68. The preservation of the business relationships between Alston and the critical suppliers is essential as many of Alston's properties are located in remote locations of Alberta and in many cases the suppliers who are supplying the critical services are the only qualified suppliers in the geographical region, and no acceptable alternatives are available. Further, all of the proposed critical suppliers are necessary for Alston to produce oil and gas products and move them to market to generate ongoing revenue and cash flow in accordance with Alston's projections.

Approval of Sayer Engagement

69. It is important that Sayer continue as Alston's financial advisor to assist with its ongoing solicitation process and the implementation of a sale or restructuring alternative as Sayer is already intimately familiar with the Company and its assets. Sayer is to be compensated by a success fee upon completion of a transaction, as described in the confidential Sayer Engagement Letter. Alston believes the success fee is reasonable in the circumstances, and that Sayer should continue to be retained by Alston under the terms of the Sayer Engagement Letter.

Interim Financing

70. Alston may require interim financing in these proceedings, and may make a subsequent application to this Honourable Court for such financing and a priority charge in favour of the lender.

Appointment of the Monitor

71. Alston believes Alvarez and Marsal Canada Inc. is qualified and competent to act as Monitor in the proposed CCAA proceedings.

72. I have reviewed the Report and agree with, and endorse, the contents thereof.

Summary

73. Alston has diligently attempted to restructure without a formal process, but has been unable to reorganize its business and debts sufficiently prior to becoming exposed to immediate and highly detrimental action by its secured lenders and trade creditors. I believe the most feasible

and viable option for Alston to restructure and best serve all of its stakeholders is through a CCAA proceeding.

74. The protection afforded by the CCAA will allow Alston the opportunity to restructure its operations and finances and emerge from the restructuring proceeding as a stronger enterprise. If the requested relief is not granted, I believe Alston and its assets will be exposed to immediate and material deterioration.

75. I make this Affidavit in support of the Application of Alston for the relief described herein.

Sworn before me in the City of Calgary in the Province of Alberta, the 6th day of December, 2013.	)))))	
Commissioner of Oaths in and for the Province of Alberta	)))	**Don Umbach**

David LeGeyt
Barrister & Solicitor