

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE 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.****

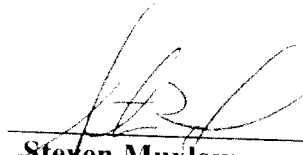
**SUPPLEMENTAL AFFIDAVIT OF STEVEN MUXLOW
(SWORN THE 13TH DAY OF NOVEMBER, 2009)**

I, Steven Muxlow, of the City of Aurora, in the Province of Ontario, **MAKE OATH
AND SAY:**

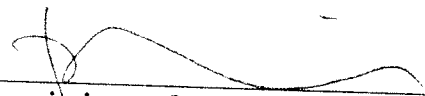
1. I am a Senior Surety Claims Adjuster at The Guarantee Company of North America ("GCNA") and as such, I have knowledge of the matters to which I hereafter depose, except where I expressly indicate that I have obtained information from others, in which case I believe such information to be true.
2. This Supplemental Affidavit is made in response to the motion brought by Brute Force Oil Field Hauling Inc. ("**Brute Force**") scheduled for November 13, 2009 in the proceedings commenced by Brute Force in the Court of Queen's Bench of Alberta, Judicial District of Calgary pursuant to the *Companies' Creditors Arrangement Act*.
3. I am advised by counsel for GCNA, Craig Hill of Borden Ladner Gervais LLP, and do verily believe, that counsel for Brute Force provided Mr. Hill with a copy of correspondence

dated October 13, 2009 from Associated Engineering relating to the Slave Lake project which is one of the projects which is the subject of Brute Force's application. Attached to this my Affidavit as **Exhibit "A"** is a copy of the correspondence from Associated Engineering dated October 13, 2009.

SWORN BEFORE ME at the City)
of Calgary, in the Province of Alberta)
this 13th day of November, 2009.)
)



Steven Muxlow



**A Commissioner for Oaths in and for
the Province of Alberta**

**PATRICIA L. MORRISON
BARRISTER & SOLICITOR**



Associated Engineering

GLOBAL PERSPECTIVE. LOCAL FOCUS.

Associated Engineering Alberta Ltd.
1000, 10909 Jasper Avenue
Edmonton, Alberta, Canada T5J 5B9
TEL 780.451.7666
FAX 780.454.7698
www.ae.ca

October 13, 2009
File: 20083575-C.03.00

Roger Borchert
Director of Operations
Town of Slave Lake
328-2nd Street N.E.
Slave Lake, AB
T0G 2A0

This is Exhibit "___" referred to
in the Affidavit of

Steve Maxwell

Sworn before me this 13th

Day of October A.D. 20 09

[Signature]

A Commissioner for Oaths in and for
the Province of Alberta

PATRICIA L. MORRISON
BARRISTER & SOLICITOR

Re: 2008 SLAVE LAKE WATER DISTRIBUTION REHABILITATION PROGRESS PAYMENT
CERTIFICATE NO. 4 - FINAL - RELEASE OF HOLDBACK

Dear Sir:

We provide the following final payment recommendation for the subject project to Brute Force Oilfield Hauling Ltd. (the Contractor) and their subcontractor. As per previous correspondence the Contractor has had difficulty paying their subcontractors and has requested the Town pay J.E. Nash Enterprises Ltd. and Knee Deep Oilfield Services Ltd. directly from the lien holdback funds. The Contractor recently settled their account with E-Construction. We have attached the invoices from the subcontractor and correspondence regarding this matter for your records.

In accordance with the requirements of the Contract for the above project, the Contractor has provided the following documents as required by Article 39 of the General Conditions of the Contract:

- Statutory Declaration dated July 31, 2009 with a letter of direction requesting the Town pay all due subcontracting accounts.; and a
- letter from the Worker's Compensation Board dated August 18, 2009.

These documents are enclosed for your records.

Progress Payment Certificate No.3 dated November 21, 2008 indicates a lien holdback of \$ 95,409.13. It will now be in order, subject to lien checks, to release \$95,409.13 (including G.S.T.), being the amount retained to date under the provincial legislation, to the Contractor, in accordance with the provisions of Article 39 of the General Conditions of the Contract.





Associated Engineering | LOCAL PERSPECTIVE.
LOCAL FOCUS.

October 13, 2009
Roger Borchert
Town of Slave Lake
- 2 -

In addition to the lien fund Progress Payment Certificate No.3 indicates a deficiency hold back of \$83,200 for deficient items identified. Brute Force did remedy most of the issue in early 2009; however, we confirm two areas of pavement at the 6 Ave intersection and landscaping along 7 Street remains deficient. In our opinion, the most expedient solution is for the Town to complete these final repairs directly from the deficiency fund. We recommend the Town withhold the following penalties from this final payment:

- Additional field engineering costs (\$22,000) due to schedule extension past September 12, 2008, ad per Contract Article 29; and
- Rejected paving and landscaping (\$4,000) as per Contract Article 25.

Enclosed is one (1) copy of Progress Payment Certificate No. 4 in the amount of \$152,609.13 that account for final release of lien and deficiency holdback due Brute Force Oilfield Hauling Ltd. The lien fund should first be distributed to the unpaid subcontractors as follows:

- J.E. Nash Enterprises Ltd. \$48,146.79 (excluding GST)
- Knee Deep Oilfield Services Ltd. \$2,070 (excluding GST)

We recommend the Contractor and subcontractors be paid the following amounts after accounting for all holdbacks, penalties and GST.

- Brute Force Oilfield Hauling Inc. \$102,392.34 (Subject to lien checks)
- J.E. Nash Enterprises Ltd. \$50,554.13
- Knee Deep Oilfield Services Ltd. \$2,173.50

We trust this provide suitable information for you to finalize payments for this project. Please contact the undersigned with any questions.

Yours truly

Jeff Fetter
Project Manager

Enclosure

cc: Barry Watson - Brute Force Oilfield Hauling



No. 0901-15051

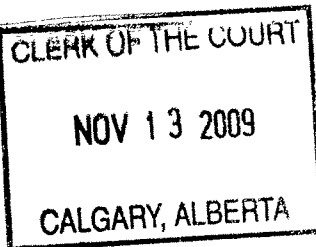
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36, AS AMENDED

AND IN THE MATTER OF BRUTE
FORCE OIL FIELD HAULING INC.

AFFIDAVIT OF STEVE MUXLOX

SWORN NOVEMBER 13, 2009



BORDEN LADNER GERVAIS LLP
Barristers and Solicitors
1000 Canterra Tower
400 Third Avenue S.W.
Calgary, Alberta T2P 4H2

Attention: Josef G.A. Krüger
Telephone: (403) 232-9563
Fax: (403) 266-1395
File No.: 017698-000164