

**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
DARIAN RESOURCES LTD. AND BOWVIEW PETROLEUM INC.**

**AND IN THE MATTER OF SECTION 193 OF THE ALBERTA *BUSINESS
CORPORATIONS ACT*, R.S.A. 2000, c. B-9**

**AND IN THE MATTER OF A PROPOSED ARRANGEMENT INVOLVING DARIAN
RESOURCES LTD., BOWVIEW PETROLEUM INC., BIDCO, AND HOLDERS OF
COMMON SHARES OF DARIAN RESOURCES LTD.**

**NOTICE OF MOTION
(Final Sanction Order)**

TAKE NOTICE that an application will be made on behalf of Darian Resources Ltd. ("Darian") and Bowview Petroleum Inc. (collectively the "Applicants") before the Honourable Madam Justice B.E.C. Romaine in Chambers, at the Calgary Courts Centre, in the City of Calgary, in the Province of Alberta, on Friday, July 2, 2010 at 1:15 o'clock in the afternoon or so soon thereafter as counsel may be heard for a Final Sanction Order respecting the Applicants substantially in accordance with the draft Final Sanction Order which is attached hereto as Schedule "A" and such further and other relief as this Honourable Court may deem just.

AND FURTHER TAKE NOTICE that the grounds of the application are as follows (all capitalized terms not otherwise defined shall take the meaning ascribed to them in the Orders and Affidavits filed in these proceedings):

- (a) on February 12, 2010 (the "Application Date) the Applicants were granted protection from their creditors under the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the 'CCAA');

- (b) since February 12, 2010, the Applicants have proceeded in good faith, with due diligence to file a plan of arrangement in these proceedings;
- (c) in consultation with the Monitor, and in accordance with prior Orders of the Court, the Applicants have completed a creditor claims process;
- (d) the Applicants have prepared and disseminated a Plan of Arrangement pursuant to the *Companies Creditors Arrangement Act* ("CCAA") to creditors which both the Applicants and the Monitor believe is in the best interests of the Applicants, their creditors, and Darian's shareholders;
- (e) a meeting of the Affected Creditors with Eligible Voting Claims was held on June 28, 2010 at which the requisite majorities required under the CCAA voted in favour of the Plan;
- (f) the shareholders of Darian have unanimously resolved to approve the ABCA Plan of Arrangement
- (g) the Plan is fair and reasonable and all of the requirements for the granting of a final order of approval and sanction pursuant to the CCAA have been complied with;
- (h) the stay of proceedings contained in the Initial Order will be required until Plan Implementation Date; and
- (i) such further and other grounds as counsel may advise and this Honourable Court may permit.

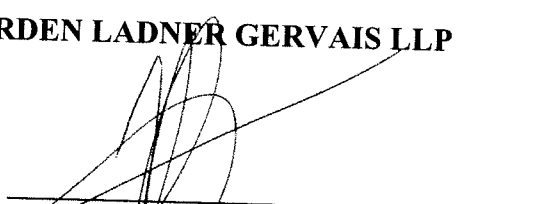
AND FURTHER TAKE NOTICE that in support of this application will be read the pleadings in this action, the Affidavit of Grant Bartlett sworn June 29 2010, the Monitor's Eighth Report filed in these proceedings, the Affidavits and Monitor's Reports previously filed in these proceedings, the *Companies Creditor's Arrangement Act*, the *Alberta Rules of Court*, and such further and other material as counsel may advise and this Honourable Court permit.

DATED at the City of Calgary, in the Province of Alberta, this __ day of June, 2010.

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BORDEN LADNER GERVAIS LLP

Per: _____


Josef G. A. Krüger, Q.C.
Solicitors for Darian Resources Ltd. and
Bowview Petroleum Inc.

To: CLERK OF THE COURT

And to: The Service List

**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 DARIAN RESOURCES LTD.
AND BOWVIEW PETROLEUM INC.**

**PLAN OF COMPROMISE OR ARRANGMENT OF
DARIAN RESOURCES LTD. AND BOWVIEW PETROLEUM INC.**

**BEFORE THE HONOURABLE
MADAM JUSTICE B.E.C. ROMAINE
IN CHAMBERS**

) **AT THE CALGARY COURTS CENTRE,
) IN THE CITY OF CALGARY, IN THE
) PROVINCE OF ALBERTA, ON FRIDAY,
) THE 2ND DAY OF JULY, 2010.**

FINAL SANCTION ORDER

UPON THE APPLICATION of Darian Resources Ltd. ("Darian") and Bowview Petroleum Inc. ("Bowview") (collectively the "Darian Group"); **AND UPON** having read the Affidavit of Grant Bartlett sworn June 29, 2010 (the "Bartlett Affidavit") and being referred to the previous Affidavits filed on behalf the Darian Group in the within proceedings under the *Companies' Creditors Arrangements Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"); **AND UPON** having read the Eighth Report of Hardie & Kelly Inc. (the "Eighth Report") in its capacity as the monitor of the Darian Group (the "Monitor") dated June __ 2010 as well as the previous reports of the Monitor, filed herein; **AND UPON** hearing the representations of legal counsel for the Darian Group, the Monitor and other legal counsel attending at the hearing of this application; **AND UPON** being advised of the results of the meeting of the Affected Creditors of the Darian Group with Eligible Voting Claims (the "Creditors' Meeting") and in particular the

voting by the Affected Creditors with Eligible Voting Claims to unanimously approve the Plan of Arrangement of the Darian Group (the "Plan"); **AND UPON** having considered and being satisfied as to the fairness and reasonableness of the Plan; **AND UPON** being satisfied that the liens listed in the attached Schedule "A" (the "Specific Charges") have been registered in respect of Affected Claims or Disputed Claims; **AND UPON** hearing argument about ancillary relief sought by the Darian Group;

IT IS HEREBY ORDERED AND DECLARED THAT:

Interpretation, Service and Meeting of Creditors

1. All capitalized terms not defined herein shall take the meaning ascribed to them in the Plan or in the previous Orders and Affidavits filed in this proceedings.
2. With respect to service of notice of this application and all accompanying materials, the dissemination of the Plan, the service of notice of the Creditors' Meeting and all other matters of technical compliance under the CCAA and previous Orders of the Court:
 - (a) service of notice of this application and all supporting materials, including the Bartlett Affidavit, is abridged to the extent required and is hereby deemed to be good and sufficient such that this application is properly returnable today;
 - (b) the dissemination of the Plan and all accompanying materials to the Affected Creditors with Eligible Voting Claims has been duly effected;
 - (c) proper notice of the Creditors' Meeting was duly given to all Affected Creditors with Eligible Voting Claims;
 - (d) the Creditors' Meeting was duly convened and held in accordance with the provisions of the CCAA; and
 - (e) the distribution of Meeting Materials pursuant to the Creditors' Meeting Order granted by this Court on June 4, 2010 has been duly effected.

Sanction of Plan

3. The Darian Group has complied in all respects with the provisions of the CCAA and the previous Orders of this Honourable Court in these proceedings.
4. The Plan has been agreed to and approved by the requisite majorities of Affected Creditors of the Darian Group with Eligible Voting Claims in accordance with the CCAA.
5. The Plan is fair, reasonable, in the best interests of the Darian Group and their Creditors and is hereby finally and absolutely sanctioned and approved pursuant to the provisions of the CCAA, in particular section 6 thereof.

Plan Implementation

6. Effective as of the Plan Implementation Date, the Plan and all associated steps, compromises, transactions, arrangements, assignments, releases and reorganizations effected thereby are approved, binding and effective as herein set out upon the Darian Group, all Affected Creditors and all other Persons affected by the Plan;
7. Subject to the performance by the Darian Group of their obligations under the Plan, all obligations, agreements or leases to which the Darian or Bowview is a party shall be and remain in full force and effect, unamended, as at the Plan Implementation Date, unless repudiated or deemed to be repudiated by Darian or Bowview pursuant to the Initial Order, and no party to any such obligation or agreement shall on or following the Plan Implementation Date, accelerate, terminate, refuse to renew, rescind, refuse to perform or otherwise repudiate its obligations thereunder, or enforce or exercise (or purport to enforce or exercise) any right or remedy under or in respect of any such obligation or agreement, by reason:
 - (a) of any event which occurred prior to, and not continuing after, the Plan ~~Implementation Date or which is or continues to be suspended or waived under~~ the Plan, which would have entitled any other party thereto to enforce those rights or remedies;

- (b) that the Darian Group sought or obtained relief or have taken steps as part of the Plan or under the CCAA;
 - (c) of any default or event of default arising as a result of the financial condition or insolvency of the Darian Group;
 - (d) of the effect upon the Darian Group of the completion of any of the transactions contemplated under the Plan; or
 - (e) of any compromises, settlements, restructurings or reorganizations effected pursuant to the Plan.
8. From and after the Plan Implementation Date, all Persons shall be deemed to have waived any and all defaults then existing, previously committed, or caused by Darian or Bowview, any non-compliance with or breach of or default under any covenant, warranty, representation, term, provision, condition or obligation, express or implied, in any contract, instrument, credit document, guarantee, agreement for sale, lease or other agreement, written or oral, and any and all amendments or supplements thereto (each, an "Agreement") existing between such person and Darian or Bowview or any other Person, and which non-compliance, breach or default is applicable to Darian or Bowview or results from any circumstance or event applicable to Darian or Bowview or their obligations under any Agreement and any and all notices of default and demands for payment under any Agreement shall be deemed to be of no further force or effect.
9. As at 12:01 a.m. on the Plan Implementation Date, each Affected Creditor will be deemed to have consented and agreed to all of the provisions of the Plan in its entirety. In particular, each Affected Creditor shall be deemed on their own behalf and on behalf of their heirs, executors, administrators, successors and assigns, for all purposes:
- (a) to have executed and delivered to the Darian Group all consents, releases, assignments and waivers, statutory or otherwise, required to implement and carry out the Plan in its entirety;

- (b) to have waived any default by the Darian Group in any provision, express or implied, in any agreement or other arrangement, written or oral, existing between such Creditor and Darian or Bowview that occurred on or prior to the Plan Implementation Date;
 - (c) to have agreed that if there is any conflict between the provisions, express or implied, of any agreement or other arrangement, written or oral, existing between such Creditor and the Darian Group as at the Plan Implementation Date (other than those entered into by the Darian Group on, after, or with effect from, the Plan Implementation Date) and the provisions of the Plan, then the provisions of the Plan take precedence and priority and the provisions of such agreement or other arrangement are amended accordingly; and
 - (d) to have released absolutely and in their entirety, all Affected Claims against the Darian Group.
10. As at 12:01 a.m. on the Plan Implementation Date, all Affected Creditors and other Persons shall be deemed have released and discharged each Released Party from any and all demands, claims, actions, causes of action, counterclaims, suits, debts, sums of money, accounts, covenants, damages, judgments, orders, including for injunctive relief or specific performance and compliance orders, expenses, executions, liens and other recoveries on account of any liability, obligation, demand or cause of action of whatever nature which any Affected Creditor or other Person may be entitled to assert against any Released Party, in accordance with the provisions of Article 9 of the Plan.
11. On the Plan Implementation Date the steps to be taken and the compromises and releases to be effected shall be deemed to occur and be effected as follows:
- a) the ABCA Plan of Arrangement shall be filed with the Registrar of Corporations and the ABCA Plan of Arrangement will be implemented in accordance with its terms; then
 - b) payment by the Bidder to the Monitor of the amounts listed in Section 6.1 of the Plan; then;

- c) all of the charges, including the Administration Charge, created by the Initial Order or any subsequent order made in the CCAA Proceedings shall be terminated, discharged and released as against Darian, Bowview, and the Assets; then
 - d) payment by the Bidder to the Monitor of an amount sufficient to fund the Affected Creditors' Pool and the Disputed Claims Reserve and provision to Encana by the Bidder of certain security contemplated by the Agreement Regarding Conditions between EnCana Corporation and Darian; then
 - e) creation of the Affected Creditors' Pool and the Disputed Claims Reserve by the Monitor to be held by the Monitor in escrow for the benefit of Affected Creditors and the holders of Disputed Claims, respectively, to be distributed by the Monitor in accordance with the Plan.; then;
 - f) all liens, encumbrances, security interests or other charges including, but not limited to, all of Specific Charges set out in Schedule "A" hereto (the "Specific Charges"), registered in respect of Affected Claims or Disputed Claims, shall be immediately discharged; then,
 - g) the EnCana Farm In Amending Agreements shall be released from escrow;
 - h) the compromises with the Affected Creditors and the releases referred to in Article 9.1 and the other provisions of this Plan shall become effective.
12. The releases referred to in section 9.1 of the Plan and the other provisions of the Plan relating to Creditors shall become effective as provided herein.
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13. Any and all Affected Claims against the Darian Group of any nature are hereby compromised, discharged, and released in accordance with the Plan, and the ability of any Person to proceed against the Darian Group in respect of or relating to any Affected Claims is forever discharged and restrained, and all proceedings with respect to, in

connection with or relating to such Affected Claims are permanently stayed, subject only to the right of Affected Creditors to receive distributions pursuant to the Plan in respect of their Affected Claims.

14. All charges, including all registrations by SFG at the Personal Property Registry, all builders' liens, the Specific Charges, and any security registrations against the Darian Group, in favour of any Affected Creditor in respect of an Affected Claim are hereby discharged and extinguished.
15. All charges, including all registrations by SFG at the Personal Property Registry, all builders' liens, the Specific Charges, and any security registrations against the Darian Group, in favour of any Creditor in respect of a Disputed Claim are hereby discharged and extinguished.
16. The Registrar of the Alberta Land Titles Office and the Minister of Energy are hereby directed, upon presentment of this Order, to immediately discharge all charges set out in paragraph 14 and 15 herein including, without limitation, the Specific Charges set out in the attached Schedule "A" notwithstanding s.191(1) of the *Land Titles Act* (Alberta) or such similar provision in any other legislation effective in Alberta
17. At any time on or after Plan Implementation Date, the Bidder and each of Darian and Bowview are authorized to complete any steps, including but not limited to the preparation, execution, and filing of necessary documentation, required to effect the discharge of any registration made against the Darian Group by an Affected Creditor in respect of an Affected Claim and by any Creditor in respect of a Disputed Claim.
18. Any Pre-Filing Claims and Subsequent Claims in respect of which a proof of claim has not been filed by the Claims Bar Date or the Subsequent Claims Bar Date, as applicable, or if filed, has not been pursued in accordance with the provisions of the Claims Process Order granted in these proceedings, shall, upon the Plan Implementation Date, be forever barred and extinguished.

19. The stay of proceedings under the Initial Order is extended in respect of the Darian Group to, and including, the Plan Implementation Date or such date as required in order to enable the Darian Group to fully implement the Plan, but not later than July 16, 2010.
20. The commencing, taking, applying for or issuing or continuing any and all steps or proceedings, including, without limitation, administrative hearings and orders, declarations or assessments, commenced, taken or proceeded with or that may be commenced, taken or proceeded with against any Released Party in respect of all Affected Claims and any other matter released pursuant to Article 9.1 herein is hereby stayed.
21. The Monitor is authorized to perform its functions and fulfil its obligations under the Plan to facilitate the implementation of the Plan.
22. All distributions and payments by the Monitor to SFG, Secured Creditors, Persons entitled to the benefit of the Administration Charge, Persons having Unaffected Plan Closing Claims, Unaffected Creditors and Affected Creditors under the Plan are for the account of the Darian Group and in fulfillment of its obligations under the Plan.
23. Upon completion by the Monitor of its duties in respect of the Darian Group pursuant to the CCAA, the Plan and the Orders, including, without limitation, the Monitor's duties in respect of the Claims Process and the distributions to be made by the Monitor in accordance with the Plan, the Monitor may file with the Court a certificate of Plan termination stating that all of its duties in respect of the Darian Group pursuant to the CCAA and the Orders have been completed and thereupon, Hardie & Kelly Inc. shall be deemed to be discharged from its duties as Monitor of the Darian Group.
24. On Plan Implementation Date, the Monitor is authorized to return to the Darian Group the balance of all funds held by the Monitor.
25. Notwithstanding (a) the pendency of the CCAA Proceedings and the declarations of insolvency made therein; or (b) the provisions of any federal or provincial statute, none of the transactions, payments, steps, releases or compromises made during the CCAA Proceedings or contemplated to be performed or effected pursuant to the Plan shall

constitute settlements, fraudulent preferences, fraudulent conveyances or other challengeable or reviewable transactions under any applicable law, federal, provincial or otherwise nor shall they constitute conduct meriting an oppression remedy.

26. Pursuant to Section 16 of the CCAA, this Order shall have full force and effect in all provinces of Canada. This Court requests the aid and recognition of: (i) any court or any judicial, regulatory or administrative body in any province or territory of Canada (including the assistance of any court in Canada pursuant to Section 17 of the CCAA) and the Federal Court of Canada; (ii) any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province; (iii) any court or any judicial, regulatory or administrative body of the United States (iv) any court or any judicial, regulatory or administrative body of the Republic of Trinidad and Tobago; and (v) the states or other subdivisions of the United States and of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms hereof.
27. The Darian Group and the Monitor may apply to the Court for advice and direction in respect of any matter arising from or under the Plan.
28. Service of this Order shall only be required to be made upon those parties on the Service List attached to the Notice of Motion respecting this application and those additional parties in attendance at the hearing of the within application and shall be dispensed with as against all or any other parties.

J.C.C.Q.B.A.

Entered this ____ day of June, 2010.

Clerk of the Court

Schedule "A"

Interest Owner	Charge/Lien Registrant	Charge/Lien Type	Charge/Lien Number
Darian Resources Ltd	Alliance Tubulars	Lien	101048029
Darian Resources Ltd	Alliance Tubulars	Lien	101048030
Darian Resources	Alliance Tubulars	Lien	101048038
Darian Resources Ltd	Alliance Tubulars	Lien	101048117
Darian Resources Ltd	Alliance Tubulars	Lien	101048118
Darian Resources Ltd	Alliance Tubulars	Lien	101048145
Darian Resources Ltd	Alliance Tubulars	Lien	101048183
Darian Resources Ltd	Alliance Tubulars	Lien	101048184
Darian Resources Ltd	Alliance Tubulars	Lien	101048211
Darian Resources Ltd	Alliance Tubulars	Lien	101048212
Darian Resources Ltd	Alliance Tubulars	Lien	101048213
Darian Resources Ltd	Alliance Tubulars	Lien	101048404
Darian Resources	Alliance Tubulars	Lien	101048405
Darian Resources Ltd	Alliance Tubulars	Lien	101050232
EnCana Corporation	Alliance Tubulars	Lien	101050233
Darian Resources Ltd	Alliance Tubulars	Lien	101063030
EnCana Corporation	Alliance Tubulars	Lien	101063031
Darian Resources Ltd	Alliance Tubulars	Lien	102054031
Darian Resources Ltd	Bentek Systems Ltd.	Lien	101059415
Darian Resources Ltd	Bentek Systems Ltd.	Lien	101059416
Darian Resources Ltd	Bentek Systems Ltd.	Lien	101059417
EnCana Corporation	Calfrac Well Services Ltd.	Lien	101048501
EnCana Corporation	Calfrac Well Services Ltd.	Lien	101048503
EnCana Corporation	Calfrac Well Services Ltd.	Lien	101048507
EnCana Corporation	Calfrac Well Services Ltd.	Lien	101121239
Darian Resources Ltd	Circle "D" Transport & Rentals	Certificate of Lis Pendens	101056017
Darian Resources Ltd	Circle "D" Transport & Rentals	Lien	101056044
Darian Resources Ltd	Circle "D" Transport & Rentals	Lien	101056045
EnCana Corporation	Circle "D" Transport & Rentals	Lien	101056059
EnCana Corporation	Cowboy Up Consulting Corporation	Lien	101069604
Apache Canada Ltd.	Cowboy Up Consulting Corporation	Lien	101091968
Bowview Petroleum Inc.	Endeavor E-Line Services Inc.	Lien	1000781
Darian Resources Ltd.	Endeavor E-Line Services Inc.	Lien	102057778
Darian Resources Ltd.	Essential Well Service Partnership	Lien	1000827
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Action No.: **0901-02873**

IN THE COURT OF QUEEN'S BENCH
OF ALBERTA

JUDICIAL DISTRICT OF CALGARY

BETWEEN:

IN THE MATTER OF THE *COMPANIES*
CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, C. c-36, as amended;

AND IN THE MATTER OF DARIAN
RESOURCES LTD.

AND IN THE MATTER OF SEEKER
PETROLEUM LTD.

AND IN THE MATTER OF CANADIAN
SUPERIOR TRINIDAD AND TOBAGO
LIMITED

FINAL SANCTION ORDER

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Calgary, Alberta T2P 4H2

Attention: Josef G.A. Krüger
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File No. 433114-000012

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

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RESOURCES LTD., BOWVIEW PETROLEUM INC., BIDCO, AND HOLDERS OF
COMMON SHARES OF DARIAN RESOURCES LTD.**

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**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
DARIAN RESOURCES LTD. AND BOWVIEW PETROLEUM INC.**

**AND IN THE MATTER OF SECTION 193 OF THE ALBERTA BUSINESS
CORPORATIONS ACT, R.S.A. 2000, c. B-9**

**AND IN THE MATTER OF A PROPOSED ARRANGEMENT INVOLVING DARIAN
RESOURCES LTD., BOWVIEW PETROLEUM INC., BIDCO, AND HOLDERS OF
COMMON SHARES OF DARIAN RESOURCES LTD.**

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Nighthawk Power Tongs 2001 Inc. PO Box 20075 Kensington PO Medicine Hat, AB T1A 8M4			Nighthawk Power Thongs 2001 Inc.
Performance Well Servicing Ltd. 100, 625 - 4th Avenue SW Calgary, AB T2P 0K2			Performance Well Servicing Ltd.
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Action No: 1001-02216

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
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**AND IN THE MATTER OF A PROPOSED
ARRANGEMENT INVOLVING DARIAN
RESOURCES LTD., BOWVIEW
PETROLEUM INC., BIDCO, AND
HOLDERS OF COMMON SHARES OF
DARIAN RESOURCES LTD.**

**NOTICE OF MOTION
(Final Sanction Order)**

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