

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.

NOTICE OF MOTION
(Re: Discharge of Monitor)

TAKE NOTICE that an application will be made on behalf of Hardie & Kelly Inc. ("**H&K**"), in its capacity as Monitor (the "**Monitor**") of Brute Force Oil Field Hauling Inc. ("**Brute Force**") before the Honourable Justice S.J. LoVecchio at the Calgary Courts Centre, 601 - 5 Street SW, in the City of Calgary, Province of Alberta, on Thursday, the 6th day of May, 2010 at one o'clock in the afternoon or as soon thereafter as counsel may be heard for an Order substantially in the form as attached hereto as **Schedule "A"**:

- (a) deeming service of notice of this application to be good and sufficient service, and abridging time for notice to the time actually given, if necessary;
- (b) that, unless otherwise stated, all capitalized terms in the Order shall have the same meaning as in the Monitor's Final Report dated April 30, 2010 (the "**Monitor's Report**");
- (c) approving the Monitor's accounts and the accounts of its independent legal counsel inclusive of an accrual for the fees and disbursements of ~~the~~ Monitor and those of its legal counsel in connection with the completion of these proceedings, including the costs of this application;

- (d) approving the actions, conduct and activities of the Monitor as outlined in the Monitor's Report and in all previous reports filed by the Monitor in these proceedings;
- (e) declaring that H&K has duly and properly discharged its duties, responsibilities and obligations as Monitor;
- (f) discharging and releasing H&K from any and all further obligations as Monitor and any and all liability in respect of any act done by H&K in respect of the Property and its conduct as Monitor pursuant to its appointment in accordance with the Initial Order, or otherwise; and
- (g) such further and other relief as counsel may request and this Honourable Court may deem just.

AND FURTHER TAKE NOTICE THAT the grounds of this application are as follows:

- (a) pursuant to the Order of the Honourable Mr. Justice LoVecchio dated October 15, 2009 (the "**Initial Order**"), H&K was appointed Monitor of Brute Force and Brute Force was granted protection pursuant to the *Companies' Creditors Arrangement Act* (the "**CCAA**");
- (b) pursuant to the Order of the Honourable Mr. Justice S.J. LoVecchio dated November 20, 2009 (the "**Receivership Order**"), the CCAA proceedings were terminated;
- (c) the reasons described in the Monitor's Report;
- (d) the Initial Order; and
- (e) such further and other grounds as counsel may advise and this Honourable Court may permit.

AND FURTHER TAKE NOTICE THAT counsel to H&K will refer to the following:

- (a) Monitor's Report and all previous reports filed by the Monitor in these proceedings; and
- (b) such further and other materials as counsel may advise and this Honourable Court may permit.

DATED at the City of Calgary, in the Province of Alberta this 30th day of April, 2010.

BLAKE, CASSELS & GRAYDON LLP

Per: 

Kelly J. Bourassa
Counsel for the Applicant,
Hardie & Kelly Inc.

TO: The Clerk of the Court

AND TO: Service List - see attached **Schedule "B"**

Schedule "A"

**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)	AT THE CALGARY COURTS CENTRE
)	IN THE CITY OF CALGARY, IN THE
JUSTICE S.J. LOVECCHIO)	PROVINCE OF ALBERTA ON
)	WEDNESDAY THE 6 th DAY OF MAY,
IN CHAMBERS)	2010.
)	

ORDER

UPON the application of Hardie & Kelly Inc. ("**H&K**"), in its capacity as Monitor (the "**Monitor**") of Brute Force Oil Field Hauling Inc. ("**Brute Force**") pursuant to the Order of the Honourable Mr. Justice LoVecchio dated October 15, 2009 (the "**Initial Order**") for an Order granting H&K its discharge as Monitor; AND UPON having read the Monitor's Final Report dated April 30, 2010 (the "**Monitor's Report**"); AND UPON hearing counsel for the Monitor and counsel present for other parties; **IT IS HEREBY ORDERED AND DECLARED THAT:**

1. Service of the Notice of Motion is hereby abridged so that the application is properly returnable today and, further, that any requirement for service of the Notice of Motion upon any party not served is hereby dispensed with.
2. All capitalized terms in this Order shall have the same meaning as in the Monitor's Report.
3. The actions and conduct of the Monitor outlined in the Monitor's Report and in all previous reports filed by the Monitor in these proceedings are hereby approved.

4. The Monitor's accounts and the accounts of its independent legal counsel are hereby approved.
5. H&K will be discharged from its duties as Monitor in these proceedings upon the filing of this Order and shall hereafter have no further liabilities, obligations, responsibilities or duties under the Initial Order or otherwise in respect of these proceedings.
6. Upon filing of this Order, the Monitor, its affiliates, and their respective officers, directors, employees and agents, attorneys and solicitors, (collectively, the "**Monitor Parties**" and each a "**Monitor Party**") will be released and forever discharged from any and all claims, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission of a Monitor Party in any way relating to, arising out of or in respect of the performance or intended performance of the Monitor's mandate or any activity related thereto in these CCAA proceedings, save and except for any claim against a Monitor Party arising out of any gross negligence or wilful misconduct on the part of that Monitor Party.
7. No action or other proceeding in any way arising from or related to the performance or intended performance of the Monitor's mandate or any activity in these CCAA proceedings shall be commenced against a Monitor Party except with prior leave of this court and on prior written notice to the Monitor Party and upon further order securing, as security for costs, the solicitor and his own client costs of the Monitor in connection with any proposed action or proceeding.

J.C.Q.B.A.

No: 0901-15051

IN THE COURT OF QUEEN'S BENCH OF
ALBERTA JUDICIAL DISTRICT OF CALGARY

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COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED

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

ORDER

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Kelly J. Bourassa
Telephone: (403) 260-9697
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File No: 88370/3

Schedule "B"

**Service List
Brute Force Oil Field Hauling Inc.**

Last Updated on November 17, 2009

<i>Party</i>	<i>Telephone</i>	<i>Fax</i>	<i>Representing</i>
OSLER HOSKIN & HARCOURT LLP Suite 2500, Trans Canada Tower 450 - 1st Street SW Calgary, Alberta T2P 5H1 Christa Nicholson cnicholson@osler.com Walker W. MacLeod wmacleod@osler.com	403.260.7000	403.260.7024	Brute Force Oil Field Hauling Inc.
HARDIE & KELLY INC. 206 5800 – 2 nd Street SW Calgary, Alberta T2H 02H Marc Kelly mkelly@insolvencey.net	403.252.1766	403.640.9051	Monitor
BLAKE CASSELS & GRAYDON LLP 3500 Bankers Hall East 855 2 nd Street SW Calgary, Alberta T2P 4J8 Kelly Bourassa kelly.bourassa@blakes.com	403.260.9697	403.260.9700	Monitor
MACLEOD DIXON LLP 3700 Canterra Tower 400 Third Avenue SW Calgary, Alberta T2P 4H2 Howard Gorman Howard.Gorman@macleoddixon.com	403.267.8144	403.264.5973	TD Bank

<i>Party</i>	<i>Telephone</i>	<i>Fax</i>	<i>Representing</i>
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MAPLE TRADE FINANCE INC. 5475 Spring Garden Road 7th Floor Halifax, Nova Scotia B3J 3T2 Alexis Inkpen alexis@mapletradefinance.ca	902.444-5566	902.860.2386	Maple Trade Finance Inc.
STIKEMAN ELLIOTT 1155 René-Lévesque Blvd West 40 th Floor Montréal , QC H3B 3V2 Guy P. Martel gmartel@stikeman.com 4300 Bankers Hall West 888 - 3rd Street S.W. Calgary, AB T2P 5C5 Harold K. Andersen handersen@stikeman.com	514.397.3000	514.397.3222	Pembina Pipelines Corporation
BROWNLEE LLP 2200 Commerce Place 10155 – 102 Street Edmonton , AB T5J 4G8 Paul V. Stocco pstocco@brownleelaw.com	780.497.4800	780.424.3254	Town of Slave Lake
DUNCAN & CRAIG LLP 2800 Scotia Place 10060 Jasper Ave Edmonton, Alberta T5J 3V9 Maeve Cahill mcahill@dcllp.com	780.409.4415	780.969.6377	Alexis Nakota Sioux Nation

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BRAUL MCEVOY & GEE 10123 99 St NW Edmonton, AB T5J 3H1 Walter Braul wbraul@braullaw.ab.ca	780.423.2481	780.423.2474	Phoenix Insurance
BORDEN LADNER GERVAIS LLP Scotia Plaza 40 King Street West Toronto, Ontario M5H 3Y4 Craig Hill chill@blgcanada.com 1000 Canterra Tower 400 Third Avenue S.W. Calgary, AB T2P 4H2 Patricia L. Morrison pmorrison@blgcanada.com	416.367.6000	416.367.6749	Guarantee Company of North America
STRINGAM DENECKY LLP 104 - 140 Maple Avenue S.E. Medicine Hat, AB T1A 8C1 John D. Evans jdevans@stringam.ca	403.488.8200	403.488.4815	Newell Regional Services Corporation

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DEPARTMENT OF JUSTICE CANADA 510, 606 4th St. S.W. Calgary, AB T2P 1T1 Jill Medhurst-Tivadar jill.medhurst-tivadar@justice.gc.ca	403.299.3985	403. 299.3966	
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AFW CONSTRUCTION LIMITED Walter Briand wbriand@explorenet.com			
J.E. NASH ENTERPRISES LTD. PO Box 129 Slave Lake, AB T0G 2A0 Jennifer jennifer@nashcompany.ca	780.849.3977	780.849.3244	
RUSSELL SAUDER rsauder@telus.net			

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SADDLE HILLS COUNTY Administrative Building 5201-47 Street P.O. Box 69 Spirit River, AB T0H 3G0 Jason Jagodich	780.864.3760	780.864.3904	Saddle Hills County
CANADA REVENUE AGENCY 220 4 th Avenue S.E. Calgary, Alberta T2G 0L1	1.800.959.5525	403.264.5893	
BUSINESS DEVELOPMENT BANK OF CANADA Box 6, 505 Burard Street Vancouver, BC V7X 1V3	604.666.7467	604.666.1573	
AGRICULTURAL FINANCIAL SERVICES CORPORATION PO Box 5000, Station M 4910 - 52 Street Camrose, Alberta T4V 4E8	780.679.1350	780.679.1394	
ALTERINVEST II FUND LP 110, 444 7 Avenue SW Calgary, Alberta T2P 0X8	403.292.5600	403.292.6616	
TERRA NOVA VENTURES LTD 45-5304 Range Road 274 Spruce Grove, Alberta T7X 3T1	780.720.6663		

Action No. 0901-15051

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