

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

BETWEEN:

THE TORONTO-DOMINION BANK

Plaintiff
(Applicant)

- and -

BRUTE FORCE OIL FIELD HAULING INC.

Defendant
(Respondent)

BEFORE THE HONOURABLE)	AT THE COURTS CENTRE IN THE CITY OF
)	CALGARY, IN THE PROVINCE OF ALBERTA
MADAM JUSTICE K.M. EIDSVIK)	ON DAY THE 4 TH DAY OF
)	FEBRUARY, 2010.
IN CHAMBERS)	

ORDER

UPON the application of The Toronto-Dominion Bank (the "**Bank**") in respect of Brute Force Oil Filed Hauling Inc. ("**Brute Force**"); AND UPON having read the pleadings and proceedings filed in the within action; AND UPON having read the report of KPMG Inc. ("**KPMG**") filed February 2, 2010; AND UPON noting the consent of KPMG to act as Trustee in Bankruptcy of Brute Force's estate; AND UPON hearing counsel for the Bank and from all interested parties who may be present; AND UPON being satisfied that the relief requested herein is just, fair and appropriate in all the circumstances;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of the Notice of Motion and materials in support thereof is hereby abridged to the date of actual service and that service is hereby approved, this application is properly returnable today and further service of the Notice of Motion and supporting materials is hereby dispensed with.

2. Paragraph 4 of the Receivership Order granted by the Honourable Mr. Justice S.J. LoVecchio on November 20, 2009 is amended as follows:
 - (r) to exercise any shareholder, partnership, joint venture or other rights which the Debtor may have;
 - (s) to assign the Debtor into bankruptcy; and
 - (t) to take any steps reasonably incidental to the exercise of these powers;
3. Paragraph 9 of the Receivership Order granted by the Honourable Mr. Justice S.J. LoVecchio on November 20, 2009 is amended to add the following:
 - 9(a) The stay of proceedings granted in paragraph 9 above is waived for the limited purpose of allowing The Toronto-Dominion Bank to file an application for a bankruptcy order against the Debtor.
4. In the event that KPMG assigns Brute Force into bankruptcy or a bankruptcy order is granted in respect of Brute Force, KPMG is appointed as Trustee in Bankruptcy.
5. In the event that KPMG assigns Brute Force into bankruptcy or a bankruptcy order is granted in respect of Brute Force, the Director's Charge, the Administration Charge and the DIP Lender's Charge (as those terms are defined in the Initial Order issued in Court of Queen's Bench Action No. 0901-15051) shall not be rendered invalid or unenforceable;

"K.m. EUDSVIK"
J.C.C.Q.B.A.

ENTERED this 4th day of February, 2010.

K. MCAUSLAND



CLERK OF THE COURT

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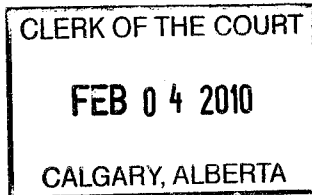
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ORDER



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File No. 265746
