

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

IN THE MATTER OF THE PROPOSAL OF DEEP CREEK OIL & GAS LTD.

**AMENDED NOTICE OF MOTION**

TAKE NOTICE that an Application, will be made on behalf of DEEP CREEK OIL & GAS LTD. ("Deep Creek") and its Trustee under the Proposal, Alger & Associates Inc. before the Honourable Mr. Justice Hawco, in Chambers, at the Courthouse at the Calgary Courts Centre, in the City of Calgary, in the Province of Alberta, on Thursday, the 23rd day of July, 2009, at the hour of 9:30 am or so soon thereafter as counsel may be heard, for an Order:

1. Abridging the time required for notice of this application to that actually given and declaring that service of the within notice on those parties served herewith is good and sufficient notice of this application.
2. Approving the Proposal of Deep Creek as set out in the Report of the Trustee filed July 10, 2009.
3. Approving as part of the Proposal, the sale transaction described in the Trustee's Report pursuant to that Agreement of Purchase and Sale made as of June 18, 2009 between Deep Creek (as Vendor) and Conserve Oil POC First Limited Partnership and Windfire Resources Ltd. (as Purchasers)(the "Purchase and Sale Agreement") ("the Purchase and Sale Agreement") for the purchase and sale of the Davey Lake assets on the terms and conditions contained therein, or as may be ordered by this Court.
4. Declaring that upon closing of the Purchase and Sale Agreement, all of Deep Creek's right, title and interest in and to the assets described in the Purchase and Sale Agreement shall vest absolutely in the purchaser, free and clear of and from any and all other interests, claims or encumbrances, except for the Keele interest as defined and provided for in the Purchase and Sale Agreement.

5. Directing that the Minister of Energy and the Registrar of Land Titles, register the assets described in the Purchase and Sale Agreement in the name of the purchaser and removing the registration of all encumbrances except permitted encumbrances and the Keele interest as defined and provided for in the Purchase and Sale Agreement.

6. Such further and other relief as counsel may request and this Court may permit.


AND FURTHER TAKE NOTICE that the grounds upon which DEEP CREEK intends to rely, include the following:

- (a) The Proposal has been voted on and approved by the requisite majority of creditors;
- (b) Section 58, 59 and 60 of the *Bankruptcy and Insolvency Act*, section 99 of the *Mines and Minerals Act*, and sections 36, 47 and 48 of the *Builder's Lien Act*;
- (c) Rules 16 and 548 of the *Alberta Rules of Court*; and
- (d) such further and other grounds as counsel may advise and this Honourable Court permit.

AND FURTHER TAKE NOTICE that in support of the within Application will be read the Report of the Trustee dated July 10, 2009, and such further and other material as counsel may advise and this Honourable Court may direct.

DATED this <sup>22</sup>~~12~~th day of July, 2009.

PARLEE MCLAWS LLP

  
 Per: G. Scott Watson  
 Solicitor for DEEP CREEK

TO: The Clerk of the Court

TO: Parties on Schedule "A" attached

## Schedule "A"

KEELE CAPITAL MEZANNINE LIMITED  
PARTNERSHIP  
c/o Gowling Lafleur Henderson LLP  
1400, 700 - 2<sup>nd</sup> Street SW  
Calgary, AB T2P 4V5  
Attention: David H. Field, Q.C.  
Fax: (403) 263-9193  
Email: david.field@gowlings.com

ALGER & ASSOCIATES INC.  
400, 602 - 11 Avenue SW  
Calgary, AB T2R 1J8  
Attention: David Lewis and Guy Odhams  
Fax: (403) 296-2988  
Email: godhams@alger.ca / dlewis@alger.ca

TKO RENTALS LTD. and  
RELIANCE WELL SERVICING (2002) LTD.  
c/o Field LLP  
2000, 10235 - 101 Street  
Edmonton, AB T5J 3G1  
Attention: Christine J. Pratt  
Fax: (780) 424-7116  
Email: cpratt@fieldlaw.com

VERACITY ENERGY SERVICES LTD.  
KYNCL TRUCKING LTD.  
1113985 ALBERTA LTD.  
PURE ENERGY SERVICES LTD.  
c/o Davison Worden LLP  
1710, 540 - 5 Avenue SW  
Calgary, AB T2P 0M2  
Attention: Ryana K. Mather  
Fax: (403) 262-7011  
Email: rmather@davisonworden.com

SEMCANADA CRUDE COMPANY  
c/o Osler, Hoskin & Harcourt LLP  
2500, 450 - 1<sup>st</sup> Street SW  
Calgary, AB T2P 5H1  
Attention: Cynthia L. Spry  
Fax: (403) 260-7024  
Email: cspry@osler.com

WINDFIRE RESOURCES LTD.  
c/o Burstall, Winger LLP  
1600, 333 - 7<sup>th</sup> Avenue SW  
Calgary, AB T2P 2Z1  
Attention: Keith W. Templeton  
Fax: (403) 266-6016  
Email: templeton@burstall.com

CENTURY OILFIELD SERVICES INC.  
300, 404 - 6<sup>th</sup> Avenue SW  
Calgary, AB T2P 0R9  
Attention: Corey R. Zahn  
Fax: (403) 698-8599

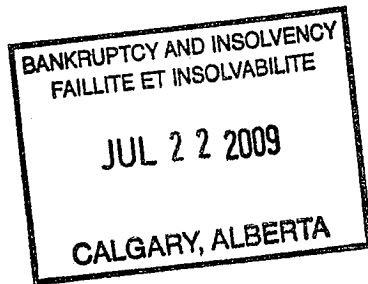
MICHAEL W. MUDIE  
520 Crescent Road NW  
Calgary, AB T2M 4A5

Action No. 25-1179833

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**AMENDED NOTICE OF MOTION**

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**PARLEE McLAWS LLP**  
Barristers & Solicitors  
3400 Petro-Canada Centre  
150 – 6 Avenue SW  
Calgary, Alberta T2P 3Y7

Attention: G. Scott Watson  
Telephone: (403) 294-7038  
Facsimile: (403) 294-7030

File Number: 68622-1

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