


CANADA
PROVINCE OF ALBERTA
ESTATE No. 25-1179833
COURT No. 25-1179833

I hereby certify this to be a true copy of the
original order
of which it purports to be a copy.

Dated this 23 day of July, 2009

Registrar at Calgary
Bankruptcy Division of the
Court of Queen's Bench of Alberta

**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 AND GAS INC.

BEFORE Justice Hawco)
In Chambers)

**At the Calgary Court Centre,
on Thursday, the 23rd day of July, 2009**

ORDER

UPON THE APPLICATION of Deep Creek Oil and Gas Inc. ("Deep Creek") and upon having read the Proposal of Deep Creek and the Trustee's Report on Proposal, filed, and upon hearing counsel for Deep Creek; and counsel for various creditors and other interested persons including the Purchaser (as that term is defined below);

IT IS HEREBY ORDERED THAT:

1. Service of the notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been serviced with notice of this application, and time for service is abridged to that actually given;
2. The proposal of Deep Creek, including the sale of the assets ("the Davey Lake Assets") as described in the Trustee's Report on Proposal 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"), is hereby approved.
3. Upon closing of the Purchase and Sale Agreement, all of Deep Creek's right, title and interest in and to the Davey Lake Assets shall, without further instrument of transfer or assignment, vest in Windfire Resources Ltd. as to a 31.54% interest and Conserve Oil POC First Limited Partnership as to a 68.46% interest (Collectively, "the Purchasers" and individually a "Purchaser") as contemplated by the Purchase and Sale Agreement, absolutely and forever, free and clear of all encumbrances, claims, security interests, security notices, statements of claim, mortgages, charges, reserve dedications, liens (including, without limitation, statutory and builder's liens), assignments, actions, levies, taxes, judgments, writs of execution, trusts or deemed trusts (whether contractual, statutory or otherwise), and other interests, whatsoever, howsoever and

whensoever created or arising against Deep Creek's interest in the Davey Lake Assets, save and except for the Keele Interest as defined in the Purchase and Sale Agreement.

4. There will be a reserve in the amount of \$149,037.55 from the completion of the proposal to be held by the Trustee until the Proof of Claim filed by SemCanada in the proposal is dealt with by further Order of this Court. The creation of the reserve shall not create any additional rights of any party including SemCanada in the funds and is without prejudice to the claim of any interested party to the funds.
5. Other than a Certified Copy of this Order, no further authorization or approval or other action by any governmental authority or regulatory body exercising jurisdiction over the Davey Lake Assets is required for the due execution, delivery and performance by Deep Creek of the transaction set out in the Agreement of Purchase and Sale.
6. The Minister for Energy for Alberta acting pursuant to section 99 of the *Mines and Minerals Act*, RSA 2000, c. M-17, and sections 36, 47 and 48 of the *Builder's Lien Act*, RSA 2000, c. B-7, and the Registrar of Land Titles are, except in respect of the Keele Interest as defined and provided for in the Purchase and Sale Agreement, hereby directed to cancel and discharge all other claims registered against the estate or interest of Deep Creek in and to the Davey Lake Assets as set out below, upon receipt of a certified copy of this Order, and notwithstanding section 191(1) of the *Land Titles Act*. For greater certainty, the Minister of Energy and the Registrar of Land Titles shall not cancel or discharge the registration of such builder's liens, security interests or builder's lien statements registered against estates or interests other than the estate or interest of Deep Creek.

LIEN UPON INTEREST IN CROWN MINERALS
(Filed at Alberta Energy)

INSTRUMENT NO.

RELIANCE WELL SERVICING (2002) LTD.	0900933 and 0900932
TKO RENTALS LTD.	0900935 and 0900934
VERACITY ENERGY SERVICES LTD.	0901137
KYNCL TRUCKING LTD.	0901309 and 0901789
1113985 ALBERTA LTD.	0901329
MICHAEL MUDIE (re: interest of San Juan Resources Inc.)	0401636
CENTURY OILFIELD SERVICES INC.	0901094
PURE ENERGY SERVICES LTD.	0900959

LIEN UPON INTEREST IN CROWN MINERALS (FILED AT LTO)

TKO RENTALS LTD.

091 061 278



LIEN UPON INTEREST IN FREEHOLD MINERALS (FILED AT LTO)

CENTURY OILFIELD SERVICES INC.

091 070 332

7. This Honourable Court hereby requests the aid and recognition of any court or administrative body in any province of Canada, the Federal Court of Canada, any administrative tribunal or other court constituted pursuant to the Parliament of Canada or any of its provinces or territories to act in aid of and to be complimentary to this Court in carrying out the terms of this Order.
8. A copy of this Order shall be served on all creditors of Deep Creek via posting to the Trustee's website;



J.C.Q.B.A.ENTERED THIS 23 day of July 2009


Clerk of the Court



Estate No. 25-1179833

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

IN THE MATTER OF THE PROPOSAL OF
DEEP CREEK OIL AND GAS INC.

ORDER

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File Number: **68622-1**
