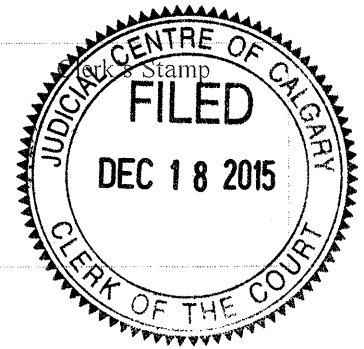


COURT FILE NUMBER 1501-13786
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE Calgary



PLAINTIFF NATIONAL BANK OF CANADA, IN ITS
CAPACITY AS ADMINISTRATIVE AGENT
UNDER THAT CERTAIN AMENDED AND
RESTATED CREDIT AGREEMENT
DATED JUNE 30, 2015, AS AMENDED

DEFENDANTS SPYGLASS RESOURCES CORP., 1196823
ALBERTA LTD., 1288916 ALBERTA LTD.,
1398850 ALBERTA LTD., 15836621
ALBERTA LTD., 1636527 ALBERTA LTD.,
AVENEX ENERGY PARTNERSHIP,
AVENEX REAL ESTATE ACQUISITION
CORP., WESTBROOK MARKETING
LIMITED PARTNERSHIP (formerly
ELBOW RIVER MARKETING LIMITED
PARTNERSHIP), 1159002 ALBERTA LTD.
(formerly ELBOW RIVER MARKETING
CORP.), MEOTA 2000 PARTNERSHIP,
PACE OIL & GAS PARTNERSHIP, PACE
OIL RESOURCES LTD., and SEAVIEW
ENERGY PARTNERSHIP

I hereby certify this to be a true copy of
the original
Dated this 18 day of December 2015
for Clerk of the Court

DOCUMENT JOINT ADMINISTRATION ORDER

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT Josef Kruger, Q.C./Locklyn E. Price
Borden Ladner Gervais LLP
1900, 520 3rd Ave. S.W.
Calgary, AB T2P 0R3
Telephone: (403) 232-9793
Facsimile: (403) 266-1395
Email: Lprice@blg.com
File No. 013722-000054

DATE ON WHICH ORDER WAS PRONOUNCED: December 18, 2015

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, AB

NAME OF JUSTICE WHO MADE THIS ORDER: Justice A.S. MacLeod

UPON the *ex parte* application of Ernst & Young Inc. (the “Receiver”), in its capacity as court appointed receiver of the current and future assets, undertakings, and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof, of Spyglass Resources Corp., 1196823 Alberta Ltd., 1288916 Alberta Ltd., 1398850 Alberta Ltd., 15836621 Alberta Ltd., 1636527 Alberta Ltd., Avenex Energy Partnership, Avenex Real Estate Acquisition Corp., Westbrook Marketing Limited Partnership (formerly Elbow River Marketing Limited Partnership), 1159002 Alberta Ltd. (formerly Elbow River Marketing Corp.), Meota 2000 Partnership, Pace Oil & Gas Partnership, Pace Oil Resources Ltd., and Seaview Energy Partnership [collectively defined in the Receivership Order of the Honourable G.C. Hawco, issued November 26, 2015 (the “Receivership Order”) and herein as the “Debtors”] AND UPON having read the Affidavit of William Kennedy, sworn November 26, 2015, and the Receivership Order; AND UPON reading the Affidavit of Gay Lallier, sworn December 8, 2015;

IT IS HEREBY ORDERED THAT:

1. The Receiver, in its capacity as the Receiver of the Debtors, may administer the individual estates, being Estate Nos: 25-094591, 25-094592, 25-094593, 25-094594, 25-094595, 25-094596, 25-094597, 25-094598, 25-094599, 25-094600, 25-094601, 25-094602, 25-094603, 25-094604 (the “**Individual Estates**”) of the Debtors on a joint basis, as follows:
 - (a) the Receiver is hereby authorized to administer the Individual Estates of the Debtors as if such estates were a single receivership estate for the purpose of carrying out its administrative duties and responsibilities to the Office of the Superintendent of Bankruptcy (the “OSB”) as Receiver under the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended (the “*BIA*”), including, without limitation:
 - (i) the Receiver is authorized to file with the OSB joint notices under section 245(1) of the *BIA* in respect of all of the Individual Estates of the Debtors;
 - (ii) the Receiver is authorized to issue joint reports and statements, pursuant to section 246 of the *BIA* and Rule 127 of *Bankruptcy and Insolvency General Rules*, CRC 1978, c 368, as amended, in respect of all of the Individual Estates of the Debtors; and

- (iii) any and all such filings, notices, reports, and statements shall be filed using Estate No. 25-09491, which Estate Number shall be referenced in all future correspondence with the OSB.



Justice of the Court of Queen's Bench of Alberta