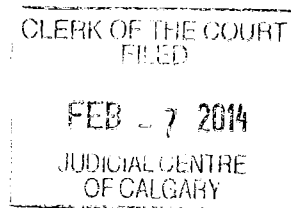


**Form 27**  
[Rule 6.3 and 10.52(1)]



Clerk's stamp:

COURT FILE NO. 1201-16124

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF AN APPLICATION UNDER  
SUBSECTION 47(1) OF THE *BANKRUPTCY AND  
INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED

PLAINTIFF NATIONAL BANK OF CANADA

DEFENDANTS SOLARA EXPLORATION LTD.

DOCUMENT **INTERIM DISTRIBUTION APPLICATION**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

BLAKE, CASSELS & GRAYDON LLP  
3500, 855 – 2<sup>nd</sup> Street S.W.  
Calgary, AB T2P 4J8  
Attn: Kelly Bourassa/Ryan Zahara  
Telephone: 403-260-9697/9628  
Facsimile: 403-260-9700  
E-mail: kelly.bourassa@blakes.com  
ryan.zahara@blakes.com  
File Ref.: 79294/4

**NOTICE TO RESPONDENT**

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the judge.

To do so, you must be in Court when the application is heard as shown below:

Date Friday, February 14, 2014

Time 10:00 a.m.

Where Calgary Courts Centre, Justice Chambers

Before Whom Honourable Madam Justice K.M. Eidsvik

Go to the end of this document to see what else you can do and when you must do it.

**Remedy claimed or sought:**

1. FTI Consulting Canada Inc. (“**FTI**”), in its capacity as court-appointed receiver and manager (the “**Receiver**”) of Solara Exploration Ltd. (the “**Debtor**”) seeks an order substantially in the form attached hereto as Schedule “A”:
  - (a) abridging the time for service of this application and declaring that this motion is properly returnable today, if necessary, and further service of the application, other than to those listed on the Service List attached hereto as Schedule “B” is hereby dispensed with;
  - (b) authorizing and directing the Receiver to make an interim distribution or distributions to National Bank of Canada (the “**Bank**”); and
  - (c) such further and other relief as counsel may request and this Honourable Court may deem appropriate.

**Grounds for making this application:**

2. The grounds upon which the Receiver relies in making the within Application are as follows:
  - (a) pursuant to an Order granted by this Honourable Court on December 19, 2012 (the “**Receivership Order**”), FTI was appointed as Receiver over all of the current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate (the “**Assets**”), including all proceeds thereof, of the Debtor;
  - (b) on November 7, 2013, this Honourable Court authorized and directed the Receiver to finalize an agreement of purchase and sale with Incipient Exploration Ltd. (the “**APA**”), and authorized and directed the Receiver to conclude the transactions contemplated by the APA (the “**Transaction**”);
  - (c) on November 12, 2013, the Receiver concluded the Transaction;

- (d) the Bank holds valid and enforceable security over the Assets and their proceeds;  
and
- (e) such further and other grounds as counsel may advise and this Honourable Court may permit.

**Material or evidence to be relied on:**

- 3. The Receiver intends to rely upon the following materials:
  - (a) the Receivership Order;
  - (b) the Receiver's Second Report dated February 7, 2014;
  - (c) all previous materials filed in these proceedings to date; and
  - (d) such further and other materials as counsel may advise and this Honourable Court may permit.

**Applicable rules:**

- 4. The Receiver will rely upon and refer to the Alberta *Rules of Court* during the making of the Application.

**Applicable Acts and regulations:**

- 5. The Receiver will rely upon and refer to the following during the making of the Application:
  - (a) the provisions of the *Bankruptcy & Insolvency Act*, R.S.C. 1985, c. B-3, as amended.

**Any irregularity complained of or objection relied on:**

- 6. None.

**How application is proposed to be heard or considered:**

- 7. Oral submission by counsel at an application in chambers.

**AFFIDAVIT EVIDENCE IS REQUIRED IF YOU WISH TO OBJECT.**

**WARNING**

If you do not come to Court either in person or by your lawyer, the Court may give the applicant what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

**Schedule "A"**

Clerk's stamp:

COURT FILE NO. 1201-16124  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE CALGARY  
IN THE MATTER OF AN APPLICATION UNDER  
SUBSECTION 47(1) OF THE *BANKRUPTCY AND  
INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED  
PLAINTIFF NATIONAL BANK OF CANADA  
DEFENDANTS SOLARA EXPLORATION LTD.  
DOCUMENT **INTERIM DISTRIBUTION ORDER**  
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT BLAKE, CASSELS & GRAYDON LLP  
3500, 855 – 2<sup>nd</sup> Street S.W.  
Calgary, AB T2P 4J8  
Attn: Kelly Bourassa/Ryan Zahara  
Telephone: 403-260-9697/9628  
Facsimile: 403-260-9700  
E-mail: [kelly.bourassa@blakes.com](mailto:kelly.bourassa@blakes.com)  
[ryan.zahara@blakes.com](mailto:ryan.zahara@blakes.com)  
File.: 79294/4

**DATE ON WHICH ORDER WAS PRONOUNCED:** February 14, 2014

**LOCATION WHERE ORDER WAS PRONOUNCED:** Justice Chambers

**NAME OF JUSTICE WHO MADE THIS ORDER:** Justice K.M. Eidsvik

UPON the application of FTI Consulting Canada Inc. ("FTI") in its capacity as court-appointed receiver and manager (the "**Receiver**") of Solara Exploration Ltd. (the "**Debtor**"); AND UPON reading the Receiver's Second Report dated February 7, 2014 (the "**Second Report**"), filed; AND UPON hearing counsel for the Receiver, counsel for National Bank of Canada (the "**Bank**"), and counsel for other interested parties;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

1. Service of this application is hereby deemed good and sufficient and service of this Order on any party other than those referred to in the Service List attached as Schedule "B" to the interim distribution application filed on February 7, 2014 is hereby dispensed with.
2. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Receivership Order granted December 19, 2012 by the Honourable Justice R.G. Stevens (the "**Receivership Order**") and the First Report.
3. The various security granted by Debtor to the Bank to secure its obligations pursuant to the demand credit facilities (the "**Security**") constitute valid and enforceable obligations of the Debtor, and are first ranking in priority to all other liens, claims and encumbrances of any kind over the property, assets and undertaking of Debtor, other than (i) the court-ordered charge created under paragraph 18 of the Receivership Order, and (ii) any lien, claim or encumbrance which has arisen or may arise by operation of statute or law to the extent these are determined (by agreement of the Bank or by further order of this Court) to be payable in priority to the Security.
4. There is indebtedness owing by the Debtor to the Bank under the Security of approximately \$15,500,000.00 million plus interest and fees accrued to the date of payment in full of such amounts.
5. The Receiver is hereby authorized and directed to make an interim distribution or distributions (the "**Distribution**") to the Bank up to \$1,360,446.00, as set out in the Second Report, subject to any necessary reserves as determined by the Receiver.
6. Service of this Order on the Service List by way of facsimile or electronic transmission shall constitute good and sufficient service on all parties entitled to notice of same and further service thereof is hereby dispensed with.

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J.C.C.Q.B.A.

## Schedule "B"

COURT FILE NUMBER	1201-16124
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT	CALGARY
PLAINTIFF	NATIONAL BANK OF CANADA
DEFENDANT	SOLARA EXPLORATION LTD.

### SERVICE LIST

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<b>FTI CONSULTING INC.</b> 1000, 888 – 3 <sup>rd</sup> Street SW Calgary, AB T2P 5C5  <b>DERYCK HELKAA</b> E-mail: <a href="mailto:deryck.helkaa@fticonsulting.com">deryck.helkaa@fticonsulting.com</a>  <b>DUSTIN OLVER</b> E-mail: <a href="mailto:Dustin.Olver@fticonsulting.com">Dustin.Olver@fticonsulting.com</a>  <b>BRETT WILSON</b> E-mail: <a href="mailto:Brett.Wilson@fticonsulting.com">Brett.Wilson@fticonsulting.com</a>	(403) 444-5372  (403) 444-5383  (403) 444-5373	(403) 444-6758	Court-appointed Receiver
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<b>WITTEN LLP</b> 2500, 10303 Jasper Avenue Edmonton, AB T5J 3N6  <b>DAVID K. COX, Q.C.</b> E-mail: <a href="mailto:dcox@wittenlaw.com">dcox@wittenlaw.com</a>  <b>STEPHANIE CHAU</b> E-mail: <a href="mailto:schau@wittenlaw.com">schau@wittenlaw.com</a>	(780) 702-3401  (780) 441-3230	(780) 429-2559	Pressure Services Inc.

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<p><b>ROBB &amp; EVENSON</b> 506, 933 – 17<sup>th</sup> Ave. SW Calgary, AB T2T 5R6</p> <p><b>CALVIN C. ROBB</b> E-mail: <a href="mailto:crobb@robbevenson.com">crobb@robbevenson.com</a></p>	<p>(403) 541-1600</p>	<p>(403) 541-1604</p>	<p>Platinum Pumpjack Services Corp. Essential Well Services Partnership Heavy Crude Hauling LP</p>
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<p><b>CARSCALLEN LLP</b> 1500, 407 – 2<sup>nd</sup> Street SW Calgary, AB T2P 2Y3</p> <p><b>GLENN BLACKETT</b> E-mail: <a href="mailto:Blackett@carscallen.com">Blackett@carscallen.com</a></p>	<p>(403) 298-8474</p>	<p>(403) 262-2952</p>	<p>Apex Distribution Inc.</p>
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<p><b>JUSTICE CANADA</b> 510 – 606 4 Street SW Calgary, AB T2P 1T1</p> <p><b>JILL MEDHURST-TIVADAR</b> e-mail: <a href="mailto:jill.medhurst-tivadar@justice.gc.ca">jill.medhurst-tivadar@justice.gc.ca</a></p>	<p>(403) 292-6813</p>	<p>(403) 299-3507</p>	<p>Canada Revenue Agency</p>
<p><b>PENN WEST PETROLEUM LTD.</b> Suite 200, Penn West Plaza 207 - 9th Avenue SW P.O. Box 1450 Stn. M Calgary, AB T2P 1K3</p> <p><b>JERRAD KUBIK</b> e-mail: <a href="mailto:Jerrad.Kubik@pennwest.com">Jerrad.Kubik@pennwest.com</a></p>	<p>(403) 777-2500</p>	<p>(403) 777-2699</p>	<p>Penn West Petroleum Ltd.</p>
<p><b>BURNET, DUCKWORTH &amp; PALMER LLP</b> 2400, 525 - 8th Avenue SW Calgary, AB T2P 1G1</p> <p><b>TREVOR BATTY</b> e-mail: <a href="mailto:tbatty@bdplaw.com">tbatty@bdplaw.com</a></p>	<p>(403) 260-0263</p>	<p>(403) 260-0332</p>	<p>Penn West Petroleum Ltd.</p>

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<p><b>LAURA C. SNOWBALL BARRISTER &amp; SOLICITOR</b> 104 1240 Kensington Rd NW, Suite 204 Calgary, AB T2N 4X7</p> <p><b>LAURA C. SNOWBALL</b> e-mail: <a href="mailto:laurasnowball@rogers.blackberry.net">laurasnowball@rogers.blackberry.net</a></p>	<p>(403) 619-9461</p>		<p>CE Franklin Ltd.</p>
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<b>GOWLING LAFLEUR HENDERSON LLP</b> Suite 1600, 421 – 7 <sup>th</sup> Avenue SW Calgary, AB T2P 4K9  <b>JEFFREY OLIVER</b> E-mail: <a href="mailto:Jeffrey.Oliver@gowlings.com">Jeffrey.Oliver@gowlings.com</a>	(403) 298-1000	(403) 695-3558	Receiver of Cameron Construction Services Ltd. and Cameron Venture Group Inc.