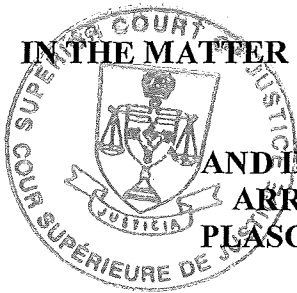


**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE REGIONAL) TUESDAY, THE 3RD DAY OF
)
SENIOR JUSTICE MORAWETZ) MARCH, 2015



**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF PLASCO ENERGY GROUP INC.,
PLASCO TRAIL ROAD INC. AND PLASCO OTTAWA INC.**

REPRESENTATION ORDER

THIS MOTION, brought by Plasco Energy Group Inc., Plasco Trail Road Inc. and Plasco Ottawa Inc. (collectively, the "**Applicants**") and consented to by Chris Terajewicz, Marc Bacon and Leslie Follows (collectively, and as such persons may be replaced from time to time, the "**Representatives**") for an order appointing the Representatives as representatives of current and former employees of the Applicants in proceedings in respect of the Applicants under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA Proceedings**") and appointing representative counsel to the Representatives was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the First Report of Ernst & Young Inc. in its capacity as Court-appointed monitor of the Applicants (the "**Monitor**") and on hearing the submissions of counsel for the

Applicants, the Representatives, the Monitor and such other counsel as were present, no one else appearing although duly served.

1. **THIS COURT ORDERS** that further service in respect of this Motion be and is hereby abridged so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the Representatives are hereby appointed to represent, in the CCAA Proceedings, the current employees of the Applicants and any former employees of the Applicants that were employed by the Applicants at any time in the twenty-four (24) month period prior to the Initial Order of this Court granted February 10, 2015, or any person claiming an interest under or on behalf of such current or former employees, including beneficiaries and surviving spouses but excluding any person who (a) is a current director or officer of any of the Applicants or an employee of the Applicants involved in providing instructions to counsel to the Applicants with respect to the CCAA Proceedings; or (b) has served a notice pursuant to paragraph 11 of this Order; or (c) is otherwise represented in the CCAA Proceedings (each such person to be represented by the Representatives pursuant to this paragraph being a “**Represented Party**” and collectively the “**Represented Parties**”).
3. **THIS COURT ORDERS** that, Nelligan O’Brien Payne LLP and Shibley Righton LLP are hereby appointed as co-counsel (“**Representative Counsel**”) for the Represented Parties in the CCAA Proceedings for any issues affecting the Represented Parties in the CCAA Proceedings including, without limitation, for the purpose of settling or compromising claims of the Represented Parties in the CCAA Proceedings.

4. **THIS COURT ORDERS** that Representative Counsel shall represent the interests of the Represented Parties in all aspects of the CCAA Proceedings without any obligation to consult with or seek instructions from the Represented Parties other than the Representatives, unless otherwise ordered by the Court.
5. **THIS COURT ORDERS** that, forthwith upon the granting of this Order, the Applicants shall provide to the Monitor the name, last known address, phone number and last known e-mail address (if any) of each Represented Party (collectively, the “**Employee Information**”).
6. **THIS COURT ORDERS** that the Applicants shall, subject to Representative Counsel executing a confidentiality agreement reasonably acceptable to the Applicants, provide to Representative Counsel, without charge, the following information to be used only for the purposes of the CCAA Proceedings:
 - a. the Employee Information, on the twenty-first day following the granting of this Order (which, for greater certainty, shall not include the name and contact information of any person that has given notice pursuant to paragraph 11 of this Order within twenty (20) days of the date of this Order that such person does not wish to be represented by the Representatives and Representative Counsel); and
 - b. upon the reasonable request of Representative Counsel, and subject to any confidentiality obligations of the Applicants, such documents and data as are relevant to matters relating to the issues affecting the Represented Parties in the CCAA Proceedings, including documents and data relating to the various benefits and other arrangements for group health and life insurance applicable to the Represented Parties, including up-to-date financial information regarding, if

applicable, the funding and investments of any of these arrangements and any associated actuarial valuations and reports.

7. **THIS COURT ORDERS** that any Represented Party whose personal information is provided to the Monitor or Representative Counsel by the Applicants pursuant to this Order is deemed to have consented for the purposes of any applicable privacy legislation to the Applicants providing such information and to the collection, use and disclosure by the Monitor and Representative Counsel of such information, provided that such information will be used or disclosed by the Monitor and Representative Counsel solely for the purpose of the CCAA Proceedings. The Applicants shall have no liability under any applicable privacy or similar legislation for the disclosure pursuant to the terms of this Order of personal information to the Monitor or Representative Counsel and shall have no liability for any improper collection, use and disclosure of such information by the Monitor or Representative Counsel.
8. **THIS COURT ORDERS** that the Applicants shall pay, up to the Capped Amount, all reasonable legal fees and incidental fees and disbursements as may be incurred by the Representatives and Representative Counsel in the CCAA Proceedings from and after the date of this Order in order to assist and advise the Represented Parties concerning the CCAA Proceedings, which fees shall be paid by the Applicants on a monthly basis forthwith upon the rendering of accounts to the Applicants. The total amount of legal fees and incidental fees and disbursements of the Representatives and Representative Counsel to be paid by the Applicants in the CCAA Proceedings shall not exceed \$10,000 (the "**Capped Amount**") without the consent of the Applicants.

9. **THIS COURT ORDERS** that, notwithstanding paragraph 8 of this Order, the Applicants shall not be required to pay for, and neither the Representatives nor Representative Counsel shall include in their accounts submitted for payment, any fees or disbursements incurred by the Representatives or Representative Counsel (a) in respect of any motion, litigation, action or step in the CCAA Proceedings made or taken by the Representatives or Representative Counsel that is not agreed to by the Applicants, or (b) in investigating, preparing or pursuing any claims contemplated or asserted by any Represented Party against the current or former directors, deemed directors or officers of the Applicants (or their predecessors, as applicable).
10. **THIS COURT ORDERS** that notice of the granting of this Order shall be provided by the Monitor to the Represented Parties by sending a notice substantially in the form attached as Schedule "A" hereto (the "**Notice**") to the persons and using the contact information listed in the Employee Information provided to the Monitor by the Applicants pursuant to paragraph 5 of this Order. The Notice shall be provided by the Monitor to the Represented Parties by (i) e-mailing an electronic copy of the Notice as soon as practicable after the granting of this Order; (ii) mailing a copy of the Notice by ordinary mail to any Represented Party that does not confirm receipt of the Notice by e-mail within three business days of the Notice being sent by the Monitor; and (iii) posting a copy of the Notice on the Monitor's website. For the purpose of providing the Notice, the Monitor shall be entitled to rely on the sufficiency and accuracy of the Employee Information provided by the Applicants without any further investigation or review of the Employee Information by the Monitor. The Monitor shall not incur any liability as a result of the provision of the Notice or its compliance with the terms of this Order.

11. **THIS COURT ORDERS** that any individual Represented Party who does not wish to be represented by the Representatives and Representative Counsel pursuant to the terms of this Order and all other related Orders which may subsequently be made in the CCAA Proceedings concerning the Represented Parties or relating to the appointment of the Representatives and/or Representative Counsel shall, on or before April 10, 2015, notify the Monitor, in writing, by mail, e-mail or delivery, and in the form attached as Schedule "B" hereto and shall thereafter not be so represented and shall be an independent individual party in respect of the CCAA Proceedings.
12. **THIS COURT ORDERS** that the Representatives, or Representative Counsel on their behalf, are authorized to take all steps and to do all acts necessary or desirable to carry out the terms of this Order, including dealing with any court, regulatory body or other government ministry, department or agency, and to take all such steps as are necessary or incidental thereto.
13. **THIS COURT ORDERS** that the Representatives and Representative Counsel shall have no liability to the Represented Parties as a result of their appointment or the fulfilment of their duties in carrying out the provisions of this Order save and except for any gross negligence or wilful misconduct on their part.
14. **THIS COURT ORDERS** that Representative Counsel shall be given notice of all motions to which the Represented Parties are entitled to receive notice in the CCAA Proceedings and that Representative Counsel shall be entitled to represent those on whose behalf it is hereby appointed in all such motions.
15. **THIS COURT ORDERS** that the Representatives and Representative Counsel shall be at liberty and are authorized at any time to apply to this Honourable Court for advice and

directions in the discharge or variation of their powers and duties or to amend, vary or determine any matter in respect of this Order upon notice to the Applicants and the Monitor and to other interested parties, unless otherwise ordered by the Court.

16. **THIS COURT ORDERS** that any of the Representatives may resign and that, on notice to the Applicants and the Monitor, the remaining Representatives may appoint any other individual Represented Party as a replacement (a “**Replacement Representative**”), which Replacement Representative will have all of the rights and obligations of the resigning Representative as though such Replacement Representative had been named in this Order. If there is any disagreement concerning the appropriateness of a Replacement Representative, such disagreement may be remitted to the Court for determination.
17. **THIS COURT ORDERS** that in the event that this Order is later amended by further Order of the Court, the Monitor may post such further Order on the Monitor’s website and such posting shall constitute adequate notice to the Represented Parties of such amended Order.



ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:



MAR - 3 2015