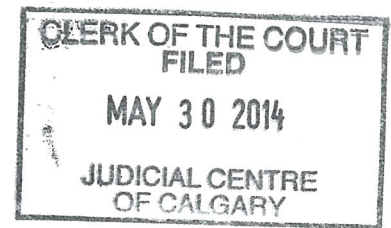


Clerk's stamp:



COURT FILE NUMBER 1401-04022

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

**IN THE MATTER OF THE COMPANIES' CREDITORS  
ARRANGEMENT ACT, RSC 1985, c C-36, AMENDED**

**AND IN THE MATTER OF KYOTO FUELS  
CORPORATION**

DOCUMENT

ORDER

ADDRESS FOR SERVICE AND CONTACT  
INFORMATION OF PARTY FILING THIS  
DOCUMENT

Dentons Canada LLP  
Bankers Court  
15<sup>th</sup> Floor, 850 - 2<sup>nd</sup> Street S.W.  
Calgary, Alberta T2P 0R8  
Attention: Derek M. Pontin  
Ph. (403) 268-6301 Fx. (403) 268-3100  
File No.: 131079-90

I hereby certify this to be a true copy of  
the original Order  
Dated this 30 day of May, 2014  
Stouff  
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: May 29, 2014

LOCATION WHERE ORDER WAS  
PRONOUNCED: Calgary, Alberta

NAME OF JUDGE WHO MADE THIS  
ORDER: Honourable Justice Jeffrey

ORDER

UPON reading the Initial Order issued in the within proceedings under the *Companies' Creditors Arrangement Act*, RSC 1985 c C-3, as amended (the "CCAA") on April 30, 2014 (the "Initial Order"); AND UPON the application of Ernst & Young Inc., in its capacity as Court-appointed Monitor (the "Monitor") of Kyoto Fuels Corporation ("Kyoto"), for an Order approving the Monitor's activities and discharge as Monitor of Kyoto; AND UPON reading the First Report of the Monitor, dated May 26, 2014 (the "Report"), filed; AND UPON hearing from counsel for the Monitor, counsel for Agriculture Financial Services Corporation, counsel for CP Energy Marketing LP, and other interested parties;

IT IS HEREBY ORDERED THAT:

**Service**

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given;

**Defined Terms**

2. All capitalized terms not defined herein shall have the meanings defined in the Initial Order. For the purposes of this Order, all references to the Monitor shall include both the Monitor and the Restructuring Consultant.

**Miscellaneous**

3. The Monitor's activities as set out in the Report are hereby ratified and approved.
4. On the evidence before the Court, the Monitor has satisfied its obligations under and pursuant to the terms of the Initial Order and shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of the Monitor's duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or wilful misconduct on the part of the Monitor, or with leave of the Court. Subject to the foregoing any claims against the Monitor in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
5. No action or other proceedings shall be commenced against the Monitor in any way arising from or related to its capacity or conduct as Monitor, except with prior leave of this Court on Notice to the Monitor, and upon such terms as this Court may direct.
6. The Monitor is authorized and directed to take such steps as it deems reasonable and necessary to preserve and maintain Kyoto's books, records and data, including data in electronic form, CDs, DVDs, discs, computer records, hard drives, USB storage devices, cloud storage, or any other medium, that may contain business information of Kyoto (the "**Information**"). Without limiting the generality of the foregoing, the Monitor may:
  - (a) make digital copies of the Information and maintain and store such digital copies in a secure location within Canada; and
  - (b) subject to further direction of this Honourable Court, not provide a copy of the Information to any other person.
7. Kyoto is hereby directed to cooperate with the Monitor in respect of the Monitor's exercise of its authority under this Order, including by delivering to the Monitor all Information and providing to the Monitor all usernames, passwords, encryption tools, access codes, or other information as the Monitor may require to have access to or make copies of the Information.
8. Upon filing of this Order, subject only to the passing of its accounts and those of its legal counsel, the Monitor shall be unconditionally and absolutely discharged as Monitor of Kyoto and from all duties, responsibilities and obligations therewith.

9. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.

*Justice Jeffrey*

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Justice of the Court of Queen's Bench of Alberta