



**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY**

Court File No. 35-2041153

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
MUSTANG GP LTD.**

Court File No. 35-2041155

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
HARVEST ONTARIO PARTNERS LIMITED PARTNERSHIP**

Court File No. 35-2041157

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
HARVEST POWER MUSTANG GENERATION LTD.**

THE HONOURABLE

)

Mon DAY, THE *19th* DAY

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JUSTICE

RADY

)

OF OCTOBER 2015

ORDER

THIS MOTION, made by Mustang GP Ltd., Harvest Ontario Partners Limited Partnership and Harvest Power Mustang Generation Ltd. (collectively, the "**Debtors**") for an Order, *inter alia*:

1. abridging the time for service of the Debtor's Notice of Motion so that the motion is properly returnable on October 19, 2015;
2. administratively consolidating the Debtors' proposal proceedings under the BIA;
3. authorizing the Debtors to enter into an Interim Financing Term Sheet (the "**DIP Term Sheet**") with StormFisher Environmental Ltd. (in this capacity, the "**DIP Lender**") and approving the DIP Term Sheet;

4. approving a charge in favour of the DIP Lender to secure payment of the money advanced by the DIP Lender;
5. approving the Administration Charge (as defined below);
6. approving the D&O Charge (as defined below);
7. approving the sale process described in the Proposal Trustee's First Report to the Court (the "**First Report**");
8. authorizing the Debtors to enter into an agreement of purchase and sale with StormFisher Environmental Ltd. (in this capacity, the "**Stalking Horse Bidder**") in the form attached as **Exhibit "K"** to the Affidavit of Wayne H. Davis sworn October 13, 2015 (the "**Stalking Horse APA**"); and
9. extending the time for filing a proposal to December 11, 2015,

was heard this day at 80 Dundas Street, London, Ontario (the "**Court**").

ON READING the Motion Record of the Debtors, including the Affidavit of Wayne H. Davis sworn October 13, 2015 (the "**Davis Affidavit**"), and the exhibits thereto, the First Report of Deloitte Restructuring Inc. in its capacity as the Proposal Trustee of the Debtors (the "**Proposal Trustee**"), and on hearing the submissions of counsel for the Proposal Trustee, the Debtors, and such other counsel as appears,

SERVICE

1. **THIS COURT ORDERS** that the time for service and filing of the Debtors' notice of motion and the motion record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

ADMINISTRATIVE CONSOLIDATION

2. **THIS COURT ORDERS** that the proposal proceedings of Mustang GP Ltd. (estate number 35-2041153), Harvest Ontario Partners Limited Partnership (estate number 35-2041155) and Harvest Power Mustang Generation Ltd. (estate number 35-2041157) (collectively, the