

ONTARIO  
SUPERIOR COURT OF JUSTICE  
IN BANKRUPTCY

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

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

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

THE HONOURABLE Mr. ) THURSDAY, THE 10<sup>TH</sup> DAY  
)  
JUSTICE Grace ) OF DECEMBER, 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 Debtors’ Notice of Motion so that the motion is properly returnable on December 10, 2015;
2. approving the agreement of purchase and sale dated October 15, 2015 (the “**Sale Agreement**”) between the Debtors and StormFisher Environmental Ltd. <sup>(SFE)</sup> and vesting in SFE all of the Debtors’ rights, title and interest in and to the Purchased Assets free and clear of all claims and encumbrances;
  - (a) approving the fees and disbursements of the Proposal Trustee and its legal counsel as described in the Affidavit of Rob Biehler sworn December 3, 2015 and the

Affidavit of James Fisher sworn December 1, 2015 (collectively, the “**Fee Affidavits**”);

- (b) approving the activities of the Proposal Trustee as set out in the First Report of the Proposal Trustee dated October 15, 2015 and the Second Report of the Proposal Trustee dated December 3, 2015 (collectively, the “**Reports**”);
- (c) granting the Debtors an extension of time to make a proposal to creditors up to and including January 25, 2016; and
- (d) determining the validity, quantum and priority of a lien registered against the Property (as defined below),

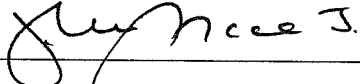
was heard this day at 80 Dundas Street, London, Ontario (the “**Court**”).

**ON READING** the Motion Record of the Debtors, including the Affidavit of Wayne H. Davis sworn December 3, 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 the Second Report of the Proposal Trustee, and on hearing the submissions of counsel for the Proposal Trustee, the Debtors, and such other counsel as appears,

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.
2. **THIS COURT ORDERS** that the Reports be and are hereby approved and that the activities of the Proposal Trustee and its counsel as described therein be and are hereby approved.
3. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee and its legal counsel as described in the Reports and the Fee Affidavits be and hereby are approved.

**EXTENSION OF TIME TO FILE A PROPOSAL**

4. **THIS COURT ORDERS** that the time within which the Debtors must file a proposal with the Official Receiver be and is hereby extended to <sup>4:30 p.m. on 1-28</sup> January 25, 2016.

  
\_\_\_\_\_  
Joyce J.

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

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

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

Court File No. 35-2041157

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
IN BANKRUPTCY**  
Proceedings commenced at LONDON

**ORDER**

**CHAITONS LLP**  
Barristers and Solicitors  
5000 Yonge Street, 10<sup>th</sup> Floor  
Toronto, ON M2N 7E9

**Harvey Chaiton (LSUC #21592F)**  
Tel: (416) 218-1129  
Fax: (416) 218-1849

**Maya Poliak (LSUC #54100A)**  
Tel: (416) 218-1161  
Fax: (416) 218-1844

**Lawyers for Harvest Mustang GP Ltd., Harvest  
Ontario Partners Limited Partnership and  
Harvest Mustang Generation Ltd.**