

In the Matter of
the Securities Legislation of
Alberta, Saskatchewan, Manitoba, Ontario, Quebec,
Nova Scotia and Newfoundland and Labrador

and

In the Matter of
the Mutual Reliance Review System
for Exemptive Relief Applications

and

In the Matter of
Ultima Energy Trust

MRRS Decision Document

Background

1. The local securities regulatory authority or regulator (the "Decision Maker") in each of Alberta, Saskatchewan, Manitoba, Ontario, Quebec, Nova Scotia and Newfoundland and Labrador (the "Jurisdictions") has received application from Ultima Energy Trust ("Ultima" or the "Issuer") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that Ultima be deemed to have ceased to be a reporting issuer or the equivalent under the Legislation;

2. Under the Mutual Reliance Review Systems for Exemptive Relief Application

2.1 the Alberta Securities Commission is the Principal Regulator for this application, and

2.2 this MRRS decision document evidences the decision of each Decision Maker. Interpretation

3. Defined terms contained in National Instrument 14-101 Definitions have the same meaning in this decision unless they are defined in this decision.

Representations

4. This decision is based on the following facts represented by Ultima Energy Trust:

4.1 Effective June 16, 2004, Petrofund Energy Trust ("Petrofund") and Ultima completed a Transaction (the "Transaction") whereby Petrofund acquired all of the issued and outstanding units of Ultima.

4.2 The transaction was approved by the unitholders of Ultima at a Special Meeting held on June 4, 2004, and was completed on June 15, 2004. Ultima remains a wholly owned subsidiary of Petrofund.

4.3 Pursuant to the Transaction Ultima unitholders received 0.442 of a Petrofund unit for each Ultima unit held. The value of the Transaction was approximately \$500 million based on Petrofund's closing price on June 15, 2004 and Ultima's negative working capital and debt obligations as of March 31, 2004.

Decision

5. Each of the Decision Makers is satisfied that the tests contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision have been met.

6. The decision of the Decision Makers under the Legislation is that the Requested Relief is granted provided that:

6.1.1 the outstanding securities of the Issuer, including debt securities are beneficially owned directly or indirectly by less than 15 securityholders in any one jurisdiction in Canada and less than 51 securityholders in Canada, are held by one shareholder, Acclaim;

6.1.2 no securities of the Issuer are traded on a marketplace as defined in National Instrument 12-101 – Marketplace Operation;

6.1.3 the Issuer is applying for relief to cease to be a reporting issuer in all the jurisdictions in Canada in which it is currently a reporting issuer; and

6.1.4 the Issuer is not in default of any obligations under the Legislation as a reporting issuer other than the requirement to file its interim financial statements for the three month period ended June 30, 2004.

DATED at the City of Calgary) Patricia M. Johnston, Q.C.
in the Province of Alberta) Director, Legal Services & Policy
this 30th day of September, 2004.) Development