

IN THE COURT OF QUEEN'S BENCH OF NEW BRUNSWICK

TRIAL DIVISION

JUDICIAL DISTRICT OF MONCTON

**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 LANDDRILL INTERNATIONAL INC. (A BRITISH COLUMBIA
CORPORATION), LANDDRILL INTERNATIONAL LTD. (A NEW
BRUNSWICK CORPORATION), LANDDRILL ATLANTIC LTD. (A NEW
BRUNSWICK CORPORATION), LANDDRILL CONTRACT MINING LTD. (A
NEW BRUNSWICK CORPORATION), LANDDRILL INTERNATIONAL
MEXICO S.A. DE C.V. (A MEXICAN CORPORATION), LANDDRILL
INTERNATIONAL LLC (A MONGOLIAN CORPORATION) and LANDDRILL
INTERNATIONAL INC. (A BARBADOS CORPORATION)**

RECORD ON MOTION
FILED ON BEHALF OF ERNST & YOUNG INC.
in its capacity as Monitor of the Companies

STIKEMAN ELLIOTT LLP
5300 Commerce Court West
199 Bay Street
Toronto, ON M5L 1B9

Ashley J. Taylor
Tel: 416.869-5236
Fax: 4163947-0866
ataylor@stikeman.com

Solicitors for the Monitor,
Ernst & Young Inc.

IN THE COURT OF QUEEN'S BENCH OF NEW BRUNSWICK
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LANDDRILL INTERNATIONAL INC. (A BRITISH COLUMBIA
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DE C.V. (A MEXICAN CORPORATION), LANDDRILL INTERNATIONAL LLC (A
MONGOLIAN CORPORATION) and LANDDRILL INTERNATIONAL INC. (A
BARBADOS CORPORATION)**

SERVICE LIST

(Revised — April 22, 2013)

PARTIES WITH COUNSEL OF RECORD

LANDDRILL INTERNATIONAL INC.
(A BRITISH COLUMBIA
CORPORATION), **LANDDRILL
INTERNATIONAL LTD.** (A NEW
BRUNSWICK CORPORATION),
LANDDRILL ATLANTIC LTD. (A NEW
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**LANDDRILL CONTRACT MINING
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CORPORATION), **LANDDRILL
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C.V.** (A MEXICAN CORPORATION),
LANDDRILL INTERNATIONAL LLC
(A MONGOLIAN CORPORATION) and
LANDDRILL INTERNATIONAL INC.
(A BARBADOS CORPORATION)

160 MacNaughton Avenue
Moncton, NB E1H 3L9

Attention: Ronald J. Goguen
Tel: 506.388.8100
Fax: 506.388.8990
Email: rongoguen@landdrill.com
Applicants

COUNSEL:

STEWART McKELVEY
44 Chipman Hill
Suite 1000, Brunswick House
Saint John, NB E2L 4S6

Stephen J. Hutchison
Tel: 506.632.1970
Fax: 506.652.1989
Email: shutchison@stewartmckelvey.com

ERNST & YOUNG INC. Ernst & Young Tower, 222 Bay Street Toronto, ON M5K 1 J7 Monitor	Paul D. Hickey Tel: 709.570.5404 Fax: 709.722.1758 Email: paul.d.hickey@ca.ey.com Steven J. McLaughlin steven.j.mclaughlin@ca.ey.com COUNSEL: STIKEMAN ELLIOTT LLP 5300 Commerce Court West 199 Bay Street Toronto, ON M5L 1B9 Ashley John Taylor Tel: 416.869.5236 Fax: 416.947.0866 Email: ataylor@stikeman.com AGENT: ELLSWORTH JOHNSON PHILLIPS 828 Main Street Moncton, NB E1C 8M7 Bruce Johnson Tel: (506) 857-8103 Fax: (506) 859-4219 Email: bruce.johnson@monctonlawyers.ca
NORREP CREDIT OPPORTUNITIES FUND, LP CROWN CAPITAL PARTNERS INC. 1704, 95 Wellington Street West Toronto, ON M5J 2N7 175, 601-10 Avenue SW Calgary, AB T2R 0B2 Attention: Chris Johnson Tel: 416.640.6715 Fax: 416.640.6722 Email: chris.johnson@crowncapital.ca	COUNSEL: MacPHERSON LESLIE & TYERMAN LLP 150, 410-22nd Street East Saskatoon, SASK S7K 5T6 D. Jeff Lee Tel: 306.975.7136 Fax: 306.975.7145 Email: jmlee@mlt.com

GE CANADA EQUIPMENT FINANCING G.P. GE CANADA ASSET FINANCING HOLDING COMPANY GE CANADA EQUIPMENT FINANCING & LEASING SERVICES GENERAL ELECTRIC CANADA EQUIPMENT FINANCE G.P. GENERAL ELECTRIC CANADA EQUIPMENT GE CANADA LEASING SERVICES COMPANY GE CAPITAL CANADA EQUIPMENT FINANCING & LEASING COMPANY GE TECHNOLOGY FINANCE GE VFS CANADA LIMITED PARTNERSHIP 1 Place Ville-Marie, Suite 1401 Montreal, PQ H3B 2B2 1100-1250 Rene- Levesque W. Montreal, QC H3B 4W8 239 Brownlow Avenue, Suite 204 Dartmouth, NS B3B 2B2 (collectively, the "GE Group of Companies")	<i>COUNSEL:</i> MILLER THOMSON One London Place 255 Queens Avenue, Suite 2100 London, ON N6A 5R8 Alissa K. Mitchell Tel: 519.931.3500 Fax: 519.858.8511 Email: Amitchell@millerthomson.com
FIRST INSURANCE FUNDING OF CANADA A Wintrust Company 20 Toronto St., Suite 700 Toronto, ON M5C 2B8	<i>COUNSEL:</i> McLEAN & KERR LLP Suite 2800 130 Adelaide Street West Toronto, ON M5H 3P5 G.F. (Gus) Camelino Tel: 416.369.6621 Fax: 416.366.8571 Email: gcamelino@mcleankerr.com

ROGER ROGERS 53 Berkshire Crescent Quispamsis, NB E2E 6B2 MICHAEL TRIPP 41 Irene Crescent Dieppe, NB E1A 7V4	COUNSEL: LAWSON CREAMER LAWYERS 133 Prince William Street, Suite 801 P.O. Box 6787, Station A Saint John, New Brunswick E2L 4S2 Kelly VanBuskirk Tel: 506.633.3535 Fax: 506.633.0465 Email: kvanbuskirk@lawsoncreamer.com
INFLIGHT DRILLING, S DE. R.L. DE C.V. and HD DRILLING, S DE R.L. DE C.V.	COUNSEL: COX & PALMER 644 Main Street, Suite 500 Moncton, NB E1C 1E2 Christian E. Michaud Tel: 506.856.9800 Fax: 506.856.8150 Email: cmichaud@coxandpalmer.com
CRITICAL SUPPLIERS	
SANDVIK MINING 100 Magill Street Lively, ON P3Y 1K7	Frank Mozzon Controller Tel: 705.692.7347 Fax: 705.692.5313 / 613.932.1734 Email: frank.mozzon@sandvik.com
USINAGE MARCOTTE INC. 180 des Distributeurs Val D'Or, Quebec J9P 6Y1	Hugues Marcotte Tel: 819.824.3977 Fax: 819.824.1077
M. BEAUREGARD EQUIPMENT INC. 8910 Boul. Industriel Chambly, Quebec J3L 4X3	Mario Beauregard Tel: 450.447.9009 Fax: 450.447.5284 Email: hydvaldor@cablevision.qc.ca
HYDRAULIC VAL d'OR 1050 Rue Leo Fournier Val D'Or, Quebec J9P 6X7	Tel: 819.825.8501 Fax: 819.825.2085
DETOUR MACHINING Box 1597, Highway 652 East Cochrane, ON POL 1C0	Tel: 705.272.4890 Fax: 705.272.4895 Email: detour@puc.net

PPSA REGISTRANTS	
9166-2114 QUEBEC INC. RAYMOND CHABOT acting on behalf and in the name of 9166-2114 QUEBEC INC. 600 Rue De La Gauchetiere Ouest, Suite 2000 Montreal, PQ H3B 4L8 16 Herve Street Victoriaville, PQ G6T 2A2	Jean-Francois Cusson - Raymond Chabot Tel: 514.858.3123 Fax: 450.682.6663
A.F. MacPHEE HOLDINGS LIMITED 580 Portland St. Dartmouth, NS B2W 2M3	Allen F. MacPhee Tel: 902-434-3757
ALLY CREDIT CANADA LIMITED / ALLY CREDIT CANADA LIMITEE GENERAL MOTORS ACCEPTANCE CORP. 900-333 Cote Vertu Boulevard Montreal, PQ H4R 2N1 P.O. Box 5000, Station D Etobicoke, ON M9A 5E3	Marc St-Onge Tel: 1-800-808-0258, ext. 8564824 Email: marc.st-onge@ally.com Tony Annunzi Email: tony.annunzi@ally.com
CANADIAN IMPERIAL BANK OF COMMERCE 135 Main Street Moncton, NB E1C 1B8	Tel: 506.859.3717 Fax: 506.859.6026
DE LAGE LANDEN FINANCIAL SERVICES CANADA INC. 100-1235 North Service Road W. Oakville, ON L6M 2W2	Faseeh Ahmad Tel: 905.465.3160 Fax: 905.465.3173 Email: fahmad@leasedirect.com
MITCHELL'S DRILLING EQUIPMENT LTD. 3105 Topham Rd. West Kelowna, BC V1Z 2J5	Tel: 250.769.0487 Fax: 250.769.0497 Email: aggressivediamonddrilling@silk.net
NATIONAL LEASING GROUP INC. 1525 Buffalo Place Winnipeg, MB R3T 1L9	Tel: 888.599.1966 Fax: 800.882.0560 Email: manitoba@nationalleasing.com

WILSON CHEVROLET LIMITED 100 Wilson Ave. New Liskeard, ON POJ 1P0	Tel: 705.647.4373 Fax: 705.647.3062
PENSION PLAN	
ASSUMPTION LIFE 770 Main Street Moncton, NB E1C 8L1	Justin Belliveau Tel: 506.869.9751 Fax: 506.853.5433 Email: justin.belliveau@assumption.ca
REAL PROPERTY/LEASING	
656970 N.B. Inc. / KLC Holdings 1199 Peter Avenue Bathurst, NB E2A 3A1	Kevin Comeau Tel: 506.548.9795 Email: klc@nb.aibn.com
GLENN MACDONALD PO Box 306 Gogama, ON POM 1W0	Glenn MacDonald Tel: 705.365.8904
TNG HOLDINGS LTD. 709 Richards Cres. Labrador City, NL A2V 1P4	Tom Delaney Tel: 709.282.6200
NORTHERN PROPERTIES (NPR LIMITED PARTNERSHIP) PO BOX 13426, Station A St. John's NL A1B 4B7	Karen Ghaney Tel: 709.757.2787
SUBASH RAMKARAN 864 Tamarack Drive Labrador City, NL A2V 2V6	Subash Ramkaran Tel: 709.282.5559
ROBERT SMITH 813 Hudson Drive Labrador City, NL A2V 1M4	Robert Smith Tel: 709.944.3781

PARTIES INVOLVED WITH THE APPLICANTS' INSURANCE PROGRAM	
Goguen Champlain Insurance/Assurance Goguen Champlain 1040 rue Champlain Street Suite 200 Dieppe, NB E1A 8L8	Sonia Lirette, CAIB Tel: 506.869.8239 Fax: 506-857-1809 Email: slirette@goguenchamplain.com Luc Caissie Tel: 506-857-0064
Strategic Underwriting Manager	serge.melanson@suminsurance.ca

GOVERNMENT AGENCIES AND MUNICIPALITIES	
Department of Justice Atlantic Regional Office Department of Justice Canada Suite 1400, Duke Tower 5251 Duke Street Halifax, NS B3J 1P3	
Ministry of the Attorney General (New Brunswick) Centennial Building P. O. Box 6000 Fredericton, NB E3B 5H1	
Ministry of the Attorney General (British Columbia) PO Box 9290 Stn Prov Govt Victoria, BC V8W 9J7	
Ministry of the Attorney General (Quebec) 1200, route de l'Église, 6e étage Québec City, QC G1V 4M1	
Department of Justice, Civil Division Government of Newfoundland and Labrador	Todd Stanley Tel: 709.729.2597 Fax: 709.729.2129 Email: toddstanley@gov.nl.ca

Canada Revenue Agency Moncton Tax Services Office P.O. Box 1070 Moncton, NB E1C 8P2	
Her Majesty the Queen in Right of the Province of New Brunswick as Represented by the Minister of Finance Centennial Building Room: 371, Floor: 3 P. O. Box 6000 Fredericton, NB E3B 5H1	
Her Majesty the Queen in Right of the Province of British Columbia as Represented by the Minister of Finance P.O. Box 9417 Stn Prov Govt Victoria, BC V8W 9V1	
Her Majesty the Queen in Right of the Province of Ontario as Represented by the Minister of Finance 33 King Street West, 6 th Floor PO Box 620 Oshawa, ON L1H 8E9	<u>Kevin J. O'Hara</u> <u>Email: kevin.ohara@ontario.ca</u>
Her Majesty the Queen in Right of the Province of Quebec as Represented by the Minister of Finance 12, rue Saint-Louis Québec (Québec) G1R 5L3	
Ministry of the Environment P. O. Box 5001 Moncton, NB E1C 8R3	
Her Majesty the Queen in Right of the Province of British Columbia as Represented by the Ministry of the Environment PO Box 9339 Station Prov Govt Victoria, BC V8W 9M1	

Her Majesty the Queen in Right of the province of Ontario as Represented by the Ministry of the Environment 720 Bay Street, 8th Floor Toronto, ON M7A 2S9	Jacqueline L. Wall Tel: (416) 325-8435 Fax: (416) 326-4181 Email: jacqueline.wall@ontario.ca Ananthan Sinnadurai Tel: (416) 326-4576 Email: ananthan.sinnadurai@ontario.ca
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GOVERNMENT AGENCIES AND MUNICIPALITIES	
Department of Justice Atlantic Regional Office Department of Justice Canada Suite 1400, Duke Tower 5251 Duke Street Halifax, NS B3J 1P3	
Ministry of the Attorney General (New Brunswick) Centennial Building P. O. Box 6000 Fredericton, NB E3B 5H1	
Ministry of the Attorney General (British Columbia) PO Box 9290 Stn Prov Govt Victoria, BC V8W 9J7	
Ministry of the Attorney General (Ontario) McMurtry-Scott Building 720 Bay Street, 11th Floor Toronto, ON M7A 2S9	Ananthan Sinnadurai Tel: 416-325-7982 Fax: 416-326-4181 Email: ananthan.sinnadurai@ontario.ca
Ministry of the Attorney General (Quebec) 1200, route de l'Église, 6e étage Québec City, QC G1V 4M1	

Department of Justice, Civil Division Government of Newfoundland and Labrador	Todd Stanley Tel: 709.729.2597 Fax: 709.729.2129 Email: toddstanley@gov.nl.ca
Canada Revenue Agency Moncton Tax Services Office P.O. Box 1070 Moncton, NB E1C 8P2	
Her Majesty the Queen in Right of the Province of New Brunswick as Represented by the Minister of Finance Centennial Building Room: 371, Floor: 3 P. O. Box 6000 Fredericton, NB E3B 5H1	
Her Majesty the Queen in Right of the Province of British Columbia as Represented by the Minister of Finance P.O. Box 9417 Stn Prov Govt Victoria, BC V8W 9V1	
Her Majesty the Queen in Right of the Province of Ontario as Represented by the Minister of Finance 33 King Street West, 6th Floor PO Box 620 Oshawa, ON L1H 8E9	<u>Kevin J. O'Hara</u> <u>Email: kevin.ohara@ontario.ca</u>
Her Majesty the Queen in Right of the Province of Quebec as Represented by the Minister of Finance 12, rue Saint-Louis Québec (Québec) G1R 5L3	
Ministry of the Environment P. O. Box 5001 Moncton, NB E1C 8R3	

Her Majesty the Queen in Right of the province of British Columbia as Represented by the Ministry of the Environment PO Box 9339 Station Prov Govt Victoria, BC V8W 9M1	
Her Majesty the Queen in Right of the province of Ontario as Represented by the Ministry of the Environment 720 Bay Street, 8 th Floor Toronto, ON M7A 2S9	Jacqueline L. Wall Tel: (416) 325-8435 Fax:(416) 326-4181 Email: jacqueline.wall@ontario.ca Ananthan Sinnadurai Tel: (416) 326-4576 Email: ananthan.sinnadurai@ontario.ca

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2.	Twelfth Report of the Monitor
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TAB 1

Cause No: M/M/114-12

IN THE COURT OF QUEEN'S BENCH OF
NEW BRUNSWICK

COUR DU BANC DE LA REINE DU
NOUVEAU-BRUNSWICK

TRIAL DIVISION

DIVISION DE PREMIERE INSTANCE
CIRCONSCRIPTION JUDICIAIRE DE

JUDICIAL DISTRICT OF MONCTON

BETWEEN:

ENTRE:

**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 LANDDRILL
INTERNATIONAL INC.
(A BRITISH COLUMBIA
CORPORATION), LANDDRILL
INTERNATIONAL LTD.
(A NEW BRUNSWICK CORPORATION),
LANDDRILL ATLANTIC LTD.
(A NEW BRUNSWICK CORPORATION),
LANDDRILL CONTRACT MINING LTD.
(A NEW BRUNSWICK CORPORATION),
LANDDRILL INTERNATIONAL MEXICO
S.A. DE C.V.
(A MEXICAN CORPORATION),
LANDDRILL INTERNATIONAL LLC (A
MONGOLIAN CORPORATION) and
LANDDRILL INTERNATIONAL INC. (A
BARBADOS CORPORATION)**

**AMENDED NOTICE OF MOTION
(FORM 37A)**

**AVIS DE MOTION
(Formule 37A)**

TO: All Parties on the Service List
attached as Schedule "A".

DESTINAIRE:

Ernst & Young Inc. (the "**Monitor**"), as
Monitor under the *Companies' Creditors
Arrangement Act*, R.S.C. 1985, c. C-36, as
amended (the "**CCAA**") of Landdrill
International Inc., Landdrill International
Ltd., Landdrill Atlantic Ltd., Landdrill
Contract Mining Ltd., Landdrill Mexico S.A.

de C.V., Landdrill International LLC, and Landdrill International Inc. (collectively, the "**Applicants**") will make a motion to the Court on the 29th day of April 2013 at 10:00 a.m. or as soon after that time as a motion can be heard, at the Moncton Court House, 145 Assumption Blvd., Moncton, New Brunswick, for an Order:

Le _____ demandera à la Cour à

Le _____, 20____, à _____ h,
d'ordonner:

1. Abridging and validating the timing and method of service and filing of the Notice of Motion, if necessary, so that this Motion is properly returnable, and so that further service thereof and the need to file a Record of Motion is dispensed with;
2. Approving an agreement of purchase and sale (the "**Purchase Agreement**") providing for the sale of the Notre Dame Building (as that term is defined below) and the transaction contemplated thereby (the "**Transaction**");
3. Vesting the Notre Dame Building in the Purchaser (as that term is defined in the Purchase Agreement) free and clear of all encumbrances;
4. Authorizing and directing the Monitor to pay the Clarus Fees (as that term is defined below) from the proceeds of sale currently held by the Monitor;
5. Sealing Confidential Appendix "A" to the Twelfth Report of the Monitor to be filed (the "**Twelfth Report**"); and
6. Such further and other relief as may be just and appropriate.

The grounds to be argued upon the hearing of the motion are as follows:

1. The Applicants were granted protection from their creditors under the CCAA pursuant to the Initial Order;

APPROVAL OF THE PURCHASE AGREEMENT

2. The Initial Order authorizes and directs the Monitor to, among other things, conduct the Sale Process (as that term is defined in the Initial Order) and to dispose of redundant or non-material assets not exceeding \$100,000.00 in any one transaction or \$1,000,000 in the aggregate.
3. The Monitor conducted a sale process to identify prospective purchasers of the property located at 75, rue Ontario, Notre-Dame-Du-Nord, Quebec, J0Z 3B0, including the building located thereon (the "**Notre Dame Building**");
4. The Monitor has negotiated the Purchase Agreement with the Purchaser;

5. All conditions precedent to closing other than obtaining Court approval have been satisfied or waived;

PAYMENT OF THE CLARUS FEE

6. The Applicants engaged Clarus Securities Inc. ("**Clarus**") to solicit interest for the purchase of the Applicants or certain of their assets pursuant to the engagement letter (the "**Clarus Engagement Letter**") dated August 2, 2012;
7. The Clarus Engagement Letter provides that certain fees are payable to Clarus in the event that a sale is consummated or announced;
8. In accordance with the Initial Order, the Monitor conducted the Sale Process with the assistance of Clarus and two sales were consummated; and

GENERAL

9. Such other grounds as are disclosed by the facts set out in the Twelfth Report.

Upon the hearing of the within motion, the Monitor intends to rely upon the following statutory provisions and rules, namely:

1. The provisions of the CCAA;
2. Rules 1.03, 2.01, 2.02, 3.01, 38 and 39 of the *Rules of Court*;
3. The inherent jurisdiction of this Honourable Court; and
4. Such further and other provisions as counsel may advise and this Honourable Court may permit.

Upon the hearing of the motion, the following affidavit or other documentary evidence will be presented or relied upon:

A l'audition de la motion, les affidavits ou les autres preuves littérales suivantes seront présentées:

1. The Twelfth Report and the Appendices and Confidential Appendix "A" thereto, to be filed;
2. The Orders of this Honourable Court in these proceedings;
3. All materials filed with this Honourable Court in these proceedings; and
4. Such further and other affidavits or documentary and other evidence as counsel may advise and this

Honourable Court may permit.

You are advised that:

- (a) You are entitled to issue documents and present evidence at the hearing in English or French or both;
- (b) The Applicant intends to proceed in the English language; and
- (c) If you intend to proceed in the other official language, an interpreter may be required and you must so advise the clerk at least 7 days before the hearing.

Sachez que:

- (a) Vous avez le droit d'émettre des documents et de présenter votre preuve à l'audience en français, en Anglais ou dans les deux langues;
- (b) Le à l'intention d'utiliser la langue Anglais; et
- (c) Si vous avez l'intention d'utiliser l'autre langue officielle, les services d'un interprète pourront être requis et vous devrez un aviser le greffier au moins 7 jours avant l'audience.

DATED at Toronto, Ontario, this 23rd day of April, 2013.

STIKEMAN ELLIOTT LLP
Lawyers for the Court-appointed
Monitor of the Applicants,
Ernst & Young Inc.

STIKEMAN ELLIOTT LLP

STIKEMAN ELLIOTT LLP
Barristers and Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1B9

Ashley John Taylor
Tel: (416) 869-5236
Fax: 416-947-0866
ataylor@stikeman.com

Schedule "A"

PARTIES WITH COUNSEL OF RECORD

LANDDRILL INTERNATIONAL INC.
(A BRITISH COLUMBIA
CORPORATION), **LANDDRILL
INTERNATIONAL LTD.** (A NEW
BRUNSWICK CORPORATION),
LANDDRILL ATLANTIC LTD. (A NEW
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INTERNATIONAL MEXICO S.A. DE
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LANDDRILL INTERNATIONAL LLC
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(A BARBADOS CORPORATION)

160 MacNaughton Avenue
Moncton, NB E1H 3L9

Attention: Ronald J. Goguen
Tel: 506.388.8100
Fax: 506.388.8990
Email: rongoguen@landdrill.com
Applicants

COUNSEL:

STEWART McKELVEY
44 Chipman Hill
Suite 1000, Brunswick House
Saint John, NB E2L 4S6

Stephen J. Hutchison
Tel: 506.632.1970
Fax: 506.652.1989
Email: shutchison@stewartmckelvey.com

ERNST & YOUNG INC. Ernst & Young Tower, 222 Bay Street Toronto, ON M5K 1 J7 Monitor	Paul D. Hickey Tel: 709.570.5404 Fax: 709.722.1758 Email: paul.d.hickey@ca.ey.com Steven J. McLaughlin steven.j.mclaughlin@ca.ey.com COUNSEL: STIKEMAN ELLIOTT LLP 5300 Commerce Court West 199 Bay Street Toronto, ON M5L 1B9 Ashley John Taylor Tel: 416.869.5236 Fax: 416.947.0866 Email: ataylor@stikeman.com AGENT: ELLSWORTH JOHNSON PHILLILPS 828 Main Street Moncton, NB E1C 8M7 Bruce Johnson Tel: (506) 857-8103 Fax: (506) 859-4219 Email: bruce.johnson@monctonlwyers.ca
NORREP CREDIT OPPORTUNITIES FUND, LP CROWN CAPITAL PARTNERS INC. 1704, 95 Wellington Street West Toronto, ON M5J 2N7 175, 601-10 Avenue SW Calgary, AB T2R 0B2 Attention: Chris Johnson Tel: 416.640.6715 Fax: 416.640.6722 Email: chris.johnson@crowncapital.ca	COUNSEL: MacPHERSON LESLIE & TYERMAN LLP 150, 410-22nd Street East Saskatoon, SASK S7K 5T6 D. Jeff Lee Tel: 306.975.7136 Fax: 306.975.7145 Email: jmlee@mlt.com

GE CANADA EQUIPMENT FINANCING G.P. GE CANADA ASSET FINANCING HOLDING COMPANY GE CANADA EQUIPMENT FINANCING & LEASING SERVICES GENERAL ELECTRIC CANADA EQUIPMENT FINANCE G.P. GENERAL ELECTRIC CANADA EQUIPMENT GE CANADA LEASING SERVICES COMPANY GE CAPITAL CANADA EQUIPMENT FINANCING & LEASING COMPANY GE TECHNOLOGY FINANCE GE VFS CANADA LIMITED PARTNERSHIP 1 Place Ville-Marie, Suite 1401 Montreal, PQ H3B 2B2 1100-1250 Rene- Levesque W. Montreal, QC H3B 4W8 239 Brownlow Avenue, Suite 204 Dartmouth, NS B3B 2B2 (collectively, the "GE Group of Companies")	<i>COUNSEL:</i> MILLER THOMSON One London Place 255 Queens Avenue, Suite 2100 London, ON N6A 5R8 Alissa K. Mitchell Tel: 519.931.3500 Fax: 519.858.8511 Email: Amitchell@millerthomson.com
FIRST INSURANCE FUNDING OF CANADA A Wintrust Company 20 Toronto St., Suite 700 Toronto, ON M5C 2B8	<i>COUNSEL:</i> McLEAN & KERR LLP Suite 2800 130 Adelaide Street West Toronto, ON M5H 3P5 G.F. (Gus) Camelino Tel: 416.369.6621 Fax: 416.366.8571 Email: gcamelino@mcleankerr.com

ROGER ROGERS 53 Berkshire Crescent Quispamsis, NB E2E 6B2 MICHAEL TRIPP 41 Irene Crescent Dieppe, NB E1A 7V4	COUNSEL: LAWSON CREAMER LAWYERS 133 Prince William Street, Suite 801 P.O. Box 6787, Station A Saint John, New Brunswick E2L 4S2 Kelly VanBuskirk Tel: 506.633.3535 Fax: 506.633.0465 Email: kvanbuskirk@lawsoncreamers.com
INFLIGHT DRILLING, S DE. R.L. DE C.V. and HD DRILLING, S DE R.L. DE C.V.	COUNSEL: COX & PALMER 644 Main Street, Suite 500 Moncton, NB E1C 1E2 Christian E. Michaud Tel: 506.856.9800 Fax: 506.856.8150 Email: cmichaud@coxandpalmer.com
CRITICAL SUPPLIERS	
SANDVIK MINING 100 Magill Street Lively, ON P3Y 1K7	Frank Mozzon Controller Tel: 705.692.7347 Fax: 705.692.5313 / 613.932.1734 Email: frank.mozzon@sandvik.com
USINAGE MARCOTTE INC. 180 des Distributeurs Val D'Or, Quebec J9P 6Y1	Hugues Marcotte Tel: 819.824.3977 Fax: 819.824.1077
M. BEAUREGARD EQUIPMENT INC. 8910 Boul. Industriel Chambly, Quebec J3L 4X3	Mario Beauregard Tel: 450.447.9009 Fax: 450.447.5284 Email: hydvaldor@cablevision.qc.ca
HYDRAULIC VAL d'OR 1050 Rue Leo Fournier Val D'Or, Quebec J9P 6X7	Tel: 819.825.8501 Fax: 819.825.2085
DETOUR MACHINING Box 1597, Highway 652 East Cochrane, ON POL 1C0	Tel: 705.272.4890 Fax: 705.272.4895 Email: detour@puc.net

PPSA REGISTRANTS	
9166-2114 QUEBEC INC. RAYMOND CHABOT acting on behalf and in the name of 9166-2114 QUEBEC INC. 600 Rue De La Gauchetiere Ouest, Suite 2000 Montreal, PQ H3B 4L8 16 Herve Street Victoriaville, PQ G6T 2A2	Jean-Francois Cusson - Raymond Chabot Tel: 514.858.3123 Fax: 450.682.6663
A.F. MacPHEE HOLDINGS LIMITED 580 Portland St. Dartmouth, NS B2W 2M3	Allen F. MacPhee Tel: 902-434-3757
ALLY CREDIT CANADA LIMITED / ALLY CREDIT CANADA LIMITEE GENERAL MOTORS ACCEPTANCE CORP. 900-333 Cote Vertu Boulevard Montreal, PQ H4R 2N1 P.O. Box 5000, Station D Etobicoke, ON M9A 5E3	Marc St-Onge Tel: 1-800-808-0258, ext. 8564824 Email: marc.st-onge@ally.com Tony Annunzi Email: tony.annunzi@ally.com
CANADIAN IMPERIAL BANK OF COMMERCE 135 Main Street Moncton, NB E1C 1B8	Tel: 506.859.3717 Fax: 506.859.6026
DE LAGE LANDEN FINANCIAL SERVICES CANADA INC. 100-1235 North Service Road W. Oakville, ON L6M 2W2	Faseeh Ahmad Tel: 905.465.3160 Fax: 905.465.3173 Email: fahmad@leasedirect.com
MITCHELL'S DRILLING EQUIPMENT LTD. 3105 Topham Rd. West Kelowna, BC V1Z 2J5	Tel: 250.769.0487 Fax: 250.769.0497 Email: aggressivediamonddrilling@silk.net

NATIONAL LEASING GROUP INC. 1525 Buffalo Place Winnipeg, MB R3T 1L9	Tel: 888.599.1966 Fax: 800.882.0560 Email: manitoba@nationalleasing.com
WILSON CHEVROLET LIMITED 100 Wilson Ave. New Liskeard, ON POJ 1P0	Tel: 705.647.4373 Fax: 705.647.3062
PENSION PLAN	
ASSUMPTION LIFE 770 Main Street Moncton, NB E1C 8L1	Justin Belliveau Tel: 506.869.9751 Fax: 506.853.5433 Email: justin.belliveau@assumption.ca
REAL PROPERTY/LEASING	
656970 N.B. Inc. / KLC Holdings 1199 Peter Avenue Bathurst, NB E2A 3A1	Kevin Comeau Tel: 506.548.9795 Email: klc@nb.aibn.com
GLENN MACDONALD PO Box 306 Gogama, ON POM 1W0	Glenn MacDonald Tel: 705.365.8904
TNG HOLDINGS LTD. 709 Richards Cres. Labrador City, NL A2V 1P4	Tom Delaney Tel: 709.282.6200
NORTHERN PROPERTIES (NPR LIMITED PARTNERSHIP) PO BOX 13426, Station A St. John's NL A1B 4B7	Karen Ghaney Tel: 709.757.2787
SUBASH RAMKARAN 864 Tamarack Drive Labrador City, NL A2V 2V6	Subash Ramkaran Tel: 709.282.5559
ROBERT SMITH 813 Hudson Drive Labrador City, NL A2V 1M4	Robert Smith Tel: 709.944.3781

PARTIES INVOLVED WITH THE APPLICANTS' INSURANCE PROGRAM	
Goguen Champlain Insurance/Assurance Goguen Champlain 1040 rue Champlain Street Suite 200 Dieppe, NB E1A 8L8	Sonia Lirette, CAIB Tel: 506.869.8239 Fax: 506-857-1809 Email: slirette@goguenchamplain.com Luc Caissie Tel: 506-857-0064
Strategic Underwriting Manager	serge.melanson@suminsurance.ca

GOVERNMENT AGENCIES AND MUNICIPALITIES	
Department of Justice Atlantic Regional Office Department of Justice Canada Suite 1400, Duke Tower 5251 Duke Street Halifax, NS B3J 1P3	
Ministry of the Attorney General (New Brunswick) Centennial Building P. O. Box 6000 Fredericton, NB E3B 5H1	
Ministry of the Attorney General (British Columbia) PO Box 9290 Stn Prov Govt Victoria, BC V8W 9J7	
Ministry of the Attorney General (Quebec) 1200, route de l'Église, 6e étage Québec City, QC G1V 4M1	

Department of Justice, Civil Division Government of Newfoundland and Labrador	Todd Stanley Tel: 709.729.2597 Fax: 709.729.2129 Email: toddstanley@gov.nl.ca
Canada Revenue Agency Moncton Tax Services Office P.O. Box 1070 Moncton, NB E1C 8P2	
Her Majesty the Queen in Right of the Province of New Brunswick as Represented by the Minister of Finance Centennial Building Room: 371, Floor: 3 P. O. Box 6000 Fredericton, NB E3B 5H1	
Her Majesty the Queen in Right of the Province of British Columbia as Represented by the Minister of Finance P.O. Box 9417 Stn Prov Govt Victoria, BC V8W 9V1	
Her Majesty the Queen in Right of the Province of Ontario as Represented by the Minister of Finance 33 King Street West, 6 th Floor PO Box 620 Oshawa, ON L1H 8E9	Kevin J. O'Hara Email: kevin.ohara@ontario.ca
Her Majesty the Queen in Right of the Province of Quebec as Represented by the Minister of Finance 12, rue Saint-Louis Québec (Québec) G1R 5L3	
Ministry of the Environment P. O. Box 5001 Moncton, NB E1C 8R3	

Her Majesty the Queen in Right of the Province of British Columbia as Represented by the Ministry of the Environment PO Box 9339 Station Prov Govt Victoria, BC V8W 9M1	
Her Majesty the Queen in Right of the province of Ontario as Represented by the Ministry of the Environment 720 Bay Street, 8 th Floor Toronto, ON M7A 2S9	Jacqueline L. Wall Tel: (416) 325-8435 Fax:(416) 326-4181 Email: jacqueline.wall@ontario.ca Ananthan Sinnadurai Tel: (416) 326-4576 Email: ananthan.sinnadurai@ontario.ca

TAB 2

**TWELFTH REPORT OF
THE MONITOR - TO BE
PROVIDED**

TAB 3

IN THE COURT OF QUEEN'S BENCH OF NEW BRUNSWICK

TRIAL DIVISION

JUDICIAL DISTRICT OF MONCTON

**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 LANDDRILL INTERNATIONAL INC.
(A BRITISH COLUMBIA CORPORATION), LANDDRILL INTERNATIONAL LTD.
(A NEW BRUNSWICK CORPORATION), LANDDRILL ATLANTIC LTD.
(A NEW BRUNSWICK CORPORATION), LANDDRILL CONTRACT MINING LTD.
(A NEW BRUNSWICK CORPORATION),
LANDDRILL INTERNATIONAL MEXICO S.A. DE C.V.
(A MEXICAN CORPORATION),
LANDDRILL INTERNATIONAL LLC (A MONGOLIAN CORPORATION) and
LANDDRILL INTERNATIONAL INC. (A BARBADOS CORPORATION)**

(the "Applicants")

**ORDER
(Re: Approval of Sale of Notre Dame Building)**

WHEREAS the motion of Ernst & Young Inc., the Court-appointed Monitor of the Applicants (the "**Monitor**"), seeking, *inter alia*, the approval of an agreement of purchase and sale substantially in the form attached to the Twelfth Report of the Monitor, as it may be amended from time to time (hereinafter defined as the "**Purchase Agreement**") and the transaction contemplated thereby and vesting in the Purchaser (as defined in the Purchase Agreement) the Seller's right, title and interest in and to the Property (as defined below), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), was heard this 29th day of April, 2013 at 145 Assumption Blvd., Moncton, New Brunswick.

ON READING the Monitor's Twelfth Report dated April [●], 2013 (the "**Twelfth Report**") and the Appendices and Confidential Appendix thereto and the Brief on Motion of the Monitor;

AND UPON HEARING:

Ashley John Taylor, Counsel for the Monitor;

Stephen J. Hutchison, Counsel for the Applicants;

Jeffrey M. Lee, Counsel for Norrep Credit Opportunities Fund and Crown Capital Partners Inc.; and

Alissa K. Mitchell, Counsel for GE Canada Equipment Financing, GP;

no one appearing for any other person on the Service List, although properly served as appears from the affidavit of service, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the 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.

DEFINED TERMS

2. **THIS COURT ORDERS** that any capitalized term used but not defined herein shall have the meaning ascribed to such term in the Purchase Agreement.

APPROVAL OF PURCHASE AGREEMENT

3. **THIS COURT ORDERS** that the Purchase Agreement, as it may be amended from time to time, and the Transaction contemplated thereunder are hereby approved, provided that no material negative amendments to the economic terms shall be made without further order of this Court. The Monitor is hereby authorized and directed to execute the Purchase Agreement for and on behalf of Landdrill International Ltd.
4. **THIS COURT ORDERS** that the Monitor, for and on behalf of the Applicants, and the applicable Applicants are hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Property (as defined in paragraph 6(i) below) and the Personal Property (as defined in paragraph 7(i) below) to the Purchaser, including any steps necessary or desirable to satisfy and/or comply with any applicable laws, regulations or orders of any courts, tribunals, regulatory bodies or administrative bodies in the jurisdiction in which the Property (as defined in paragraph 6(i) below) and the Personal Property (as defined in paragraph 7(i) below) is located.
5. **THIS COURT ORDERS** that the Monitor may make such amendments to the Purchase Agreement as it considers necessary or desirable, provided that it shall not make any material negative changes to any economic terms including, without limiting the generality of the foregoing, any terms dealing with the Purchase Price or Deposit.

VESTING OF ASSETS

6. **THIS COURT ORDERS** the Land Registrar of the Land Registry Office for the Registration Division of Témiscamingue, upon presentation of (a) a Monitor's certificate

to the Purchaser substantially in the form attached as Schedule “A” (the “**Monitor’s Certificate**”), (b) a deed of sale, (c) a copy of this Order, and (d) the required application for registration, and upon payment of the prescribed fees, but without the necessity to file a certificate of non-appeal,

- (i) to proceed with an entry on the index of immovables to register this Order transferring to the Purchaser all of the rights, title and interest of the Seller, in and to:

an immovable situated in the City of Notre-Dame-du-Nord, Province of Québec, known and designated as lot number TWO MILLION EIGHT HUNDRED FIFTY THOUSAND FOUR HUNDRED SEVENTEEN (2 850 417) of the Cadastre of Québec, Registration Division of Témiscamingue with all buildings thereon erected bearing civic address 75 Ch. Ontario, city of Notre-Dame-du-Nord, province of Québec, G9H 2V8 (the “**Property**”); and

- (ii) to proceed with the radiation and cancellation of any and all Encumbrances (as that term is defined below).

7. **THIS COURT ORDERS** the Registrar of Personal and Movable Real Rights for the Registration Division of Témiscamingue, upon presentation of (a) a Monitor’s certificate to the Purchaser substantially in the form attached as Schedule “A” (the “**Monitor’s Certificate**”), (b) a deed of sale, (c) a copy of this Order, and (d) the required application for registration, and upon payment of the prescribed fees, but without the necessity to file a certificate of non-appeal,

- (i) to proceed with an entry on the index of movables to register this Order transferring to the Purchaser all of the rights, title and interest of the Seller, in and to:

movables situated in the City of Notre-Dame-du-Nord, Province of Québec, on the property known and designated as lot number TWO MILLION EIGHT HUNDRED FIFTY THOUSAND FOUR HUNDRED SEVENTEEN (2 850 417) of the Cadastre of Québec, Registration Division of Témiscamingue with all buildings thereon erected bearing civic address 75 Ch. Ontario, city of Notre-Dame-du-Nord, province of Québec, G9H 2V8 (the “**Personal Property**”); and

- (ii) to proceed with the radiation and cancellation of any and all Encumbrances (as that term is defined below).

8. **THIS COURT ORDERS AND DECLARES** that upon registration of this Order pursuant to paragraph 6 above, all of the Seller’s right, title and interest in and to the Property and the Personal Property shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the “**Claims**”) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Chief Justice Smith dated August 31, 2012; and (ii) all charges, security interests or claims evidenced by registrations in the index of immovables, the index of movables, or any other real or personal property registry systems (all of which are collectively referred to as the “**Encumbrances**”) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Property and the Personal Property are hereby expunged and discharged as against the Property and the Personal Property.

PAYMENT OF PURCHASE PRICE

9. **THIS COURT ORDERS** that on the date of signing of the deed of sale, the Purchaser shall pay the Purchase Price to the Monitor. For the purposes of determining the nature and priority of the Encumbrances, the net proceeds from the sale of the Property and the Personal Property shall stand in the place and stead of the Property and the Personal Property, and that from and after the delivery of the Monitor's Certificate, all Claims shall attach to the net proceeds from the sale of the Property and the Personal Property with the same priority as they had with respect to the Property and the Personal Property immediately prior to the sale, as if the Property and the Personal Property had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.
10. **THIS COURT ORDERS AND DIRECTS** the Monitor to deliver a copy of the Monitor's Certificate to the Purchaser and, forthwith after delivery thereof, file with the Court a copy of the Monitor's Certificate.
11. **THIS COURT ORDERS** that the Monitor may rely on written notices from the Seller and the Purchaser regarding fulfillment or, if applicable, waiver of conditions to closing of the Transaction under the Purchase Agreement and shall have no liability with respect to delivery of the Monitor's Certificate.
12. **THIS COURT ORDERS** that, notwithstanding:
 - (i) the pendency of these proceedings;

- (ii) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of any of the Seller and any bankruptcy order issued pursuant to any such applications; and
- (iii) any assignment in bankruptcy made in respect of any of the Seller;

the vesting of the Property and the Personal Property in the Purchaser pursuant to this Order and the obligations of the Seller under the Purchase Agreement shall be binding on any trustee in bankruptcy that may be appointed in respect of the Seller and shall not be void or voidable by creditors of the Seller, nor shall any of them constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall any of them constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

13. **THIS COURT ORDERS AND DECLARES** that the Transaction is exempt from any requirement under any applicable federal or provincial law to obtain shareholder approval and is exempt from the application of the *Bulk Sales Act* (Ontario) or any equivalent or applicable legislation under any other province or territory.

SEALING ORDER

14. **THIS COURT ORDERS** that Confidential Appendix “A” to the Twelfth Report be kept sealed, confidential and not form part of the public record, but rather shall be placed, separate and apart from all other contents of the Court file, in a sealed envelope attached

to a notice which sets out the title of these proceedings and a statement that the contents are subject to a sealing order and shall only be opened upon further order of the Court.

AID AND RECOGNITION

15. **THIS COURT ORDERS** that this Approval and Vesting Order shall have full force and effect in all provinces and territories in Canada against all persons, firms, corporations, and governmental, municipal and regulatory authorities against whom it may otherwise be enforceable.
 16. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, Mongolia or Barbados to give effect to this Order and to assist the Seller and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.
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Schedule "A"
Form of Monitor's Certificate

Court File No. M/M/114-12

IN THE COURT OF QUEEN'S BENCH OF NEW BRUNSWICK

TRIAL DIVISION

JUDICIAL DISTRICT OF MONCTON

**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 LANDDRILL INTERNATIONAL INC.
(A BRITISH COLUMBIA CORPORATION), LANDDRILL INTERNATIONAL LTD.
(A NEW BRUNSWICK CORPORATION), LANDDRILL ATLANTIC LTD.
(A NEW BRUNSWICK CORPORATION), LANDDRILL CONTRACT MINING LTD.
(A NEW BRUNSWICK CORPORATION),
LANDDRILL INTERNATIONAL MEXICO S.A. DE C.V.
(A MEXICAN CORPORATION),
LANDDRILL INTERNATIONAL LLC (A MONGOLIAN CORPORATION) and
LANDDRILL INTERNATIONAL INC. (A BARBADOS CORPORATION)
(the "Applicants")**

MONITOR'S CERTIFICATE

(Re: Notre Dame Building Purchase Agreement)

RECITALS

- A. Pursuant to an Order of the Honourable Chief Justice Smith of the Court of Queen's Bench of New Brunswick (the "**Court**") dated August 31, 2012, Ernst & Young Inc. was appointed as the monitor (the "**Monitor**") of, *inter alia*, Landdrill International Ltd. (the "**Seller**").
- B. Unless otherwise indicated herein, capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the agreement of purchase and

sale made as of March 22, 2013 (the “**Purchase Agreement**”) between the Seller and Sylvain Girard (the “**Purchaser**”).

- C. Pursuant to an Order of the Court dated April [29], 2013, (the “**Approval and Vesting Order**”) the Court approved the Purchase Agreement and provided for, among other things, the vesting in the Purchaser of the Seller’s right, title and interest in and to the Property (as that term is defined in the Approval and Vesting Order), and which directed the Monitor to deliver to the Purchaser and file with the Court a certificate certifying (a) receipt of the Purchase Price by the Monitor; and (b) receipt of confirmation from the Seller and the Purchaser that the conditions precedent to Closing have been satisfied or waived by the Seller and the Purchaser, as applicable.

THE MONITOR CERTIFIES the following:

1. The Monitor has received the Purchase Price for the Property payable on the Closing Date pursuant to the Purchase Agreement;
2. The Monitor has received written confirmation from the Seller and the Purchaser that the conditions precedent to Closing have been satisfied or waived by the Seller and the Purchaser, as applicable; and
3. This Monitor’s Canadian Certificate was delivered by the Monitor to the Purchaser at _____ [TIME] on _____ [DATE].

**Ernst & Young Inc., in its capacity as the
Court-appointed Monitor of the Applicants
and not in its personal capacity**

Per: _____

Name:

Title:

TAB 4

IN THE COURT OF QUEEN'S BENCH OF NEW BRUNSWICK

TRIAL DIVISION

JUDICIAL DISTRICT OF MONCTON

**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 LANDDRILL INTERNATIONAL INC.
(A BRITISH COLUMBIA CORPORATION), LANDDRILL INTERNATIONAL LTD.
(A NEW BRUNSWICK CORPORATION), LANDDRILL ATLANTIC LTD.
(A NEW BRUNSWICK CORPORATION), LANDDRILL CONTRACT MINING LTD.
(A NEW BRUNSWICK CORPORATION),
LANDDRILL INTERNATIONAL MEXICO S.A. DE C.V.
(A MEXICAN CORPORATION),
LANDDRILL INTERNATIONAL LLC (A MONGOLIAN CORPORATION) and
LANDDRILL INTERNATIONAL INC. (A BARBADOS CORPORATION)**

(the "Applicants")

**ORDER
(Re: Payment of Clarus Fees)**

WHEREAS the motion of Ernst & Young Inc., the Court-appointed Monitor of the Applicants (the "**Monitor**"), seeking, *inter alia*, the approval of the payment of certain fees to Clarus Securities Inc. ("**Clarus**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), was heard this 29th day of April, 2013 at 145 Assumption Blvd., Moncton, New Brunswick.

ON READING the Monitor's Twelfth Report dated April [●], 2013 (the "**Twelfth Report**") and the Appendices and Confidential Appendix thereto and the Brief on Motion of the Monitor;

AND UPON HEARING:

Ashley John Taylor, Counsel for the Monitor;

Stephen J. Hutchison, Counsel for the Applicants;

Jeffrey M. Lee, Counsel for Norrep Credit Opportunities Fund and Crown Capital Partners Inc.; and

Alissa K. Mitchell, Counsel for GE Canada Equipment Financing, GP;

no one appearing for any other person on the Service List, although properly served as appears from the affidavit of service, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the 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.

PAYMENT OF THE CLARUS FEES

2. **THIS COURT ORDERS** that the Monitor is authorized and directed to pay Clarus, in full and final satisfaction of the payments contemplated by the engagement letter dated August 2, 2012 between Landdrill International Inc. and Clarus, the following amounts, which amounts include HST:
 - (a) \$137,572.47 from the proceeds of the sale of the Canadian Assets, as that term is defined in the Twelfth Report of the Monitor dated April 24, 2013; and

- (b) \$28,319.72 from the proceeds of the sale of the Mongolian Assets, as that term is defined in the Fourth Report of the Monitor dated November 6, 2012.

AID AND RECOGNITION

3. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, Mongolia or Barbados to give effect to this Order and to assist the Seller and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.
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