

I hereby certify this to be a true copy of
the original Order
Dated this 27 day of Feb 2019
for Clerk of the Court



COURT FILE NO.

1801-09188

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

PLAINTIFF

THIRD EYE CAPITAL CORPORATION

DEFENDANTS

RANCH ENERGY CORPORATION,
OPSMOBIL INC., 1734163 ALBERTA INC.,
1859821 ALBERTA INC., OPSMOBIL GROUP
INC., OPSMOBIL CONSTRUCTION INC.,
OPSMOBIL ENERGY SERVICES INC., AIR
DALLAIRE LTD., and K.L. CAPITAL CORP.

DOCUMENT

CONSENT ORDER

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF THE
PARTY FILING THIS DOCUMENT

BENNETT JONES LLP
Barristers and Solicitors
4500 Bankers Hall East
855 – 2 Street SW
Calgary, AB T2P 4K7

Attention: Kelsey Meyer
Telephone No.: 403-298-3323
Fax No.: 403-265-7219
Client File No.: 78704.1

DATE ON WHICH ORDER WAS
PRONOUNCED:

26 February, 2019

LOCATION OF HEARING:

Calgary Courts Centre
601 5th Street SW
Calgary, Alberta T2P 5P7

NAME OF JUSTICE WHO MADE
THIS ORDER:

The Honourable Madam Justice B. E. C.
Romaine

UPON THE APPLICATION of ECN Aviation Inc. ("**ECN**"); AND UPON having read the Affidavit of Algis Vaitonis sworn November 18, 2018, the Affidavit of Service of Allison Endersby filed November 29, 2018, the Second Affidavit of Algis Vaitonis sworn November 25, 2018, the Brief of ECN filed November 19, 2018, the Supplemental Brief of ECN filed December 13, 2018, the Seventh Affidavit of Mark Horrox sworn November 27, 2018, the Brief of Third Eye Capital Corporation ("**Third Eye**") filed November 27, 2018, the Supplemental Brief of Third Eye filed December 17, 2018, and the Affidavit of Lindsay Sleeman filed December 17, 2018; AND UPON hearing from counsel for ECN, counsel for Third Eye, counsel for Ernst & Young Inc. as the court-appointed receiver of the assets of the Defendants to this Action (the "**Receiver**"), and other interested parties; AND UPON noting that the Service List has been served with this application and the materials filed in support thereof; AND UPON noting the consent of counsel for the Receiver and counsel for Third Eye; AND UPON being advised that counsel for Canada Revenue Agency ("**CRA**") has approved this form of Order as it relates to CRA; AND UPON being advised that Airborne Energy Solutions Inc., Rilpa Enterprises Inc. and Classic Helicopters Ltd. take no position with respect to this Order; IT IS HEREBY ORDERED AND DECLARED THAT:

1. Subject to a determination of the priority and entitlement of the deemed trust claim of CRA as contemplated in paragraph 6(c) hereof, ECN has a first-priority security interest in the following:

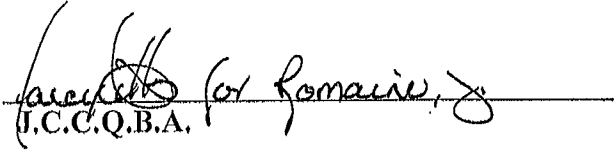
One (1) 1998 Eurocopter model AS350BA-FX-2 aircraft bearing manufacturer's serial number 3100 and Canadian registration mark C-FXHP, including one (1) Lycoming (Honeywell) model LTS101-700D2 engine bearing manufacturer's serial number LE-43005C

("C-FXHP"); and all parts, accessories, appliances, appurtenances, components, furnishings, instruments, modules, navigational and communications equipment and all other goods, tangibles, personal property and other equipment of whatever nature that may from time to time be incorporated or installed in or attached to the airframe, engine or auxiliary power unit of C-FXHP, as the case may be, and all records, logs, maintenance records, manuals, technical data, training aids, computer software, and other materials relating to the airframe, engine, propellers or auxiliary power unit of C-FXHP, as the case

may be, and any property substituted for any of the foregoing (together with C-FXHP, the "Aircraft").

2. ECN was entitled to seize the Aircraft on May 11, 2018, and its seizure of the Aircraft on May 11, 2018 is authorized and valid.
3. ECN is authorized to immediately take possession of and market and sell the Aircraft in a commercially reasonable manner, without further Order of this Honourable Court, in accordance with the provisions of the *Personal Property Security Act*, RSA 2000 c P-7 and the *International Interests in Mobile Equipment (aircraft equipment) Act*, SC 2005, c 3.
4. The Receiver, the debtors (being the Respondents to this Action), the bailees of the Aircraft and all other persons and entities are directed to cooperate in permitting ECN to take possession of the Aircraft, including but not limited to all journey log books and component log cards for the Aircraft, forthwith, without delay or disruption.
5. Upon the closing of any sale or sales of the Aircraft, counsel for ECN shall hold the proceeds of sale of the Aircraft in trust, pending:
 - (a) the Receiver paying in full the deemed trust claim of CRA as against OpsMobil Group Inc. for unremitted source deductions pursuant to subsections 227(4) and (4.1) of the *Income Tax Act*, RSC 1985 c 1 (5th Supp.);
 - (b) ECN and CRA reaching agreement as to the disposition of the proceeds of sale of the Aircraft; or
 - (c) a further Order of this Honourable Court determining priority and entitlement to the proceeds of sale of the Aircraft, as between CRA, ECN, and the Receiver with respect to any other claims to the proceeds of sale of the Aircraft.
6. For further certainty:
 - (a) nothing in paragraph 6(c) of this Order shall change the priority of ECN's security interest over the Aircraft as set out in paragraph 1 hereof, other than an Order of this Honourable Court granting priority to CRA's claim;

- (b) paragraph 6 of this Order is without prejudice to all rights of ECN to challenge the validity and priority of any claim by CRA to the proceeds of sale of the Aircraft.


J.C.C.Q.B.A. for Romain

CONSENTED TO:

BORDEN LADNER GERVAIS LLP

CONSENTED TO:

STIKEMAN ELLIOTT LLP

Per:

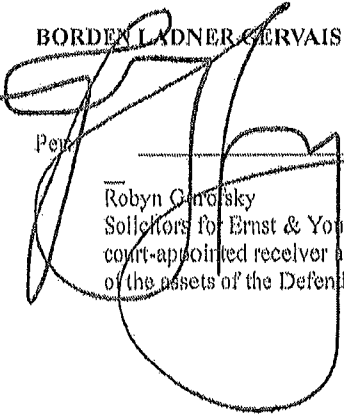
Robyn Gurofsky
Solicitors for Ernst & Young Inc., the
court-appointed receiver and manager
of the assets of the Defendants

Per:

Nathalie Nouvet
Solicitors for Third Eye Capital
Corporation

CONSENTED TO:

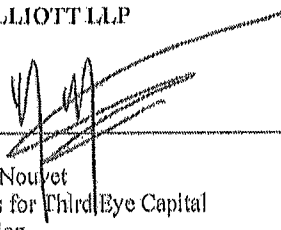
~~BORDEN LADNER GERVAIS LLP~~

Per: 

Robyn Garofsky
Solicitors for Ernst & Young Inc., the
court-appointed receiver and manager
of the assets of the Defendants

CONSENTED TO:

STIKEMAN ELLIOTT LLP

Per: 

Nathalie Nouvet
Solicitors for Third Eye Capital
Corporation