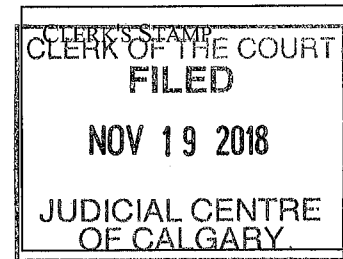


FORM 27
[RULES 6.3 AND 10.52(1)]



COURT FILE NO.	1801-09188
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
APPLICANT	THIRD EYE CAPITAL CORPORATION
RESPONDENTS	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	<u>APPLICATION FOR ORDER FOR POSSESSION OF AIRCRAFT</u>
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

NOTICE TO RESPONDENTS: To the Service List attached as Schedule "A"

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the Justice.

To do so, you must be in Court when the application is heard as shown below:

Date:	Wednesday, November 28, 2018
Time:	11:00 a.m.

Where: Calgary Courts Centre
601 – 5 Street SW
Calgary, AB T2P 5H1

Before Whom: The Honourable Madam Justice B. E. C. Romaine,
as scheduled on the Commercial List

Go to the end of this document to see what else you can do and when you must do it.

Remedy claimed or sought:

1. The applicant, ECN Aviation Inc. ("ECN"), seeks from this Honourable Court an Order:

- (a) declaring service of this Application good and sufficient, and abridging the time for notice of this Application to the time actually given, if necessary;
- (b) declaring that 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 installed on the airframe bearing manufacturer's serial number LE-43005C

("C-FXHP"); and

One (1) 2000 Eurocopter model EC120B aircraft bearing manufacturer's serial number 1057 and Canadian registration mark C-GEMU, including one (1) Turbomeca model Arrius 2F engine installed on the airframe bearing manufacturer's serial number 34069

("C-GEMU");

and all parts, accessories, appliances, appurtenances, components, furnishings, instruments, modules, navigational and communications equipment and all other goods, tangible, personal property and other equipment of whatever nature that may from time to time be incorporated or installed in or attached to the foregoing airframes, engines or auxiliary power unit, as the case may be, and all records, logs, maintenance records, manuals, technical data, training aids, computer software, and other materials relating to the airframes, engines, propellers or auxiliary power unit, as the case may be, and any property substituted for any of the foregoing

(collectively, the "**Aircraft**"), and for certainty, including any parts, accessories, appliances, appurtenances, components, furnishings, instruments, modules, navigational and communications equipment and all other goods, tangibles,

personal property and other equipment from the Aircraft that have been removed from the Aircraft or installed on other Aircraft;

- (c) declaring that ECN was entitled to seize the Aircraft on May 11, 2018 and that ECN's seizure of the Aircraft on May 11, 2018 is authorized and valid;
- (d) authorizing ECN to immediately take possession of the Aircraft;
- (e) directing the Receiver, the debtors (being the Respondents to this Action), the bailees of the Aircraft and all other persons and entities to cooperate in permitting ECN to take possession of the Aircraft, forthwith, without delay or disruption, including but not limited to all journey log books and component log cards for the Aircraft;
- (f) declaring that the Aircraft that were seized on May 11, 2018 on behalf of ECN are not subject to the provisions of any of:
 - (i) the Interim Stay Order filed July 4, 2018 (the "**Interim Stay Order**") in the *Companies' Creditors Arrangement Act* ("**CCAA**") proceedings in relation to the Respondents to this Action including OpsMobil Group Inc. ("**OMGI**"), Court File No. 1801-09424 (the "**CCAA Proceedings**");
 - (ii) the Initial Order filed July 6, 2018 in the CCAA Proceedings (the "**CCAA Initial Order**");
 - (iii) the Receivership Order filed in this Action on July 19, 2018; or
 - (iv) the Amended Receivership Order filed in this Action on August 7, 2018;including, but not limited to:
 - (A) the stays of proceedings imposed by each of the Interim Stay Order, the Initial Order, the Receivership Order and the Amended Receivership Order;
 - (B) the Receiver's Charge and the Receiver's Borrowings Charge (each as defined in the Receivership Order); and

(C) the Interim Lenders' Charge, the Administration Charge and the Directors' Charge (each as defined in the CCAA Initial Order);

(g) declaring that ECN is authorized to 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.

in substantially the form attached hereto as **Schedule "B"**; and

2. Such further and other relief as counsel may advise and this Honourable Court may permit.

Grounds for making this application:

The Loan Agreement

3. On March 28, 2014, Element Financial Corporation, the predecessor in interest to ECN (the "**Lender**") entered into an Aircraft Loan Agreement (the "**Loan Agreement**") with OMGI, then known as Gemini Helicopters Inc. (the "**Borrower**"). Under the Loan Agreement, the Lender provided the Borrower with a loan of up to CDN \$1,600,000.00 to be used by the Borrower exclusively for the purposes of financing the acquisition of C-FXHP and refinancing C-GEMU.
4. On March 28, 2014, the Lender entered into an Aircraft Security Agreement (the "**Security Agreement**") with the Borrower. Under the Security Agreement, the Borrower granted the Lender a first priority security interest in the Aircraft and other collateral.

The Loan

5. In or about March 2014, the Lender advanced funds to the Borrower in accordance with the Loan Agreement, to finance C-FXHP and to refinance C-GEMU.

The Security Registrations

6. ECN has registered its security interest against each of the Aircraft at the Alberta Personal Property Registry and at the International Registry, in accordance with the *International Interests in Mobile Equipment (aircraft equipment) Act*, S.C. 2005, c.3 (the "**Aircraft**

Objects Act"), and the *Convention on International Interests in Mobile Equipment and the Protocol to the Convention on International Interests in Mobile Equipment on Matters Specific to Aircraft Equipment* (the "**Cape Town Convention**").

7. ECN has a perfected security interest over each of the Aircraft in first priority to any other creditors of the Borrower.

Events of Default

8. Due to a number of events of default pursuant to the Loan Agreement, on or about April 17, 2018 ECN demanded that the Borrower repay the entire indebtedness pursuant to the Loan Agreement, failing which ECN would enforce its security in accordance with the agreements between the Lender and the Borrower. The Borrower failed to repay the entire indebtedness owed to ECN pursuant to the Loan Agreement.

Seizure of Collateral

9. On or about May 11, 2018, ECN, by way of its civil enforcement agent, seized the Aircraft, including all parts belonging to the Aircraft, on a bailee's undertaking, in each case, and seized and took possession of log books, component log cards and records in relation to the Aircraft.
10. ECN subsequently determined that the journey log books and component log cards for C-FXHP were not included in the records provided to the civil enforcement agent by OMGI pursuant to the seizure of the same.
11. On or about July 6, 2018, ECN, by way of its civil enforcement agent, attended at the locations of each of the Aircraft, each of which remained seized on a bailee's undertaking, to take possession of the Aircraft and to serve a Notice of Intention of Disposition of Collateral with respect to each of the Aircraft. At that time, the Borrower or its agents provided the civil enforcement agents with a copy of an Interim Stay Order that had been granted in the CCAA Proceedings on July 4, 2018 and advised that the civil enforcement agents were stayed from taking possession of the seized Aircraft. As such, the civil enforcement agents refrained from taking possession of the Aircraft.

12. Pursuant to the *Aircraft Objects Act* and the Cape Town Convention adopted pursuant thereto:
- (a) the stay of proceedings in favour of OMGI pursuant to the Interim Stay Order, or any subsequent Order of this Honourable Court granting a stay of proceedings in favour of OMGI, does not apply to the Aircraft secured in favour of ECN or to ECN's ability to take possession of the Aircraft in accordance with its security;
 - (b) upon the occurrence of an insolvency-related event, including in this case the granting of the Interim Stay Order, Ernst & Young Inc. ("EYI") as insolvency administrator is required to give possession of the Aircraft to ECN as creditor no later than the earlier of: (i) the end of 60 calendar days; and (ii) the date on which ECN would be entitled to possession of the Aircraft if Article XI of the Cape Town Convention did not apply (in other words, immediately, in the circumstances where ECN had already seized the Aircraft prior to any insolvency-related event of OMGI);
 - (c) unless and until ECN is given the opportunity to take possession of the Aircraft, EYI as insolvency administrator is required to preserve the Aircraft and maintain them and their value in accordance with the Loan Agreement and the Security Agreement. ECN has expressed its concern to counsel for the Receiver that the value of these Aircraft deteriorates over time, particularly if left dormant;
 - (d) ECN can take possession or control of or sell the Aircraft upon an event of default, as agreed upon between the parties in their agreements, and also provides that ECN can apply for a court order authorizing or directing this relief. Article 13 of the Cape Town Convention provides for speedy relief from a court for an order allowing ECN to obtain possession, custody or control, and preservation of the Aircraft.
13. ECN's counsel has written to counsel for OMGI (during the CCAA Proceedings), counsel for Third Eye Capital Corporation (a secured creditor of OMGI with a secured claim over the Aircraft subordinate to ECN's secured claim over the Aircraft), and EYI (both in its capacity as Monitor pursuant to the CCAA Proceedings and in its capacity as Receiver in

the within proceedings) to request their consent to an Order directing that ECN and the Aircraft are not subject to the Interim Stay Order, the CCAA Initial Order, the Receivership Order or the Amended Receivership Order, and that ECN is permitted to take possession of the Aircraft (including all of their component parts) for the purpose of marketing and selling the same, and that the log books and component log cards for C-FXHP which were not provided to the civil enforcement agency at the time of seizure of the same on May 11, 2018 be delivered to ECN.

14. Other than with respect to a third party's claim over the engine for C-FXHP, ECN has not received any response to those requests.
15. Upon gaining possession of the Aircraft, ECN intends to market and sell the Aircraft in a commercially reasonable matter in accordance with the applicable legislation.
16. ECN has gained no benefit as a result of the CCAA Proceedings or the receivership of OMGI. To the contrary, ECN had already seized the Aircraft long before the CCAA Proceedings, the receivership of OMGI or any court-ordered stay of proceedings.
17. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

18. The Affidavit of Algis Vaitonis sworn November 18, 2018, filed herewith.
19. The materials previously filed in these proceedings and in the *Companies' Creditors Arrangement Act* proceedings in relation to OMGI, Court File No. 1801-09424.

Applicable rules:

20. The *Alberta Rules of Court*, AR 124/2010, and in particular Rules 1.3, 3, 6.3, 6.4, 11.27, 11.29 and 13.5.
21. Such further and other rules as counsel may advise and this Honourable Court permits.

Applicable Acts and regulations:

22. The *International Interests in Mobile Equipment (aircraft equipment) Act*, S.C. 2005, c.3 and the *Convention on International Interests in Mobile Equipment and the Protocol to the Convention on International Interests in Mobile Equipment on Matters Specific to Aircraft Equipment* adopted and given force and effect in Canada pursuant thereto.
23. The *Bankruptcy and Insolvency Act*, RSC 1985 c B-3 as amended, and in particular Part XI thereof.
24. The *Companies' Creditors Arrangement Act*, RSC 1985 c C-36, as amended.
25. The *Personal Property Security Act*, RSA 2000 c P-7.
26. The *Garage Keepers' Lien Act*, RSA 2000 c G-2.
27. Such further and other acts and regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

28. None.

How the application is proposed to be heard or considered:

29. In person, before the Honourable Madam Justice B. E. C. Romaine, as scheduled on the Commercial List.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes.

If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

SCHEDULE "A"

SERVICE LIST

Court File No. 1801-09188
In the Matter of the Receivership of Ranch Energy Corporation et al.
SERVICE LIST

GOWLING WLG (CANADA) LLP 1600, 421 - 7 Avenue SW Calgary AB T2P 4K9 Attn: Tom Cumming Tom.cumming@gowlingwlg.com Attn: Caireen E. Hanert caireen.hanert@gowlingwlg.com Attn: Anthony Mersich Phone: 403-298-1931 anthony.mersich@gowlingwlg.com	Counsel for Ranch Energy Corporation et al (Debtors)
BLAKE CASSELS & GRAYDON LLP 855 - 2nd Street S.W. Suite 3500, Bankers Hall East Tower Calgary AB T2P 4J8 Attn: Ryan Zahara Phone: 403-260-9628 ryan.zahara@blakes.com	Counsel to Predator Oil BC Ltd.
BORDEN LADNER GERVAIS LLP Suite 1900, 520 3rd Ave SW Calgary AB T2P 0R3 Attn: Mr. Josef G. A. Kruger, Q.C. and Ms. Robyn Gurofsky Phone: 403-232-9563/403-232-9774 Fax: 403-266-1395 jkruger@blg.com / rgurofsky@blg.com	Representing Ernst & Young Inc. in its capacity as Court-appointed Monitor of the Applicants
STIKEMAN ELLIOTT 4300 Bankers Hall West 888 - 3rd Street SW Calgary, AB T2P 5C5 Attn: David Price Phone: 403 266 9093 dprice@stikeman.com Attn: Joseph Reynaud Phone: 514 397 3019 jreynaud@stikeman.com Guy Martel gmartel@stikeman.com	Counsel to Third Eye Capital

JSS BARRISTERS 800, 304 - 8 Avenue SW Calgary, Alberta T2P 1C2 Attn: Christa Nicholson nicholsonc@jssbarristers.ca Mike.Janzen@bcogc.ca Sara.Gregory@bcogc.ca OGCLegalServices@bcogc.ca Liability.Management@bcogc.ca	Counsel for the BC Oil and Gas Commission
ERNST & YOUNG INC. Suite 2200, 215 - 2 Street SW Calgary, AB T2P 1M4 Attn: Neil Narfason Phone: 403-206-5067 neil.narfason@ca.ey.com Peter Chisholm Phone: 403-206-5061 peter.chisholm@ca.ey.com Duncan MacRae Phone: 403-206-5075 Duncan.MacRae@ca.ey.com	Monitor
BENNETT JONES LLP 4500 Banker's Hall East 855 - 2 nd St SW Calgary, AB T2P 4K7 Attn: Kelsey Meyer meyerk@bennettjones.com Phone: 403-298-3323	Counsel ECN Aviation Inc.
BURNET, DUCKWORTH & PALMER 2400, 525 - 8th Avenue SW Calgary, AB T2P 1G1 Attn: David LeGeyt dlegeyt@bdplaw.com Phone: 403-260-0210	Counsel to Airborne Energy Solutions (claimant)
MINISTRY OF FINANCE (ALBERTA) Tax and Revenue Administration Alberta Treasury Board and Finance 9811 - 109 Street Edmonton, AB T5K 2L5 TRA.Revenue@gov.ab.ca	

AIRBORNE ENERGY SOLUTIONS INC. 480 Aviation Way NE Calgary, AB T2E 7G3 Attn: Kim Mizera KimM@rilpa.com Phone : 403-275-3035	Secured Creditor
ALBERTA JUSTICE 510-606 4 St. S.W. Calgary, Alberta T2P 1T1 Attn: Jill Methurst-Tivadar Phone: 403-292-6813 Fax: 403-299-3507 jill.medhurst-tivadar@justice.gc.ca	Counsel for CRA
TRICAN WELL SERVICE LTD. 2900, 645 - 7th Ave SW Calgary, AB T2P 4G8 Attn: Mydene Cuevas Phone: 403-231-6109 mcuevas@trican.ca	
ATB FINANCIAL 3 rd Floor, 217 - 16 Avenue NW Calgary, AB T2M 0H5 Attn: Tyler Malden TMalden@atb.com Phone: 403-974-5700	Secured Creditor
BRITTANIA INDUSTRIES 2009 INC 6227 - 41 Street Leduc, AB T9E 0V7 Attn: Gary Patrick gary.patrick@brittaniaindustries.com Phone: 780 986 5955	Secured Creditor
BULL MOOSE CAPITAL LTD. 500, 505- 8TH Avenue SW Calgary, AB T2P 1G2 Attn: Steve Kolber Skolber@bullmoosecapital.ca Phone: 403 234 7204 Fax: 403 264 7306	Secured Creditor

NABORS DRILLING CANADA LIMITED 2800, 500 - 4 Ave SW Calgary, AB 2P 2V6 Attn: Belinda Ho Belinda.Ho@nabors.com Phone: 403.697.6700	Secured Creditor
ECN AVIATION INC. 181 Bay Street, Suite 2830 Toronto, ON M5J 2T3 Attn: Michael Lederman MLederman@ecncapitalcorp.com Phone: 416-646-4710	Secured Creditor
JIM PATTISON INDUSTRIES LTD. 1235 – 73 rd Avenue SE Calgary, AB T2H 2X1 Attn: Ion Lazar Ion.Lazar@jplease.com Phone: 604.433.4743	Secured Creditor
MERIDIAN ONECAP Suite 1500, 4710 Kingsway Burnaby, BC V5H 4M2 Attn: Darryl Sherwood Darryl.Sherwood@meridianonecap.ca Phone: 604-646-2250	Secured Creditor
RILPA ENTERPRISES LTD. 480 Aviation Way NE Calgary, AB T2E 7G3 Attn: Kim Mizera KimM@rilpa.com Phone: 403-275-3035	Secured Creditor
BIG ROCK HELICOPTERS SALES AND SERVICE INC. 10931 - 123 Street Grande Prairie, AB T8V 7Z3 Attn: Roch Dallaire dallaireroch45@gmail.com Phone: 780-876-0097	Secured Creditor

CLASSIC HELICOPTERS LTD. 480 Aviation Way NE Calgary, AB T2E 7G3 Attn: Kim Mizera KimM@rilpa.com Phone: 403-275-3035	Secured Creditor
HALFORD & VELENTINE (1991) LTD. O/A VALENTINE VOLVO 11 Richard Way SW Calgary, AB T3E 7M8 Attn: Charlene Vincelette chars@valentinevolvo.com Phone: 403-217-7496	Secured Creditor
BDC (BUSINESS DEVELOPMENT BANK OF CANADA) One Bentall Centre 505, Burrard Street, Suite 200, PO Box 6 Vancouver, BC V7X1M3 Attn: Lawrence Lee Lawrence.LEE@bdc.ca Phone: 604-658-2920	Secured Creditor
BRITISH COLUMBIA OIL AND GAS COMMISSION Attn: Aaron Welch aaron.welch@goc.bc.ca	
1807173 ALBERTA LTD O/A WESTECH ALBERTA 940A - 11 Avenue SW Calgary, AB T2R 0E7 Attn: Douglas McCrae dm@gocip.com Phone: 403-262-7224	Secured Creditor
CALMONT LEASING LTD 14610 Yellowhead Trail Edmonton, AB T5L 3C5 Attn: Juri Rastovski juri.rastovski@calmont.ca Phone: 780 454 0491 Fax: 780 451 5768	

OPSMOBIL Attn: Ryan Tobber ryan.tobber@predbc.ca rtobber@ibsmm.ca	
WARREN BENSON AMANTEA LLP 1413-2nd Street SW Calgary, AB T2R 0W7 Attn: Kimberly Setrakov ksetrakov@wbalaw.ca Phone: 403-228-8389	Counsel to Sigit Inc., (claimant)
PATCH DRIVE INDUSTRIAL REPAIR LIMITED RR 1 BOX 50 CARIBOU WAY FORT NELSON BC V0C 1R0 office@patchdrive.com Phone: 250-321-2479	BC PPR – Repairer ’s Lien Act
MILLER THOMSON Suite 400, 725 Granville Street Vancouver, BC V7Y 1G5 Attn: Cobi Dayan Phone: 604.643.1213 cdayan@millerthomson.com	Counsel to Finning International Inc. – unsecured creditor of OpsMobil Energy Services Inc
BISHOP MCKENZIE LLP 2200, 555 - 4th Ave. SW, Calgary, Alberta T2P 3E7 Attn: Mr. Russell N. Avery RAvery@bmlp.ca Phone: 403.750.7977 Fax: 403.263.3423	Counsel for Business Development Bank of Canada
CWB NATIONAL LEASING 1100 Burloak Dr #3000 Burlington, Ontario L7L 6B2 Attn: Anna Neustaedter, Bankruptcy Designate Anna9093@cwbnationalleasing.com Phone: 204-954-9093 Fax: 866-408-4852	Representing CWB National Leasing

PRAIRIESKY ROYALTY LTD. Compliance Coodinator Suite 1700 350 7th Ave SW Calgary, AB T2P 3N9 Attn: Ms. Heather R. Telasky , Senior Land heather.telasky@prairiesky.com Phone: 587.293.4040 Fax: 587.293.4001	Representing PrairieSky Royalty Ltd.
CANADA'S OIL & NATURAL GAS PRODUCERS Attn: Paul Hartzheim Paul.Hartzheim@capp.ca Phone: 403-267-1138	
ROBB & EVENSON LAWYERS 506, 933 17th Avenue SW Calgary, Alberta T3T 5R6 Attn: Mr. Calvin C. Robb crobb@robbevenson.com Phone: 403.541.1600 Fax: 403.541.1604	Representing Cordy Environmental Inc.
OSLER Suite 2500 450 - 1st St. SW Calgary AB T2P 5H1 Attn: Emily Paplawski/ Randal Van de Mosselaer Email: epaplawski@osler.com / rvandemosselaer@osler.com Phone: 403.260.7071/403.260.7060 Fax: 403.260.7024	Counsel for Canadian Natural Resources Limited and Canadian Natural Resources, a General Partnership by its Managing Partner
JMP BARRISTERS 300, 444 5Avenue SW Calgary, AB T2P 2T8 Attn: Stefanie Kingsbury skingsbury@jmp-legal.com Phone: 403.536.5465	Counsel for Select Energy System Inc.
REYNOLDS MIRTH RICHARDS & FARMER LLP 3200, 10180 101 Street Edmonton, AB T5J 3W8 Attn: Albert X. Lavergne alavergne@rmrf.com	

MCCARTHY TETRAULT LLP Suite 4000 421 - 7th Avenue SW Calgary, AB T2P 4K9 Attn: Pantelis Kyriakakis pkiriakakis@mccarthy.ca Phone: 403-260-3536 Cell: 403-479-5484	Counsel for ATB
DENTONS CANADA LLP 15th Floor, 850 - 2nd Street SW Calgary, AB T2P 0R8 Attn: Doug Schweitzer doug.schweitzer@dentons.com Phone: 403 268 7018	Counsel for Nabors Drilling Canada
FIELD LAW 400 – 444 7 AVE SW Calgary, AB T2P 0X8 Attn: Trevor Batty tbatty@fieldlaw.com Phone: 403-260-8537	Counsel for Pioneer Engineering

MAILING LIST

OFFICE OF THE SUPERINTENDENT OF BANKRUPTCY Standard Life Tower 400, 639 - 5 Avenue SW Calgary, AB T2P 0M9 Fax: 403-292-5188	
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SCHEDULE "B"
FORM OF ORDER SOUGHT

CLERK'S STAMP

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	<u>ORDER</u>
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:	Wednesday, November 28, 2018
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 hearing read the Affidavits of Algis Vaitonis sworn November 18, 2018; AND UPON hearing from counsel for

ECN; AND UPON noting that the Service List has been served with this application; IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of this Application is declared good and sufficient, and the time for notice of this Application is abridged to the time actually given.
2. 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 installed on the airframe bearing manufacturer's serial number LE-43005C

("C-FXHP"); and

One (1) 2000 Eurocopter model EC120B aircraft bearing manufacturer's serial number 1057 and Canadian registration mark C-GEMU, including one (1) Turbomeca model Arrius 2F engine installed on the airframe bearing manufacturer's serial number 34069

("C-GEMU"); 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 foregoing airframes, engines or auxiliary power unit, as the case may be, and all records, logs, maintenance records, manuals, technical data, training aids, computer software, and other materials relating to the airframes, engines, propellers or auxiliary power unit, as the case may be, and any property substituted for any of the foregoing; (collectively, the "**Aircraft**"), and for certainty, including any parts, accessories, appliances, appurtenances, components, furnishings, instruments, modules, navigational and communications equipment and all other goods, tangibles, personal property and other equipment from the Aircraft that have been removed from the Aircraft or installed on other Aircraft.

3. 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.

4. ECN is authorized to immediately take possession of the Aircraft.
5. 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.
6. The Aircraft are not subject to the provisions of any of:
 - (a) the Interim Stay Order filed July 4, 2018 (the "**Interim Stay Order**") in the *Companies' Creditors Arrangement Act* ("**CCAA**") proceedings in relation to the Respondents to this Action, Court File No. 1801-09424 (the "**CCAA Proceedings**");
 - (b) the Initial Order filed July 6, 2018 in the CCAA proceedings (the "**CCAA Initial Order**");
 - (c) the Receivership Order filed in this Action on July 19, 2018; or
 - (d) the Amended Receivership Order filed in this Action on August 7, 2018;including, but not limited to:
 - (i) the stays of proceedings imposed by each of the Interim Stay Order, the Initial Order, the Receivership Order and the Amended Receivership Order;
 - (ii) the Receiver's Charge and the Receiver's Borrowings Charge (each as defined in the Receivership Order); and
 - (iii) the Interim Lenders' Charge, the Administration Charge and the Directors' Charge (each as defined in the CCAA Initial Order).

7. ECN is authorized to 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.

J.C.C.Q.B.A.