

COURT FILE NUMBER

1801-09188

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

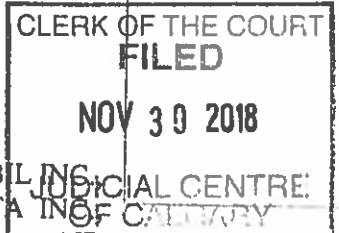
APPLICANT

THIRD EYE CAPITAL CORPORATION

RESPONDENTS

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

Clerk's Stamp



DOCUMENT

Application by Receiver

ADDRESS FOR SERVICE AND

Josef G.A. Krüger, Q.C./Robyn Gurofsky

CONTACT INFORMATION OF

Borden Ladner Gervais LLP

PARTY FILING THIS

1900, 520 3rd Ave. S.W.

Calgary, AB T2P 0R3

Telephone: (403) 232-9774

Facsimile: (403) 266-1395

DOCUMENT

Email: JKruger@blg.com / RGurofsky@blg.com

File No. 413255.63

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

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

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

Date November 30, 2018

Time 4 p.m.

Where Calgary Courts Centre, 601-5th Street S.W., Calgary, AB

Before Whom The Honourable Madam Justice B.E.C. Romaine

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. In this Application, the Receiver seeks from this Honourable Court an Order substantially in the form attached hereto as **Schedule "A"**, to ground the fleet of Initial Aircraft Assets as more particularly outlined in the attached draft order.

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

Grounds for making this application:

3. The grounds for this application are set out in the Fifth Report of the Receiver dated November 30, 2018.
4. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

5. The Receiver's Fifth Report, filed.
6. The pleadings, affidavits and other materials or reports previously filed in these proceedings.
7. Such further and other material or evidence as counsel may advise and this Honourable Court permit.

Applicable rules:

8. The Alberta *Rules of Court*, AR 124/2010.
9. The *Bankruptcy and Insolvency General Rules*, CRC, c 368.

Applicable Acts and regulations:

10. The *Bankruptcy and Insolvency Act*, RSC 1985, c B-3.
11. The *Judicature Act*, R.S.A. 2000, c. J-2.
12. Such further and other Acts and regulations as Counsel may advise and this Honourable Court permit.

Any irregularity complained of or objection relied on:

13. None.

How the application is proposed to be heard or considered:

14. In person, before the Honourable Madam Justice Romaine, with some or all of the parties present.

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.

Clerk's Stamp

COURT FILE NUMBER 1801-09188
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
APPLICANTS 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

ORDER

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT
Robyn Gurofsky
Borden Ladner Gervais LLP
1900, 520 3rd Ave. S.W.
Calgary, AB T2P 0R3
Telephone: (403) 232-9774
Facsimile: (403) 266-1395
Email: RGurofsky@blg.com
File No. 413255.63

DATE ON WHICH ORDER WAS PRONOUNCED: November 30, 2018

NAME OF JUSTICE WHO MADE THE ORDER: The Honourable _____

LOCATION OF HEARING: Calgary, Alberta

UPON the application (the "**Application**") of Ernst and Young Inc., in its capacity as court appointed receiver and manager (the "**Receiver**") of OpsMobil Inc. and the other respondents named hereto (together, "**OpsMobil**") to ground the fleet of aircraft in the possession of Airborne Energy Solutions Inc. ("**AES**");

AND UPON having read the Application, the Fifth Report of the Receiver dated November 30, 2018 and prior reports of the Receiver filed in the within proceedings including the First Report of the Receiver dated August 8, 2018 and the Second Report of the Receiver dated September 24, 2018;

AND UPON hearing from counsel for the Receiver, counsel for AES and any other counsel in attendance at the within Application;

AND UPON noting that the relief sought is necessary in the circumstances to protect the interests of the OpsMobil estate:

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of notice of this application is hereby abridged and service is deemed good and sufficient.
2. Airborne Energy Solutions Inc., together with any of its affiliates, assigns, lessees or any other party operating the Initial Aircraft Assets (as defined in the Fifth Report), is as of 12:00 a.m. December 1, 2018, prohibited from operating or flying the fleet of Initial Aircraft Assets, and all Initial Aircraft Assets are hereby directed to be grounded effective as of 12:00 a.m. December 1, 2018, until such time as the Receiver is satisfied with the terms of the flight risk insurance obtained by AES in respect of the Initial Aircraft Assets, including but not limited to naming the Receiver as loss payee in respect thereof.

Justice of the Court of Queen's Bench of Alberta