

COURT FILE NO. 24-2823737
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON



IN THE MATTER OF THE BANKRUPTCY OF 3MK ENERGY SERVICES LTD., CLL CAPITAL CORP. AND LAST CHANCE TRUCKING (1995) LTD.

DOCUMENT **FIRST REPORT OF MNP LTD., AGENT FOR CANADIAN WESTERN BANK**

DATE AUGUST 30, 2022

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING
LEGAL COUNSEL
Field Law LLP
400 – 444 7th Ave SW
CALGARY, AB T2P 0X8

THIS DOCUMENT ATTN: TREVOR BATTY
TEL: 403.260.8537
FAX: 403.264.7084
EMAIL: tbatty@fieldlaw.com

SECURITY AGENT
MNP LTD.
1500, 640 – 5 AVENUE SW
CALGARY, AB T2P 3G4

ATTN: VICTOR P. KROEGER/SEAMUS BOYLE
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EMAIL: vic.kroeger@mnp.ca/seamus.boyle@mnp.ca

APPENDICES

- APPENDIX A SALE APPROVAL AND VESTING ORDER

- APPENDIX B AUCTION APPROVAL AND VESTING ORDER

- APPENDIX C UNITED TRUCK & MACHINE LTD. GARAGE KEEPERS' LIEN

INTRODUCTION AND BACKGROUND

1. On April 21, 2022, CLL Capital Corp. ("**CLL**"), Last Chance Trucking (1995) Ltd. ("**LCT**") and 3MK Energy Services Ltd. ("**3MK**, collectively as the "**Companies**") filed a Notice of Intention to Make a Proposal ("**NOI**") pursuant to the *Bankruptcy and Insolvency Act* ("**BIA**") and MNP Ltd. consented to act as proposal trustee (the "**Proposal Trustee**").
2. The Companies provided heavy equipment rentals, trucking services, general oilfield construction and temporary portable water storage tanks to customers in the oil and gas and forestry industries. Mr. Robert Lloyd was authorized by the Companies directors to sign the NOI and all related documents.
3. The Companies head office is in Drayton Valley, Alberta, and its operations were located chiefly in Drayton Valley and the surrounding areas.
4. In accordance with an April 21, 2022 Corporate Registry Search, 3MK's voting shareholders are Gordon Bjerkness (25%) and CLL (75%) and its directors are Ken Carstairs and Robert Lloyd.
5. In accordance with an April 21, 2022 Corporate Registry Search CLL's voting shareholders are Ken Carstairs (33.33%), Robert Lloyd (33.33%) and Jason Lloyd (33.33%) and its directors are Ken Carstairs, Robert Lloyd, and Ken Lloyd.
6. In accordance with an April 21, 2022 Corporate Registry Search, LCT's voting shareholder is CLL (100%) and its directors are Ken Carstairs and Robert Lloyd.
7. On April 11, 2022, Canadian Western Bank ("**CWB**"), the Companies primary lender, issued demand letters and notices of intention to enforce security pursuant to section 244 of the *Bankruptcy and Insolvency Act* (the "**BIA**") to each of the Companies. This precipitated the NOI filing.
8. On May 26, 2022 it was ordered by the Court of Queen's Bench of Alberta (the "**Court**") that the Companies be authorized to file a joint proposal with the Official Receiver, that the Proposal Trustee, counsel to the Proposal Trustee and counsel to the Companies be granted a first ranking charge on the present and after acquired assets as security for their professional fees and disbursements (the "**Admin Charge**"), that the confidential exhibits of the Proposal Trustee's First Report be sealed, and that the time for the Companies to file a proposal be extended to July 10, 2022.
9. Also on May 26, 2022, an Auction Approval and Vesting Order was granted by the Court to approve the auction proposal from Richie Bros. Auctioneers for the sale of certain of Companies' assets (the "**Auction Assets**"). The Auction Assets were sold pursuant to the Court approved auction process (the "**Auction**") and the net proceeds of \$1,414,302.67 were forwarded to Field LLP and are held in trust pending distribution to the creditors in accordance with the various priorities and a further Court Order.
10. Also on May 26, 2022, a Sale Approval and Vesting Order was granted by the Court to approve a proposed sale of specific vehicles and equipment to IHD Energy Services Ltd. (the "**Equipment Sale**") The proceeds of \$472,500.00 from the vehicle and equipment sale are also being held in trust with Field LLP pending further Order of the Court.
11. The Companies failed to file a proposal with the Official Receiver prior to the extended deadline and as such were deemed to be bankrupt effective July 11, 2022 (the "**Bankruptcy**"). MNP Ltd. assumed the role as Trustee of the Bankrupt Estate (the "**Trustee**").

12. Subsequent to the Bankruptcy, MNP Ltd. entered into an agency agreement with CWB, by which MNP Ltd. in its capacity as Security Agent for CWB (the "**Agent**") was engaged with the duties of dealing with the sales proceeds from the Equipment Sale and the Auction, the collection of outstanding accounts receivable, and the realization of any other assets encumbered by CWB's security.
13. This is the Agent's first report (the "**First Report**") to the Court of Queen's Bench of Alberta (the "**Court**").
14. A copy of the First Report and other relevant documents in these proceedings will also be available on the Agent's website at <https://mnpdebt.ca/en/corporate/corporate-engagements/ccl-capital-corp>.

RESTRICTIONS AND LIMITATIONS

15. In preparing its First Report, the Agent has relied upon unaudited financial information, the Companies records, financial information, and discussions with the Companies' management. While the Agent reviewed various documents provided by the Companies and believes that the information therein provides a fair summary of the transactions and material, as reflected in the documents, such work does not constitute an audit or verification of such information for accuracy, completeness, or compliance with Generally Accepted Accounting Principles ("**GAAP**"), International Financial Reporting Standards ("**IFRS**"), or Generally Accepted Auditing Standards ("**GAAS**"). Accordingly, the Agent expresses no opinion or other form of assurance pursuant to GAAP, IFRS or GAAS with respect to such information.
16. The First Report has been prepared for the purpose described below. Accordingly, the reader is cautioned that the First Report may not be appropriate for any other purpose. The Agent will not assume responsibility or liability for losses incurred by the reader as a result of the circulation, publication, reproduction or use of the First Report contrary to the provisions of this paragraph.
17. All amounts included herein are in Canadian dollars unless otherwise stated.

PURPOSE OF THE REPORT

18. The purpose of the First Report is to provide the Court and other interested parties with information pertaining to:
 - a. the previously completed sales of assets,
 - b. the status of priority claims; and
 - c. information regarding the Agent's application scheduled to be heard August 30, 2022, seeking an Order with instructions regarding the distribution of funds.

RELEASE OF ASSETS

19. On behalf of the Proposal Trustee, Field Law LLP ("**Field**") performed an independent review of the validity and enforceability of the security held by CWB. Field's opinion is that, subject to the customary assumptions and qualifications, the CWB's security is valid and enforceable on all present and after acquired personal property of the Companies, which includes the net sale proceeds from both the Equipment Sale and the Auction (the "**Field Opinion**").

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First Report of MNP Ltd.,
Agent for Canadian Western Bank
August 30, 2022

20. On August 17, 2022, at a duly constituted and properly called meeting of the Estate Inspectors in the matter of the Bankruptcy of the Companies, the Estate Inspectors, after having read the Field Opinion, made a resolution to release the assets encumbered by CWB's security to the Agent.
21. Field is holding the proceeds from the Auction and the Equipment Sale in the amount of \$1,886,802.67 (the "**Proceeds**")

CLAIMS

22. Pursuant to a review of the Personal Property Registry the Agent has identified the following creditors with valid claims to the Proceeds in priority to CWB:

- a. CRA has a "deemed trust" claim or property claim equal to the amount of payroll deductions withheld from employees' compensation and not remitted to CRA. This claim comes in priority to the claims of all other creditors. The Agent reviewed Last Chance Trucking (1995) Ltd.'s notice of assessment for the CRA payroll accounts dated July 5, 2022 and noted that Last Chance Trucking (1995) Ltd.'s payroll account was in arrears in the amount of \$6,687.92. Of the balance owing by Last Chance Trucking (1995) Ltd., \$2,746.56 was for penalties and interest assessed by CRA and will not form part of CRA's deemed trust claim. The Agent also reviewed 3MK Energy Services Ltd.'s most recent notice of assessment for its payroll account and noted that the balance was \$0. The Agent has requested that CRA perform a payroll audit for each Company, however the audit has not yet taken place and so the exact amount of any CRA 'deemed trust' claim is currently unknown.
- b. Edmonton Kenworth Ltd. in relation to two Garage Keepers' liens which were properly registered against a 2011 Kenworth T800 with the serial number 1XKDPBEX4BR946121 for the aggregate amount of \$7,214.43. The 2011 Kenworth T800 was sold in the Auction for \$72,500.00; and
- c. Bank of Nova Scotia ("**BNS**") in relation to three vehicles financed by the Companies with the serial numbers 1GC1KWEY9JF195031, 1GB4KYEY7JF118834 and 1GT12UEY2JF134883. BNS has provided documentation to support the payout amount for each of the three financed vehicles, with the aggregate amount owing to BNS being \$76,851.70. The three vehicles were sold in the Auction for total proceeds of \$166,000. The amounts owing under each lease agreement are summarized below:
 - i. Scotia Plan Loan # 025197390916- \$20,919.89
 - ii. Scotia Plan Loan # 025197492193 - \$26,489.92
 - iii. Scotia Plan Loan # 0251734980- \$29,441.89

23. Another Garage Keepers' lien was registered by United Truck & Machine Ltd. ("**United**") on December 20, 2021 in the amount of \$37,255.01 (the "**United Lien**"). The United Lien lists the vehicle owner as Last Chance Trukcing (sic) Ltd. and collateral as a 2011 Kenworth with the serial number 1XKCP4EX0BR9848875. A 2011 Kenworth with the serial number 1XKCP4EX0BR948875 was sold in the Auction for \$187,500.00 on June 24, 2022. It appears that United misspelled the vehicle owner/debtor's name and incorrectly recorded the serial number for the collateral when registering the United Lien. Further, the United Lien expired on June 20, 2022, in accordance with the terms of the

Garage Keepers' Lien Act, and to the Agent's knowledge, United did not take any of the following steps to preserve the United Lien prior to the expiry of the six-month period:

- a. delivering a warrant to a civil enforcement agency to seize the vehicle;
- b. actually effecting a seizure of the asset; or
- c. obtaining an Order of the Court of Queen's Bench extending the lien period.

The Auction occurred on June 24, 2022, four days after the expiry of the United Lien. As a result of the foregoing circumstances, Field advised the Agent that it is of the opinion that United does not have a valid claim to the Proceeds in priority to CWB.

24. Pursuant to section 81.4 of the *Bankruptcy and Insolvency Act* claims for unpaid wages and vacation pay for services rendered during the period of six months prior to the initial bankruptcy event is secured to the extent of \$2,000 by a security on the debtor's current assets. The Agent has received a proof of claim from one former employee in relation to unpaid wages and vacation pay. The former employee's claim is being handled through the Wage Earner's Protection Program ("WEPP"). The subrogated claim will have security valued at \$2,000 over the realizations for the Companies' current assets. Any amounts paid to the employee through WEPP greater than \$2,000 will result in a subrogated unsecured claim.
24. Although the exact amount owing to CWB has not yet been confirmed, the Statement of Affairs indicates that CWB is owed in excess of \$2,100,000 in relation to its various secured credit facilities advanced to the Companies.
25. The above noted claims are subordinate to the \$100,000 Admin Charge as is indicated in the Order of the Court dated May 26, 2022.
26. Pursuant to the Auction Approval and Vesting Order and the Sale Approval and Vesting Order the sale proceeds from the sale of these assets shall stand in place and stead of the assets purchased and the claims shall attach solely to the net proceeds with the same validity, priority and in the same amounts and subject to the same defences that were or may have been available when the claims were attached to the property itself.

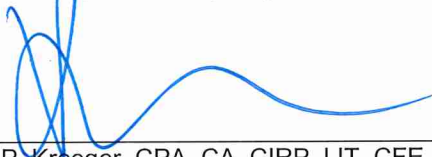
CONCLUSION AND RECCOMENDATION

27. The Agent is of the view that that Proceeds are encumbered by and Admin Charge, the claim of CWB, the claim BNS, and the valid Garage Keepers' liens. The Agent recommends, that based on the foregoing, an Order be issued approving the following distribution of the Proceeds (the "**Distribution**"):
 - a. The payment of the Admin Charge for the payment of unpaid professional fees in connection with the Companies' Division 1 Proposal Proceedings:
 - i. DLA Piper in the amount of \$41,095.35
 - ii. Field in the amount of \$28,471.33;
 - iii. MNP Ltd. in its capacity as Proposal Trustee in the amount of \$596.00

- b. The payment of the Garage Keepers' Lien in the amount of \$7,214.43 to Edmonton Kenworth Ltd.
- c. The payment to BNS in the amount of \$76,851.70, plus any additional accrued interest to the date of payment, on account of the payout amounts under the various vehicles leased to the Companies:
 - i. Scotia Plan Loan # 025197390916- \$20,919.89
 - ii. Scotia Plan Loan # 025197492193 - \$26,489.92
 - iii. Scotia Plan Loan # 0251734980- \$29,441.89
- d. \$50,000 be held back by the Agent for the payment of the CRA deemed trust claim, once CRA has completed its payroll audit and submitted a claim, and for the payment of any WEPP subrogated secured claim received.
- e. The payment to CWB of all remaining Proceeds, up to the amount owed to CWB.

All of which is respectfully submitted this 30th day of August, 2022.

MNP Ltd. in its capacity as Security Agent for
Canadian Western Bank in the matter of the
Bankruptcy of 3MK Energy Services Ltd.,
CLL Capital Corp. and
Last Chance Trucking (1995) Ltd.
And not in its personal capacity



Victor P. Kroeger, CPA, CA, CIRP, LIT, CFE

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First Report of MNP Ltd.,
Agent for Canadian Western Bank
August 30, 2022

APPENDIX “A”



COURT/ESTATE FILE NUMBER 24-2823737
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
APPLICANT IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF CLL CAPITAL CORP.

COURT/ESTATE FILE NUMBER 24-2823740
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
APPLICANT IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF 3MK ENERGY SERVICES LTD.

COURT/ESTATE FILE NUMBER 24-2823718
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
APPLICANT IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF LAST CHANCE TRUCKING (1995) LTD.

DOCUMENT **ORDER**
(Sale Approval and Vesting Order)

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

DLA PIPER (CANADA) LLP
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Calgary, Alberta T2P 0C1

Lawyer: Carole J. Hunter
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Fax Number: (403) 697 6600
Email address: carole.hunter@dlapiper.com
File No. 103603-00004

DATE ON WHICH ORDER WAS PRONOUNCED:	May 26, 2022
LOCATION WHERE ORDER WAS PRONOUNCED:	Edmonton, Alberta
NAME OF JUDGE WHO MADE THIS ORDER:	The Honourable Associate Chief Justice K. G. Nielsen

UPON THE APPLICATION of CLL Capital Corp., 3MK Energy Services Ltd. and Last Chance Trucking (1995) Ltd. (collectively, the "**Companies**") filed May 12, 2022 (the "**Application**") for an order approving the sale transaction (the "**Transaction**") contemplated by a vehicle or equipment sale agreement (the "**Sale Agreement**") between the Last Chance Trucking (1995) Ltd. (the "**Debtor**") and IHD Energy Services Ltd. (the "**Purchaser**") dated May 11, 2022, a redacted copy of which is appended as Exhibit "A" to the Affidavit of Robert Lloyd sworn May 12, 2022 (the "**Lloyd Affidavit**"), and vesting in the Purchaser the Debtor's right, title and interest in and to the assets described in the Sale Agreement (the "**Purchased Assets**");

AND UPON having read the Application, the Lloyd Affidavit, the First Report of MNP Ltd., in its capacity as proposal trustee of the Companies (the "**Proposal Trustee**") dated May 19, 2022, the Supplemental Affidavit of Robert Lloyd sworn May 20, 2022 and the Supplemental First Report of the Proposal Trustee dated May 24, 2022; **AND UPON** hearing the submissions of counsel for the Companies, the Proposal Trustee, Canadian Western Bank ("**CWB**") and the other parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of the Notice of Application for this Order is hereby validated and deemed good and sufficient, this application is properly returnable today, and no person other than those persons served is entitled to service of the Notice of Application.

APPROVAL OF TRANSACTION

2. The Transaction is hereby approved and execution of the Sale Agreement by the Debtor is hereby authorized and approved, with such minor amendments as the Proposal Trustee may deem necessary. The Debtor is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for completion of the Transaction and conveyance of the Purchased Assets to the Purchaser.

VESTING OF PROPERTY

3. Upon delivery of a Proposal Trustee's Certificate in respect of the Purchased Assets, all of the Debtor's right, title and interest in and to the Purchased Assets shall vest absolutely in the name of the Purchaser (or its nominee), free and clear of and from any and all caveats, security interests, hypothecs, pledges, mortgages, liens, trusts or deemed trusts, reservations of ownership, royalties, options, rights of pre-emption, privileges, interests, assignments, actions, judgements, executions, levies, taxes, writs of enforcement, charges, or other claims, whether contractual, statutory, financial, monetary or otherwise, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, "**Claims**") including, without limiting the generality of the foregoing:

- (a) any encumbrances or charges created by the Order of the Honourable Associate Chief Justice K. G. Nielsen dated May 26, 2022 in the within proceedings; and
- (b) any charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Alberta) or any other personal property registry system,

and for greater certainty, this Court orders that all Claims affecting or relating to the Purchased Assets are hereby expunged, discharged and terminated as against the Purchased Assets.

4. Upon delivery of the Proposal Trustee's Certificate, and upon filing of a certified copy of this Order, together with any applicable registration fees, all governmental authorities including those referred to below in this paragraph (collectively, "**Governmental Authorities**") are hereby authorized, requested and directed to accept delivery of such Proposal Trustee's Certificate and certified copy of this Order as though they were originals and to register such transfers, interest authorizations, discharges and discharge statements of conveyance as may be required to convey to the Purchaser or its nominee clear title to the Purchased Assets. Without limiting the foregoing:

- (a) the Registrar of the Alberta Personal Property Registry (the "**PPR Registrar**") shall and is hereby directed to forthwith cancel and discharge any registrations at the Alberta Personal Property Registry (whether made before or after the date of this Order) claiming security interests (other than Permitted Encumbrances) in the estate or interest of the Debtor in any of the Purchased Assets which are of a kind prescribed by applicable regulations as serial-number goods.

5. In order to effect the transfers and discharges described above, this Court directs each of the Governmental Authorities to take such steps as are necessary to give effect to the terms of this Order. Presentment of this Order and the Proposal Trustee's Certificate shall be the sole and sufficient authority for the Governmental Authorities to make and register transfers of title or interest and cancel and discharge registrations against any of the Purchased Assets of any Claims.

6. The sale proceeds shall be paid by the Purchaser to, and held in trust by the solicitors for the Proposal Trustee, Field Law, 400-444 7 Avenue SW, Calgary, AB T2P 0X8, Attention: Trevor Batty (the "**Proposal Trustee's Solicitors**"). The sale proceeds shall stand in the place and stead of the Purchased Assets transferred pursuant to this Order and the Claims shall attach solely to the net proceeds with the same validity, priority and in the same amounts and subject to the same defences that were or may have been available when the Claims were attached to the property itself. The Proposal Trustee's Solicitors shall hold the sale proceeds in trust pending further Order of the Court on application by the Proposal Trustee or CWB.

7. Upon completion of the transaction, the Debtor and all persons who claim by, through or under the Debtor in respect of the Purchased Assets, and all persons or entities having any Claims of any kind whatsoever in respect of the Purchased Assets, shall stand absolutely and forever barred, estopped and foreclosed from and permanently enjoined from pursuing, asserting or claiming any and all right, title, estate, interest, royalty, rental, equity of redemption or other Claim whatsoever in respect of or to the Purchased Assets, and to the extent that any such persons or entities remain in the possession or control of any of the Purchased Assets, or any artifacts, certificates, instruments or other indicia of title representing or evidencing any right, title, estate, or interest in and to the Purchased Assets, they shall forthwith deliver possession thereof to the Purchaser.

8. The Purchaser shall be entitled to enter into and upon, hold and enjoy the Purchased Assets for its own use and benefit without any interference of or by the Debtor, or any person claiming by, through or against the Debtor.

9. The Proposal Trustee is directed to file with the Court a copy of the Proposal Trustee's Certificate forthwith after delivery thereof to the Purchaser.

MISCELLANEOUS MATTERS

10. Notwithstanding:

- (a) the pendency of these proceedings and any declaration of insolvency made herein;
- (b) the pendency of any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c.B-3, as amended (the "BIA"), in respect of the Companies, and any bankruptcy order issued pursuant to any such applications;
- (c) any assignment in bankruptcy made in respect of the Companies; and
- (d) the provisions of any federal or provincial statute,

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Companies, nor shall it constitute nor be deemed to be a transfer at undervalue, settlement, fraudulent preference, assignment, fraudulent conveyance, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

11. The Proposal Trustee, the Purchaser, CWB and any other interested party, shall be at liberty to apply for further advice, assistance and direction as may be necessary in order to give full force and effect to the terms of this Order and to assist and aid the parties in closing the transaction.

12. This Honourable Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any of its provinces or territories or in any foreign jurisdiction, to act in aid of and to be complimentary to this Court in carrying out the terms of this Order, to give effect to this Order and to assist in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such order and to provide such assistance to the Companies, as may be necessary or desirable to give effect to this Order or to assist the Companies in carrying out the terms of this Order.

13. Service of this Order shall be deemed good and sufficient by:

(e) Serving the same on:

- (i) the persons listed on the service list created in these proceedings;
- (ii) any other person served with notice of the application for this Order;
- (iii) any other parties attending or represented at the application for this Order;
- (iv) the Purchaser or the Purchaser's solicitors; and
- (v) Posting a copy of this Order on the Proposal Trustee's website at: <https://mnpdebt.ca/en/corporate/corporate-engagements/cil-capital-corp>

and service on any other person is hereby dispensed with.

14. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.



Justice of the Court of Queen's Bench of Alberta
June 6, 2022

Schedule "A"
Form of Proposal Trustee's Certificate

Clerk's Stamp:

COURT/ESTATE FILE NUMBER	24-2823737
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	EDMONTON
APPLICANT	IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF CLL CAPITAL CORP.
COURT/ESTATE FILE NUMBER	24-2823740
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	EDMONTON
APPLICANT	IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF 3MK ENERGY SERVICES LTD.
COURT/ESTATE FILE NUMBER	24-2823718
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	EDMONTON
APPLICANT	IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF LAST CHANCE TRUCKING (1995) LTD.
DOCUMENT	PROPOSAL TRUSTEE'S CERTIFICATE

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT

FIELD LAW LLP

400 - 444 7 Ave SW
Calgary, Alberta T2P 0X8

Lawyer: Trevor Batty
Phone Number: (403) 260 8537
Fax Number: (403) 264 7084
Email address: tbatty@fieldlaw.com
File No. []

RECITALS

- A. On April 21, 2022, MNP Ltd. was appointed as proposal trustee (the “**Proposal Trustee**”) of each of CLL Capital Corp., 3MK Energy Services Ltd and Last Chance Trucking (1995) Ltd. (collectively, the “**Companies**”).
- B. Pursuant to an Order of the Court of Queen’s Bench of Alberta dated May 26, 2022, the Court approved the vehicle or equipment sale agreement made as of May 11, 2022 (the “**Sale Agreement**”) between Last Chance Trucking (1995) Ltd. and IHD Energy Services Ltd. (the “**Purchaser**”) and provided for the vesting in the Purchaser of the Debtor’s right, title and interest in and to the Purchased Assets (as defined therein), which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Proposal Trustee to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived; and (iii) the Transaction has been completed to the satisfaction of the Proposal Trustee.
- C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Sale Agreement.

THE PROPOSAL TRUSTEE CERTIFIES the following:

1. The Purchaser has paid and the solicitors for the Proposal Trustee have received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in the Sale Agreement have been satisfied or waived; and
3. The Transaction has been completed to the satisfaction of the Proposal Trustee.
4. This Certificate was delivered by the Proposal Trustee at **[Time]** on **[Date]**.

MNP LTD., in its capacity as Proposal Trustee of the Companies, and not in its personal capacity.

Per: _____
Name: Victor Kroeger
Title:

APPENDIX “B”



COURT/ESTATE FILE NUMBER 24-2823737
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
APPLICANT IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF CLL CAPITAL CORP.

COURT/ESTATE FILE NUMBER 24-2823740
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
APPLICANT IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF 3MK ENERGY SERVICES LTD.

COURT/ESTATE FILE NUMBER 24-2823718
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
APPLICANT IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF LAST CHANCE TRUCKING (1995) LTD.

DOCUMENT **ORDER**
(Auction Approval and Vesting Order)

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

DLA PIPER (CANADA) LLP
1000, 250 – 2 Street SW
Calgary, Alberta T2P 0C1

Lawyer: Carole J. Hunter
Phone Number: (403) 698 8782
Fax Number: (403) 697 6600
Email address: carole.hunter@dlapiper.com
File No. 103603-00004

DATE ON WHICH ORDER WAS PRONOUNCED:	May 26, 2022
LOCATION WHERE ORDER WAS PRONOUNCED:	Edmonton, Alberta
NAME OF JUDGE WHO MADE THIS ORDER:	The Honourable Associate Chief Justice K. G. Nielsen

UPON THE APPLICATION of CLL Capital Corp., 3MK Energy Services Ltd. and Last Chance Trucking (1995) Ltd. (collectively, the "**Companies**") filed May 12, 2022 (the "**Application**") for an order approving the auction proposal between the Companies and Ritchie Bros. Auctioneers (the "**Auctioneer**") dated May 20, 2022 (the "**Auction Proposal**"), an unredacted copy of which is appended as Confidential Exhibit "A" to the Supplemental Affidavit of Robert Lloyd sworn May 20, 2022 (the "**Supplemental Affidavit**"), and vesting in the Purchaser the Companies' right, title and interest in and to the assets described in the Auction Proposal (the "**Auction Assets**"), as listed in Schedule "A" hereto, in any person or persons who purchase any of the Auction Assets pursuant to the Auction Proposal (the "**Auction Purchasers**");

AND UPON having read the Application, the Affidavit of Robert Lloyd sworn May 12, 2022, the First Report of MNP Ltd., in its capacity as proposal trustee of the Companies (the "**Proposal Trustee**") dated May 19, 2022, the Supplemental Affidavit and the Supplemental First Report of the Proposal Trustee dated May 24, 2022; **AND UPON** hearing the submissions of counsel for the Companies, the Proposal Trustee, Canadian Western Bank ("**CWB**") and the other parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of the Notice of Application for this Order is hereby validated and deemed good and sufficient, this application is properly returnable today, and no person other than those persons served is entitled to service of the Notice of Application.

APPROVAL OF AUCTION PROPOSAL

2. The Auction Proposal is hereby approved and execution of the Auction Proposal by the Companies is hereby authorized and approved, with such minor amendments as the Proposal Trustee may deem necessary. The Companies are hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for completion of the transaction contemplated by the Auction Proposal and the conveyance of the Auction Assets to any Auction Purchaser.

MARKETING AND SALE OF ASSETS

3. The Auctioneer is authorized to market and sell the Auction Assets in accordance with the Auction Proposal. The Auction Assets shall be free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, caveats, 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:

- (a) any encumbrances or charges created by the Order of the Honourable Associate Chief Justice K. G. Nielsen dated May 26, 2022 in the within proceedings; and
- (b) any charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Alberta) or any other personal property registry system (collectively, the “**Encumbrances**”).

4. The Registrar of the Alberta Personal Property Registry (the “**PPR Registrar**”) shall and is hereby directed to forthwith cancel and discharge any registrations made at the Alberta Personal Property Registry (whether made before or after the date of this Order) claiming security interests in the estate or interest of the Companies in any of the Auction Assets which are of a kind prescribed by applicable regulations as serial-number goods.

SALE AND VESTING

5. Upon the Auctioneer completing the sale of any of the Auction Assets to an Auction Purchaser, and upon receipt of the purchase price by the Auctioneer and delivery by the Auctioneer of a bill of sale or similar evidence of purchase to such Auction Purchaser (the “**Purchaser Bill of Sale**”):

- (a) all of the Companies’ right, title and interest in and to the Auction Assets shall vest absolutely in the name of the Auction Purchaser (or its nominee), free and clear of and from any and all Claims, and all of the Encumbrances affecting or relating to such Auction Assets shall be expunged and discharged as against such Auction Assets;
- (b) the Companies and all persons who claim by, through or under the Companies in respect of the Auction Assets shall stand absolutely barred and foreclosed from all estate, right, title, interest, royalty, rental and equity of redemption of the Auction Assets and, to the extent that any such persons remain in possession or control of any of the Auction Assets, they shall forthwith deliver possession thereof to the Auction Purchaser (or its nominee); and

- (c) the Auction Purchaser (or its nominee) shall be entitled to enter into and upon, hold and enjoy the Auction Assets for its own use and benefit without any interference of or by the Companies, or any person claiming by or through or against the Companies.

6. Upon the closing of the transactions contemplated in the Auction Proposal, the Proposal Trustee shall file with the Clerk of the Court a Proposal Trustee's Certificate substantially in the form attached hereto as Schedule "B".

7. Nothing herein shall discharge the obligations of the Auctioneer pursuant to the Auction Proposal or otherwise, or the right or claims of the Companies in respect thereof, including, without limitation, the obligations of the Auctioneer to account for and remit the proceeds of the Auction Assets (the "**Auction Sales Proceeds**") to the solicitors for the Proposal Trustee, Field Law, 400-444 7 Avenue SW, Calgary, AB T2P 0X8, Attention: Trevor Batty (the "**Proposal Trustee's Solicitors**")

PRIORITY OF CLAIMS

8. The sale proceeds shall be held in trust by the Proposal Trustee's Solicitors and stand in the place and stead of the Auction Assets and from and after the delivery of the Purchaser Bill of Sale, all Claims shall attach solely to the net proceeds with the same validity, priority and in the same amounts and subject to the same defences that were or may have been available when the Claims were attached to the property itself. The Proposal Trustee's Solicitors shall hold the net sale proceeds in trust pending further Order of the Court on application by the Proposal Trustee or CWB.

MISCELLANEOUS MATTERS

9. Notwithstanding:
- (a) the pendency of these proceedings and any declaration of insolvency made herein;
 - (b) the pendency of any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c.B-3, as amended (the "BIA"), in respect of the Companies, and any bankruptcy order issued pursuant to any such applications;
 - (c) any assignment in bankruptcy made in respect of the Companies; and
 - (d) the provisions of any federal or provincial statute,

the vesting of the Auction Assets in an Auction Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Companies and shall not be void or voidable by creditors of the Companies, nor shall it constitute nor be deemed to be a transfer at undervalue, settlement, fraudulent preference, assignment, fraudulent conveyance, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor

shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

10. The Proposal Trustee, an Auction Purchaser, CWB and any other interested party, shall be at liberty to apply for further advice, assistance and direction as may be necessary in order to give full force and effect to the terms of this Order and to assist and aid the parties in closing the transaction.

11. This Honourable Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any of its provinces or territories or in any foreign jurisdiction, to act in aid of and to be complimentary to this Court in carrying out the terms of this Order, to give effect to this Order and to assist in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such order and to provide such assistance to the Companies, as may be necessary or desirable to give effect to this Order or to assist the Companies in carrying out the terms of this Order.

12. Service of this Order shall be deemed good and sufficient by:

(e) Serving the same on:

- (i) the persons listed on the service list created in these proceedings;
- (ii) any other person served with notice of the application for this Order;
- (iii) any other parties attending or represented at the application for this Order;
- (iv) the Auction Purchaser or the Auction Purchaser's solicitors; and
- (v) Posting a copy of this Order on the Proposal Trustee's website at: <https://mnpdebt.ca/en/corporate/corporate-engagements/cli-capital-corp>

and service on any other person is hereby dispensed with.

13. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.



Justice of the Court of Queen's Bench of Alberta

June 6, 2022

Schedule "A"
Auction Assets

Last Chance Trucking

Asset Category: Air Compressors and Treatment Equipment
Description: Berkley SVU205 C/W Kohler gas eng Air Compressor
Usage: Not Available
Serial #: -
Post Model Description: C/W Kohler gas eng
Asset Id: 1382531

Asset Category: Boom Trucks
Description: Altec AC40103SNW 40 ton Straight Boom on 2012 Kenworth C500 T/A Tri-Drive Boom Truck
Usage: 248147 KM
Serial #: 1NKCX4TX4CR956010
Post Model Description: -
Asset Id: 1361076

Asset Category: Boom Trucks
Description: 2012 Hiab 166 B-3 CLX 10800 lb Knuckle Boom on 2013 Kenworth T370 S/A Boom Truck
Usage: 124521 KM
Serial #: 2NKHHN8X3DM960818
Post Model Description: -
Asset Id: 1363127

Asset Category: Boom Trucks
Description: 2005 National 1400H 33 ton Straight Boom on 2005 Western Star 4900 T/A Tri-Drive Boom Truck
Usage: Not Available
Serial #: 5KKUALCKX5PU91381
Post Model Description: T/A Tri-Drive
Asset Id: 1361384

Asset Category: Boom Trucks
Description: 2006 Palfinger PK15500 13670 lb Knuckle Boom on 2006 Kenworth T800B S/A Boom Truck
Usage: 606600 KM
Serial #: 1XKDA08X46R989655
Post Model Description: -
Asset Id: 1361382

Asset Category: Boom Trucks
Description: Ferrari 550 A2 1775 kg Knuckle Boom on 2015 Ford F550 XLT 4x4 Boom Truck
Usage: 108694 KM
Serial #: 1FDUF5HT8FEA25277
Post Model Description: -

Asset Id: 1361178

Asset Category: Construction and Machinery Trailers
Description: 2006 Trailtech H370 28FT T/A Equipment Trailer
Usage: Not Available
Serial #: 2CU34AXE462019294
Post Model Description: 28FT T/A
Asset Id: 1363233

Asset Category: Construction and Machinery Trailers
Description: 1997 Trailtech 36 ft Tridem Gooseneck Equipment Trailer
Usage: Not Available
Serial #: 2CU23AVEXV2001767
Post Model Description: Tridem Gooseneck
Asset Id: 1361362

Asset Category: Construction and Machinery Trailers
Description: 1996 Dyson 28FT Tridem Dually Gooseneck Picker Equipment Trailer
Usage: Not Available
Serial #: 2ATC11193TM305230
Post Model Description: 28FT Tridem Dually Gooseneck Picker
Asset Id: 1363267

Asset Category: Construction and Machinery Trailers
Description: 2003 Trailtech 28FT T/A Equipment Trailer
Usage: Not Available
Serial #: 2CU33AVA032012941
Post Model Description: 28FT T/A
Asset Id: 1363261

Asset Category: Construction and Machinery Trailers
Description: 2003 Bluesky 32FT Tridem Gooseneck Equipment Trailer
Usage: Not Available
Serial #: 2B9GS939434098133
Post Model Description: 32FT Tridem Gooseneck
Asset Id: 1363244

Asset Category: Containers
Description: 2004 CIMC 53FT Skid Mounted Storage Container
Usage: Not Available
Serial #: -
Post Model Description: 53FT Skid Mounted
Asset Id: 1382808

Asset Category: Containers
Description: 2004 CIMC 53FT skid mounted Storage Container
Usage: Not Available
Serial #: -
Post Model Description: 53FT skid mounted
Asset Id: 1382797

Asset Category: Containers
Description: 8FT x 8FT Tool Crib c/w assorted tools as per listing picture Storage Container
Usage: Not Available
Serial #: -
Post Model Description: 8FT x 8FT Tool Crib c/w assorted tools as per listing picture
Asset Id: 1385652

Asset Category: Crane Attachments
Description: Single man basket
Usage: Not Available
Serial #: -
Post Model Description: Single man basket
Asset Id: 1382859

Asset Category: Crane Attachments
Description: Spreader Bar
Usage: Not Available
Serial #: -
Post Model Description: -
Asset Id: 1384633

Asset Category: Drilling Equipment
Description: Corlac Hydraulic Power Pack c/w Chevrolet Nat gas engine
Usage: Not Available
Serial #: -
Post Model Description: Hydraulic Power Pack c/w Chevrolet Nat gas engine
Asset Id: 1382664

Asset Category: Flatbed Trailers
Description: 2013 Dorsey 53FT Tridem Hiboy Flatbed Trailer
Usage: Not Available
Serial #: 5JYFB5332DE085134
Post Model Description: 53FT Tridem Hiboy
Asset Id: 1361383

Asset Category: Flatbed Trucks

Description: 2018 Chevrolet 3500HD Silverado Crewcab 4x4 Dually Flatbed Truck
Usage: 56010 KM
Serial #: 1GB4KYEY7JF118834
Post Model Description: Crewcab 4x4 Dually
Asset Id: 1361361

Asset Category: Flatbed Trucks
Description: 2011 GMC 3500HD Sierra Crewcab 4x4 dually Flatbed Truck
Usage: 260007 KM
Serial #: 1GD423CLXBF177248
Post Model Description: Crewcab 4x4 dually
Asset Id: 1361357

Asset Category: Flatbed Trucks
Description: 2008 International 4200 4x4 S/A Flatbed Truck
Usage: 90324 KM
Serial #: 1HTMVAF58J551009
Post Model Description: S/A
Asset Id: 1361386

Asset Category: Forklifts
Description: 1991 Sumitomo Yale FL25PVIFE 5000 lb LPG 5000LB Pneumatic Tire Forklift
Usage: 5417 Hours
Serial #: CN076
Post Model Description: 5000LB
Asset Id: 1359977

Asset Category: Fracturing
Description: 2017 Big Holding Systems BHS750 12 panel frac pond Frac Tank
Usage: Not Available
Serial #: 1112003
Post Model Description: 12 panel frac pond
Asset Id: 1363572

Asset Category: Fracturing
Description: 2015 Big Holding Systems BHS1500 12 panel frac pond Frac Tank
Usage: Not Available
Serial #: 141500036
Post Model Description: 12 panel frac pond
Asset Id: 1363574

Asset Category: Fracturing
Description: 2015 Big Holding Systems BHS1800 13 panel frac pond
Frac Tank
Usage: Not Available
Serial #: 151800041
Post Model Description: 13 panel frac pond
Asset Id: 1363577

Asset Category: Fracturing
Description: 2017 Big Holding Systems BHS2400 10 panel frac pond
Frac Tank
Usage: Not Available
Serial #: 152400042
Post Model Description: 10 panel frac pond
Asset Id: 1363578

Asset Category: Fracturing
Description: Qty of 7-frac pond equipment packages
Usage: Not Available
Serial #: -
Post Model Description: Qty of 7-frac pond equipment packages
Asset Id: 1363586

Asset Category: Fracturing
Description: Qty of open tank floating tarps Frac Tank
Usage: Not Available
Serial #: -
Post Model Description: -
Asset Id: 1382795

Asset Category: Fracturing
Description: Big Holding Systems Qty of (4) spare Frac Pond panels
Frac Tank
Usage: Not Available
Serial #: -
Post Model Description: Qty of (4) spare Frac Pond panels
Asset Id: 1384567

Asset Category: Fracturing
Description: Qty of open tank floating tarps Frac Tank
Usage: Not Available
Serial #: -
Post Model Description: -
Asset Id: 1553344

Asset Category: Fracturing

Description: Qty of 2-bird net stands
Usage: Not Available
Serial #: -
Post Model Description: Qty of 2-bird net stands
Asset Id: 1553348

Asset Category: Generators and Power Equipment
Description: Coleman Powermate 6875 c/w 11hp gas, 5500 watt continuous Generator Set
Usage: Not Available
Serial #: -
Post Model Description: c/w 11hp gas, 5500 watt continuous
Asset Id: 1382306

Asset Category: Industrial and Construction Supplies
Description: hydraulic engine Material Hoist
Usage: Not Available
Serial #: -
Post Model Description: hydraulic engine
Asset Id: 1382317

Asset Category: Industrial and Construction Supplies
Description: 18-2/way radios from vehicles, 12 hand held portable radios Radios
Usage: Not Available
Serial #: -
Post Model Description: 18-2/way radios from vehicles, 12 hand held portable radios
Asset Id: 1385723

Asset Category: Industrial and Construction Supplies
Description: (2)-A-Frame Hoists Material Hoist
Usage: Not Available
Serial #: -
Post Model Description: (2)-A-Frame Hoists
Asset Id: 1384608

Asset Category: Landscaping Equipment
Description: Stihl BR450C Leaf Blower
Usage: Not Available
Serial #: -
Post Model Description: -
Asset Id: 1361074

Asset Category: Light Compaction Equipment
Description: TMG90 C/W Kohler gas eng Vibratory Plate Compactor

Usage: Not Available
Serial #: -
Post Model Description: C/W Kohler gas eng
Asset Id: 1361052

Asset Category: Office Furniture
Description: Includes 3-Millwork cabinets, OKI printer, Brother printer, Nortel phone, Casio calculator
Usage: Not Available
Serial #: -
Post Model Description: Includes 3-Millwork cabinets, OKI printer, Brother printer, Nortel phone, Casio calculator
Asset Id: 1385707

Asset Category: Office Furniture
Description: Office consisting of metal file cabinet, Millwork office desk, OKI printer, Nortel phone, Casio HR150 calculator
Usage: Not Available
Serial #: -
Post Model Description: Office consisting of metal file cabinet, Millwork office desk, OKI printer, Nortel phone, Casio HR150 calculator
Asset Id: 1385702

Asset Category: Office Furniture
Description: 2-metal 4-drawer file cabinets, Millwork desk
Usage: Not Available
Serial #: -
Post Model Description: 2-metal 4-drawer file cabinets, Millwork desk
Asset Id: 1385722

Asset Category: Oil and Gas Trailers
Description: 2005 Lode King 53FT Tridem Picker Float Oilfield Flatbed Trailer
Usage: Not Available
Serial #: 2LDPF403959042128
Post Model Description: 53FT Tridem Picker Float
Asset Id: 1363503

Asset Category: Oil and Gas Trailers
Description: 2012 Trailtech FT310 40FT Tridem Oilfield Flatbed Trailer
Usage: Not Available
Serial #: 2CU2UE8R0C2031281
Post Model Description: 40FT Tridem

Asset Id: 1363252

Asset Category: Oil and Gas Trailers
Description: 1999 Trailtech 30 ft x Oilfield Flatbed Trailer
Usage: Not Available
Serial #: 2CU24AXD6U2001638
Post Model Description: -
Asset Id: 1363203

Asset Category: Oil and Gas Trailers
Description: 1997 Lode King 48 ft x 102 in Tridem Picker Float Oilfield Flatbed Trailer
Usage: Not Available
Serial #: 2LDPF4833V9028309
Post Model Description: Tridem Picker Float
Asset Id: 1361372

Asset Category: Oil and Gas Trailers
Description: 2012 Lode King 48FT Tridem Oilfield Picker Float Oilfield Flatbed Trailer
Usage: Not Available
Serial #: 2LDPF4534C9053513
Post Model Description: 48FT Tridem Oilfield Picker Float
Asset Id: 1363401

Asset Category: Parts
Description: Qty of hub gaskets and belts
Usage: Not Available
Serial #: -
Post Model Description: Qty of hub gaskets and belts
Asset Id: 1361109

Asset Category: Pickup Trucks
Description: 2014 GMC 1500 Sierra Crewcab 4x4 Pickup
Usage: 128160 KM
Serial #: 3GTU2TEC3EG326023
Post Model Description: Crewcab 4x4
Asset Id: 1361353

Asset Category: Pickup Trucks
Description: 2018 GMC 2500HD Denali Crewcab 4x4 Pickup
Usage: 110000 KM
Serial #: 1GT12UEY2JF134883
Post Model Description: Denali Crewcab 4x4
Asset Id: 1384527

Asset Category: Pickup Trucks
Description: 2013 GMC 2500HD Denali Crewcab 4x4 Pickup
Usage: 352917 KM
Serial #: 1GT125E82DF222567
Post Model Description: Crewcab 4x4
Asset Id: 1361352

Asset Category: Pickup Trucks
Description: 2018 Chevrolet 2500 HD Silverado Z71 Crewcab 4x4 Pickup
Usage: 132258 KM
Serial #: 1GC1KWEY9JF195031
Post Model Description: Crewcab 4x4
Asset Id: 1359499

Asset Category: Pickup Trucks
Description: 2018 GMC Sierra 1500 SLE Elevation Extended cab 4 door 4x4 Pickup
Usage: 53543 KM
Serial #: 1GTV2MEC3JZ145766
Post Model Description: Extended cab 4 door 4x4
Asset Id: 1361177

Asset Category: Pipeline Equipment
Description: Set of 2 pipe racks Pipe Stand
Usage: Not Available
Serial #: -
Post Model Description: Set of 2 pipe racks
Asset Id: 1382852

Asset Category: Portable Structures
Description: 2003 Atco 12FT x 40FT Wellsite
Usage: Not Available
Serial #: -
Post Model Description: 12FT x 40FT
Asset Id: 1382813

Asset Category: Portable Structures
Description: 2007 Travelaire MT240 24 FT T/A Mobile Office
Usage: Not Available
Serial #: 2TTMT240X7R040141
Post Model Description: 24 FT T/A
Asset Id: 1362960

Asset Category: Portable Structures
Description: CN 10FT x 24FT Storage Building

Usage: Not Available
Serial #: CN01669
Post Model Description: 10FT x 24FT
Asset Id: 1382774

Asset Category: Product and Fuel Tanks
Description: Todd Fuel Caddy C/W hand pump Fuel Tank
Usage: Not Available
Serial #: -
Post Model Description: C/W hand pump
Asset Id: 1385679

Asset Category: Product and Fuel Tanks
Description: Square aluminum Fuel Tank
Usage: Not Available
Serial #: -
Post Model Description: Square aluminum
Asset Id: 1382546

Asset Category: Product and Fuel Tanks
Description: 208 Liter c/w pump, hose Fuel Tank
Usage: Not Available
Serial #: -
Post Model Description: 208 Liter c/w pump, hose
Asset Id: 1382275

Asset Category: Production Equipment
Description: Guest Controls 34IN x 36FT Secondary Containment system with liner and stairs
Usage: Not Available
Serial #: -
Post Model Description: 34IN x 36FT Secondary Containment system with liner and stairs
Asset Id: 1384961

Asset Category: Production Equipment
Description: 2-Manifolds Fittings and Flanges
Usage: Not Available
Serial #: -
Post Model Description: -
Asset Id: 1382824

Asset Category: Production Equipment
Description: Neopreme pile head covers Fittings and Flanges
Usage: Not Available
Serial #: -

Post Model Description: Neopreme pile head covers
Asset Id: 1382764

Asset Category: Production Equipment
Description: 3MK Water Transfer equipment as per list-first pic Fittings and Flanges
Usage: Not Available
Serial #: -
Post Model Description: 3MK Water Transfer equipment as per list-first pic
Asset Id: 1382754

Asset Category: Production Equipment
Description: Guest Controls Secondary Containment System
Usage: Not Available
Serial #: -
Post Model Description: Secondary Containment System
Asset Id: 1382706

Asset Category: Rough Terrain Forklifts
Description: 1992 Sellick SD-80 8000 lb Rough Terrain Forklift
Usage: Not Available
Serial #: 2657603832
Post Model Description: -
Asset Id: 1361365

Asset Category: Shop, Warehouse and Consumer
Description: Würth 12 drawer w/assorted nuts and bolts Bolt Bin
Usage: Not Available
Serial #: -
Post Model Description: 12 drawer w/assorted nuts and bolts
Asset Id: 1360035

Asset Category: Shop, Warehouse and Consumer
Description: Set of Steel stairs c/w hand rails
Usage: Not Available
Serial #: -
Post Model Description: Set of Steel stairs c/w hand rails
Asset Id: 1384636

Asset Category: Shop, Warehouse and Consumer
Description: Bowman w/assorted clips, pins, fasteners Bolt Bin
Usage: Not Available
Serial #: -
Post Model Description: w/assorted clips, pins, fasteners
Asset Id: 1360052

Asset Category: Shop, Warehouse and Consumer
Description: w/assorted clips, fittings Bolt Bin
Usage: Not Available
Serial #: -
Post Model Description: w/assorted clips, fittings
Asset Id: 1360069

Asset Category: Shop, Warehouse and Consumer
Description: Qty of clevis pins, spring pins, misc fittings and fasteners
Usage: Not Available
Serial #: -
Post Model Description: Qty of clevis pins, spring pins, misc fittings and fasteners
Asset Id: 1361026

Asset Category: Shop, Warehouse and Consumer
Description: Motomaster Eliminator 12V Battery Charger
Usage: Not Available
Serial #: -
Post Model Description: 12V
Asset Id: 1361054

Asset Category: Shop, Warehouse and Consumer
Description: Lube bench C/W reels, metered nozzles, Ram pumps
Work Bench
Usage: Not Available
Serial #: -
Post Model Description: Lube bench C/W reels, metered nozzles, Ram pumps
Asset Id: 1361072

Asset Category: Shop, Warehouse and Consumer
Description: Set of 8-steel lockers
Usage: Not Available
Serial #: -
Post Model Description: Set of 8-steel lockers
Asset Id: 1361084

Asset Category: Shop, Warehouse and Consumer
Description: Set of 8-steel lockers
Usage: Not Available
Serial #: -
Post Model Description: Set of 8-steel lockers
Asset Id: 1361085

Asset Category: Shop, Warehouse and Consumer

Description: ShopVac c/w brooms, shovels, Star shop vac Vacuum Cleaner
Usage: Not Available
Serial #: -
Post Model Description: c/w brooms, shovels, Star shop vac
Asset Id: 1361089

Asset Category: Shop, Warehouse and Consumer
Description: w/assorted nuts and bolts Bolt Bin
Usage: Not Available
Serial #: -
Post Model Description: w/assorted nuts and bolts
Asset Id: 1360041

Asset Category: Shop, Warehouse and Consumer
Description: Steel cabinets (2), qty of ladders (3)
Usage: Not Available
Serial #: -
Post Model Description: Steel cabinets (2), qty of ladders (3)
Asset Id: 1361106

Asset Category: Shop, Warehouse and Consumer
Description: Qty of misc hose, wire, booster cables, extension cords
Usage: Not Available
Serial #: -
Post Model Description: Qty of misc hose, wire, booster cables, extension cords
Asset Id: 1361157

Asset Category: Shop, Warehouse and Consumer
Description: Qty of tarps
Usage: Not Available
Serial #: -
Post Model Description: Qty of tarps
Asset Id: 1363546

Asset Category: Shop, Warehouse and Consumer
Description: Metal rack w/misc metal
Usage: Not Available
Serial #: -
Post Model Description: Metal rack w/misc metal
Asset Id: 1384616

Asset Category: Skid Steer Loaders
Description: 2010 Bobcat S150 Skid Steer Loader

Usage: 1400 Hours
Serial #: A3L135993
Post Model Description: -
Asset Id: 1361091

Asset Category: Tools
Description: Approx 10 Steel Jack Stands
Usage: Not Available
Serial #: -
Post Model Description: Steel Jack Stands
Asset Id: 1360001

Asset Category: Tools
Description: rack c/w sledge hammers, pipe wrenches
Usage: Not Available
Serial #: -
Post Model Description: rack c/w sledge hammers, pipe wrenches
Asset Id: 1360100

Asset Category: Tools
Description: Mastercraft table saw
Usage: Not Available
Serial #: -
Post Model Description: table saw
Asset Id: 1382327

Asset Category: Tools
Description: Qty of bottle jacks (3) Jack
Usage: Not Available
Serial #: -
Post Model Description: Qty of bottle jacks (3)
Asset Id: 1361024

Asset Category: Tools
Description: Qty of cable cutters (3)
Usage: Not Available
Serial #: -
Post Model Description: Qty of cable cutters (3)
Asset Id: 1361025

Asset Category: Tools
Description: Qty of sockets-1/2, 3/4, and 1IN drive
Usage: Not Available
Serial #: -
Post Model Description: Qty of sockets-1/2, 3/4, and 1IN drive
Asset Id: 1361028

Asset Category: Tools
Description: Mastercraft 1/2IN drive metric deep impact socket set
Usage: Not Available
Serial #: -
Post Model Description: 1/2IN drive metric deep impact socket set
Asset Id: 1361034

Asset Category: Tools
Description: c/w assorted tools incl wrenches, screw drivers Tool Box
Usage: Not Available
Serial #: -
Post Model Description: c/w assorted tools incl wrenches, screw drivers
Asset Id: 1361044

Asset Category: Tools
Description: Stanley tool kit w/wrenches, sockets
Usage: Not Available
Serial #: -
Post Model Description: tool kit w/wrenches, sockets
Asset Id: 1361082

Asset Category: Tools
Description: Hydraulic transmission Jack
Usage: Not Available
Serial #: -
Post Model Description: Hydraulic transmission
Asset Id: 1361088

Asset Category: Tools
Description: Porta Power c/wcart
Usage: Not Available
Serial #: -
Post Model Description: Porta Power c/wcart
Asset Id: 1361090

Asset Category: Tools
Description: Qty of 2-tap and die sets
Usage: Not Available
Serial #: -
Post Model Description: Qty of 2-tap and die sets
Asset Id: 1361111

Asset Category: Tools
Description: Qty of (3) elec Sander

Usage: Not Available
Serial #: -
Post Model Description: Qty of (3) elec
Asset Id: 1361112

Asset Category: Tools
Description: Qty of (4) elec drills
Usage: Not Available
Serial #: -
Post Model Description: Qty of (4) elec drills
Asset Id: 1361113

Asset Category: Tools
Description: Qty of (4) air impact guns
Usage: Not Available
Serial #: -
Post Model Description: Qty of (4) air impact guns
Asset Id: 1361115

Asset Category: Tools
Description: Blue point air sander, CP air chipper, Bosch sawsall, 3-skill saws, jig saw, Makita angle grinder
Usage: Not Available
Serial #: -
Post Model Description: Blue point air sander, CP air chipper, Bosch sawsall, 3-skill saws, jig saw, Makita angle grinder
Asset Id: 1361149

Asset Category: Tools
Description: Mastercraft torque wrench and quantity of wheel nut sockets
Usage: Not Available
Serial #: -
Post Model Description: Mastercraft torque wrench and quantity of wheel nut sockets
Asset Id: 1361151

Asset Category: Tools
Description: Matco Micrometer set, c/w KD tools micrometer
Usage: Not Available
Serial #: -
Post Model Description: Micrometer set, c/w KD tools micrometer
Asset Id: 1361152

Asset Category: Tools
Description: Digital brake drum guage

Usage: Not Available
Serial #: -
Post Model Description: Digital brake drum guage
Asset Id: 1361154

Asset Category: Tools
Description: Gearwrench Dial indicator
Usage: Not Available
Serial #: -
Post Model Description: Dial indicator
Asset Id: 1361155

Asset Category: Tools
Description: UltraPro prybar set
Usage: Not Available
Serial #: -
Post Model Description: UltraPro prybar set
Asset Id: 1361156

Asset Category: Tools
Description: Symtech SCA 1 headlamp alignment machine
Usage: Not Available
Serial #: -
Post Model Description: headlamp alignment machine
Asset Id: 1361161

Asset Category: Tools
Description: Banding machine
Usage: Not Available
Serial #: -
Post Model Description: Banding machine
Asset Id: 1361167

Asset Category: Tools
Description: C/W pot, hose, helmet Sand Blaster
Usage: Not Available
Serial #: -
Post Model Description: C/W pot, hose, helmet
Asset Id: 1361171

Asset Category: Tools
Description: Tiger Tool king pin press
Usage: Not Available
Serial #: -
Post Model Description: king pin press
Asset Id: 1361172

Asset Category: Tools
Description: Drader W3000 inject-a-weld machine
Usage: Not Available
Serial #: -
Post Model Description: inject-a-weld machine
Asset Id: 1361174

Asset Category: Tools
Description: Qty of (2) pipe roller stands
Usage: Not Available
Serial #: -
Post Model Description: Qty of (2) pipe roller stands
Asset Id: 1361175

Asset Category: Tools
Description: air paint pump
Usage: Not Available
Serial #: -
Post Model Description: air paint pump
Asset Id: 1363548

Asset Category: Truck Parts and Attachments
Description: 2013 Swenson 10FT Sanding Box C/W Honda 11HP Gas eng, vibrator
Usage: Not Available
Serial #: 04131691
Post Model Description: 10FT Sanding Box C/W Honda 11HP Gas eng, vibrator
Asset Id: 1361387

Asset Category: Truck Parts and Attachments
Description: Pilot rigging to fit pickup truck
Usage: Not Available
Serial #: -
Post Model Description: Pilot rigging to fit pickup truck
Asset Id: 1553345

Asset Category: Welding Machines and Equipment
Description: Lincoln Mig-Pak 140 Electric Welder
Usage: Not Available
Serial #: -
Post Model Description: -
Asset Id: 1361057

Asset Category: Welding Machines and Equipment
Description: Snap-On 140A Mig Electric Welder
Usage: Not Available

Serial #: -
Post Model Description: 140A Mig
Asset Id: 1361065

Asset Category: Well Control
Description: weld-on fittings and threaded pipe fittings Fittings
Usage: Not Available
Serial #: -
Post Model Description: weld-on fittings and threaded pipe fittings
Asset Id: 1382570

Asset Category: Well Service
Description: 2-sets of steel tank stairways Work Platform
Usage: Not Available
Serial #: -
Post Model Description: 2-sets of steel tank stairways
Asset Id: 1382838

Asset Category: Winch Trucks
Description: 2006 Kenworth C500B Tri-Drive Texas Bed Winch Truck
Usage: Not Available
Serial #: 1NKCXBEX46R988123
Post Model Description: Tri-Drive Texas Bed
Asset Id: 1363506

Asset Category: Winch Trucks
Description: 2011 Kenworth C500 Tri-Drive Winch Truck
Usage: 564802 KM
Serial #: 1XKCP4EX0BR948875
Post Model Description: -
Asset Id: 1359442

Asset Category: Winch Trucks
Description: 2011 Kenworth T800 Winch Truck
Usage: 137820 KM
Serial #: 1XKDPBEX4BR946121
Post Model Description: -
Asset Id: 1363323

Schedule "B"
Form of Proposal Trustee's Certificate

Clerk's Stamp:

COURT/ESTATE FILE NUMBER	24-2823737
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	EDMONTON
APPLICANT	IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF CLL CAPITAL CORP.
COURT/ESTATE FILE NUMBER	24-2823740
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	EDMONTON
APPLICANT	IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF 3MK ENERGY SERVICES LTD.
COURT/ESTATE FILE NUMBER	24-2823718
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	EDMONTON
APPLICANT	IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF LAST CHANCE TRUCKING (1995) LTD.
DOCUMENT	PROPOSAL TRUSTEE'S CERTIFICATE

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT

FIELD LAW LLP

400 - 444 7 Ave SW
Calgary, Alberta T2P 0X8

Lawyer: Trevor Batty
Phone Number: (403) 260 8537
Fax Number: (403) 264 7084
Email address: tbatty@fieldlaw.com
File No. []

RECITALS

- A. On April 21, 2022, MNP Ltd. was appointed as proposal trustee (the “**Proposal Trustee**”) of each of CLL Capital Corp., 3MK Energy Services Ltd and Last Chance Trucking (1995) Ltd. (collectively, the “**Companies**”).
- B. Pursuant to an Order of the Court of Queen’s Bench of Alberta dated May 26, 2022, the Court approved an auction proposal dated May 20, 2022, between the Companies and Ritchie Bros. Auctioneers (the “**Auction Proposal**”).
- C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Auction Proposal.

THE PROPOSAL TRUSTEE CERTIFIES the following:

- 1. The Auction occurred and the Auctioneer has paid and the solicitors for the Proposal Trustee, Field Law, 400-444 7 Avenue SW, Calgary, AB T2P 0X8 have received all amounts payable pursuant to the Auction Proposal.
- 2. This Certificate was delivered by the Proposal Trustee at **[Time]** on **[Date]**.

MNP LTD., in its capacity as Proposal Trustee of the Companies, and not in its personal capacity.

Per: _____
Name: Victor Kroeger
Title:

APPENDIX “C”

Transmitting Party

MULLIGAN REGISTRIES INC. (P618)

5148 52 AVENUE, BOX 6398
DRAYTON VALLEY, AB T7A 1R8

Party Code: 50078112
Phone #: 780 621 1707
Reference #: SWI401158

Garage Keepers' Lien

Control #: F07119075

Registration Date: 2021-Dec-20

Registration #: 21122025098

Financing Change Statement

Use this section to Discharge or Extend by Court Order the time for seizure. Note before returning, make a photocopy for your file.
Place an (X) in the appropriate box

Court Ordered Renewal: Please complete the following

a. What is the date of the Court Order (yyyy/mm/dd)?

b. In which Judicial District was the Order made?

c. What is the Court File Number?

d. If the court has extended time for seizure, enter the new date (yyyy/mm/dd):

Total Discharge: Discharge permanently removes **ALL** record of the registration(s).

Name of Person Authorized to Complete this section	Authorized Signature	Area Code & Telephone #:	Reference #:



Garage Keepers' Lien

Control #: F07119075

Registration Date: 2021-Dec-20

Registration #: 21122025098

This Registration Expires at 11:59 PM on 2022-Jun-20

The Vehicle repaired on the Garage Keepers' premises was released on 2021-Nov-30

Accessories were provided on 2021-Sep-21

Lien Amount is \$37,225.01

Vehicle Owner(s)

Block

1 LAST CHANCE TRUKCING LTD.
BOX 6088
DRAYTON VALLEY, AB T7A1R6

Person(s) Claiming Lien

Block

1 UNITED TRUCK & MACHINE LTD.
BOX 7324
DRAYTON VALLEY, AB T7A1S5
Phone #: 780 542 7171 Fax #: 780 542 2738
Email: AR@UNITEDTRUCKLTD.COM

Collateral: Serial Number Goods

<u>Block</u>	<u>Serial Number</u>	<u>Year</u>	<u>Make and Model</u>	<u>Category</u>
1	1XKCP4EX0BR9848875	2011	KENOWORTH	MV - Motor Vehicle

End of Verification Statement