

**Trevor Batty**

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Our File: 50432-60

August 30, 2022

**VIA EMAIL**

**TO THE ATTACHED SERVICE LIST**

**Re: In the Matter of the Bankruptcy of 3MK Energy Services Ltd., CLL Capital Corp. and Last Chance Trucking (1995) Ltd. - Estate No. 24-2823737**

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In connection with the above noted matter, attached for service upon you, please find the following unfiled documents:

1. Application of MNP LLP as Agent for Canadian Western Bank, returnable September 7, 2022, together with the form of Order (Schedule "A"), Service List (Schedule "B") and WebEx Information (Schedule "C"); and
2. First Report of MNP LLP, Agent for Canadian Western Bank dated August 30, 2022.

We confirm that copies of the attached documents have been submitted for filing and copies of the same will be provided upon receipt.

Sincerely,

FIELD LLP



Trevor Batty  
Partner

Clerk's Stamp:

COURT FILE NUMBER 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 **APPLICATION BY MNP LTD., IN ITS CAPACITY AS FORMER PROPOSAL TRUSTEE OF 3MK ENERGY SERVICES LTD., CLL CAPITAL CORP. AND LAST CHANCE TRUCKING (1995) LTD. AND SECURITY AGENT FOR CANADIAN WESTERN BANK**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

Field LLP  
400, 444 – 7 Avenue SW  
Calgary AB T2P 0X8  
Lawyer: Trevor Batty  
Phone Number: (403) 260-8537  
Fax Number: (403) 264-7084  
Email Address: tbatty@fieldlaw.com  
File No. 50432-62

**NOTICE TO RESPONDENTS: [listed in the service list attached as Schedule "B"]**

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: September 7, 2022  
Time: 10:00 a.m.  
Where: Edmonton Courts Centre (via Webex)  
Before Whom: The Honourable Justice Gill in Commercial Chambers

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, MNP Ltd. ("**MNP**"), in its capacity as former Proposal Trustee of CLL Capital Corp., 3MK Energy Services Ltd. and Last Chance Trucking (1995) Ltd. (collectively, the "**Companies**") and current security agent appointed by Canadian Western Bank ("**CWB**"), seeks an Order, substantially in the form attached hereto as Schedule "A" (the "**Distribution Order**");

- a. abridging the time for, and validating service of, this Application on the parties set out in the Service List attached here to as Schedule “B” and the materials filed in support of this Application, if necessary, and dispensing with service on any party not served;
- b. approving the distribution of the funds presently held in MNP’s counsel’s trust account in accordance with the recommendation of MNP in the First Report (the “**Distribution**”), free and clear of all claims, liens and encumbrances;
- c. discharging and releasing MNP from any and all liability in respect of the Distribution; and
- d. such further and other relief and directions as counsel may request and this Honourable Court may deem appropriate.

**Grounds for making this application:**

2. The grounds upon which MNP relies in making the within Application are as follows:
  - a. On April 21, 2022, each of the Companies filed a Notice of Intention to Make a Proposal with the Official Receiver (the “**Proposal Proceedings**”);
  - b. MNP was appointed as Proposal Trustee for the Companies in the Proposal Proceedings;
  - c. On May 26, 2022, the Court granted an Order approving an Administration Charge for the benefit of counsel to the Companies, MNP as Proposal Trustee and MNP’s counsel, on all of the present and after-acquired assets of the Companies up to an amount of \$100,000;
  - d. On May 26, 2022, the Court also granted two approval and vesting Orders approving the sale of the Companies’ assets and vesting of the assets in the purchasers free and clear of all liens and encumbrances (the “**AVOs**”);
  - e. The AVOs provide that upon completion of the sales contemplated by the AVOs, the net sale proceeds shall be held in the trust account of counsel for MNP pending further Order of the Court upon application by either MNP or CWB;
  - f. The AVOs further provide that the sale proceeds shall stand in the place and stead of the purchased assets and that any claims shall attach to the net proceeds with the same

validity, priority and in the same amounts and subject to the same defences available as when the claims were attached to the assets themselves;

- g. The two sales contemplated by the AVOs have closed and counsel for MNP is currently holding funds in its trust account in the aggregate sum of \$1,886,802.67 (the “Proceeds”);
- h. On July 11, 2022 at 12:01 a.m. the Companies, having failed to file a Proposal or obtain a further extension of the time period within which it is required to do so, were deemed to make an automatic assignment into bankruptcy. MNP is the Trustee in Bankruptcy for the Companies.
- i. On the basis that there is no equity in the Companies’ assets for the bankrupt estates, the Inspectors of the Companies’ Estates passed a resolution on August 17, 2022, approving the surrender of all of the Companies’ property to CWB;
- j. CWB has retained MNP to act as its security agent to realize on the security interests that CWB has in the Companies’ assets, including the Net Sale Proceeds.
- k. MNP has determined, after consulting its legal counsel, that the distribution of the Proceeds in the manner recommended in the Agent’s Report is just and appropriate;
- l. The reasons described in the Agent’s Report; and
- m. Such further and other grounds as counsel may advise and this Honourable Court may deem just.

**Material or evidence to be relied on:**

- 3. MNP intends to rely upon the following materials:
  - a. The Agent’s Report, dated August 30, 2022, filed by MNP as agent for CWB in these proceedings; and
  - b. such further and other materials as counsel may advise and this Honourable Court may permit.

**Applicable Rules:**

- 4. MNP will rely upon and refer to the Alberta *Rules of Court* during the making of the Application.

**Applicable Acts and Regulations:**

5. MNP will rely upon and refer to the provisions of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3.
6. MNP will further rely upon the *Garage Keepers' Lien Act*, R.S.A. 2000 c. G-2, section 6.

**Any irregularity complained of or objection relied on:**

7. None.

**How the application is proposed to be heard or considered:**

8. Remotely in Commercial Chambers via Webex. The Webex login information is attached to the Service list at Schedule "C" hereto.

**WARNING:**

If you do not come to Court either in person or by your lawyer, the Court may give the Applicant 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 a reasonable time before the application is to be heard or considered.

**Schedule "A"**  
**Form of Order**

See attached.

Clerk's Stamp:

COURT FILE NUMBER 24-2823737  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE CALGARY

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

DOCUMENT **ORDER FOR DISTRIBUTION OF ASSET SALE PROCEEDS**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT  
Field LLP  
400, 444 – 7 Avenue SW  
Calgary AB T2P 0X8  
Lawyer: Trevor Batty  
Phone Number: (403) 260-8537  
Fax Number: (403) 264-7084  
Email Address: tbatty@fieldlaw.com  
File No. 50432-62

**DATE ON WHICH ORDER WAS PRONOUNCED:** September 7, 2022  
**NAME OF JUSTICE WHO MADE THIS ORDER:** The Honourable Justice Gill  
**LOCATION OF HEARING:** Edmonton, Alberta

**ORDER**

UPON THE APPLICATION of MNP Ltd. (“**MNP**” or the “**Agent**”), in its capacity as former Proposal Trustee of CLL Capital Corp., 3MK Energy Services Ltd. and Last Chance Trucking (1995) Ltd. (collectively, the “**Companies**”) and current security agent appointed by Canadian Western Bank (“**CWB**”), for an Order for the distribution of proceeds from the sale of certain assets of the Companies; AND UPON having read the two Approval and Vestin Orders approving the sale of the Companies’ assets, both dated May 26, 2022; AND UPON having read the Agent’s Report, dated August 30, 2022 (the “**Agent’s Report**”); AND UPON hearing counsel for MNP, and counsel for any other interested parties; AND UPON being satisfied that it is appropriate to do so, IT IS ORDERED THAT:

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given;

2. MNP, in its capacity as security agent for CWB, is authorized and directed to make the “Distribution” as defined and set out in the Agent’s Report (the “**Distribution**”).
3. The Distribution shall not be subject to the Superintendent’s levy, as provided for in s. 147 of the *Bankruptcy and Insolvency Act* (Canada), and MNP is under no obligation to retain any portion of the funds designated for the Distribution in respect of same.
4. In respect of the Distribution, MNP shall not be liable for any act or omission on its part, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part of MNP, or with leave of the Court.
5. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.
6. Service of this Order on any party not attending this application is hereby dispensed with.

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





**Schedule "B"**  
**Service List**

See attached

*Court of Queen's Bench File No.: 24-2823737, 24-2823740 and 24-2823718  
In the Matter of the Notice of Intention to Make a Proposal of 3MK Energy Services Ltd., CLL Capital Corp. and Last Chance Trucking (1995) Ltd.*

**SERVICE LIST**

<b>Party</b>	<b>Contact Information</b>	<b>Role</b>
<p>DLA Piper (Canada) LLP 1000, 250 - 2nd Street SW Calgary, AB T2P 0C1</p> <p><b>Attention: Carole Hunter and Brian Davison</b></p>	<p><a href="mailto:carole.hunter@dlapiper.com">carole.hunter@dlapiper.com</a> <a href="mailto:brian.davison@dlapiper.com">brian.davison@dlapiper.com</a></p>	<p>CLL Capital Inc., 3MK Energy Services Ltd., and Last Chance Trucking (1995) Ltd.</p>
<p>MNP 1500, 640 – 5 Avenue SW Calgary, AB T2P 3G4</p> <p><b>Attention: Victor Kroeger / Karen Aylward</b></p>	<p><a href="mailto:victor.kroeger@mnp.ca">victor.kroeger@mnp.ca</a> karen.aylward@mnp.ca</p>	<p>Proposal Trustee of CLL Capital Inc., 3MK Energy Services Ltd., and Last Chance Trucking (1995) Ltd.</p>
<p>Field LLP 400, 444 – 7 Avenue SW Calgary, AB T2P 0X8</p> <p><b>Attention: Trevor Batty</b></p>	<p><a href="mailto:tbatty@fieldlaw.com">tbatty@fieldlaw.com</a></p>	<p>Proposal Trustee, MNP Ltd.</p>
<p>Miller Thomson 2700 Commerce Place 10115 - 102 Street Edmonton, AB T5J 4G8</p> <p><b>Attention: Rick Reeson / Mark Siry / Suzy Trace</b></p>	<p><a href="mailto:rreeson@millერთhompson.com">rreeson@millერთhompson.com</a> msiry@millერთhompson.com strace@millერთhompson.com</p>	<p>Canadian Western Bank</p>
<p>WJ Kenny Law Suite 980, 10020 101A Avenue NW Edmonton, AB T5J 3G2</p> <p><b>Attention: Julian V. Savaryn</b></p>	<p>jsavaryn@wjkenneylaw.com</p>	<p>Former Shareholders: Hugh Morrison, Renate Morrison, and Arian Bjerkness</p>

<b>Party</b>	<b>Contact Information</b>	<b>Role</b>
<p>The Bank of Nova Scotia 4715 Tahoe Boulevard Mississauga, ON L4W 0B4</p> <p>and</p> <p>10 Wright Boulevard Stratford, ON M5A 7X9</p>	<p>stratfordindirect@scotiabank.com</p>	<p>Creditor</p>
<p>Edmonton Kenworth Ltd. 17335 – 118 Avenue Edmonton, AB T5S 2P5</p>	<p><a href="mailto:westreception@edmkw.com">westreception@edmkw.com</a></p>	<p>Creditor</p>
<p>Office of the Superintendent of Bankruptcy Canada Place Building 9700 Jasper Avenue, Suite 725 Edmonton, AB T5J 4C3</p>	<p>Fax: 1-780-495-2466</p>	
<p>Canada Revenue Agency 220 - 4th Avenue S.E. Calgary, AB T2G 0L1</p>		
<p>Government of Canada Dept. of Justice Canada 510, 606 – 4 Street SW Calgary, AB T2P 1T1</p> <p><b>Attention: Jill Medhurst</b></p>	<p>jill.medhurst@justice.gc.ca</p>	
<p>Canada Revenue Agency c/o Prairie Regional Office Edmonton Department of Justice Canada 300, 10423- 101 Street N.W. Edmonton, Alberta T5H 0E7</p>		
<p>United Trust &amp; Machine Ltd. Box 7324 Drayton Valley, AB T7A 1S5</p>	<p><a href="mailto:ar@unitedtruckltd.com">ar@unitedtruckltd.com</a></p>	<p>Creditor</p>

**Schedule "C"**  
**WebEx Information**

See attached.

**Archived:** August 30, 2022 3:12:10 PM

**From:** CommercialCoordinator QBEdmonton1

**Sent:** Tue, 23 Aug 2022 15:30:51

**To:** Trevor Batty; Elvina Hussein

**Cc:** CommercialCoordinator QBEdmonton1

**Subject:** Webex Confirmation B203 823718 + - NOTICE OF INTENTION OF: v. LAST CHANCE TRUCKING 1995 LTD NOTICE OF INTENTION OF: v. CLL CAPITAL CORP. NOTICE OF INTENTION OF: v. 3MK ENERGY SERVICES LTD.Sep 07, 2022 10:00 AM - GILL, J - Confirmed

**Importance:** Normal

**CAUTION:** This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

**Counsel:** Please ensure that all relevant parties have received Webex information.

**Virtual Courtroom 86** has been assigned for the above noted matter:

Virtual Courtroom Link:

<https://albertacourts.webex.com/meet/virtual.courtroom86>

Instructions for Connecting to the Meeting

1. Click on the link above or open up Chrome or Firefox and cut and paste it into your browser address bar.
2. If you do not have the Cisco Webex application already installed on your device, the site will have a button to install it. Follow installation instructions. Enter your full name and email address when prompted
3. Click on the **Open Cisco Webex Meeting**.
4. You will see a preview screen. Click on **Join Meeting**.

Key considerations for those attending:

Please connect to the courtroom **15 minutes prior** to the start of the hearing.

Please ensure that your microphone is muted and remains muted for the duration of the proceeding, unless you are speaking. Ensure that you state your name each time you speak.

If bandwidth becomes an issue, some participants may be asked to turn off their video and participate by audio only.

**Note: Recording or rebroadcasting of the video is prohibited.**

**Note: It is highly recommended you use headphones with a microphone or a headset when using Webex. This prevents feedback.**

If you are a non-lawyer attending this hearing remotely, **you must** complete the undertaking located here:

<https://www.albertacourts.ca/qb/resources/announcements/undertaking-and-agreement-for-non-lawyers>

For more information relating to Webex protocols and procedures, please visit: <https://www.albertacourts.ca/qb/court-operations-schedules/webex-remote-hearings-protocol>

You can also join the meeting via the "Cisco Webex Meetings" App on your smartphone/tablet or other smart device. You can download this via the App marketplace and join via the link provided above.

Thank you,

**Brent Dufault**  
Commercial Duty Coordinator

E: [commercialcoordinator.qbedmonton@albertacourts.ca](mailto:commercialcoordinator.qbedmonton@albertacourts.ca)

Court of Queen's Bench of Alberta  
Calgary Court Centre  
601 5 Street SW  
Calgary, Alberta T2P 5P7

*Disclaimer:*

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Clerk's Stamp

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  
TEL: 403.298.8479/778.372.5384  
EMAIL: vic.kroeger@mnt.ca/seamus.boyle@mnt.ca

LICENSED INSOLVENCY TRUSTEES

1500, 640 - 5TH AVENUE SW, CALGARY, AB T2P 3G4

1.877.500.0792 P: 403.538.3187 F: 403.537.8437 MNPdebt.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**").

CLL Capital Corp. et al.  
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.

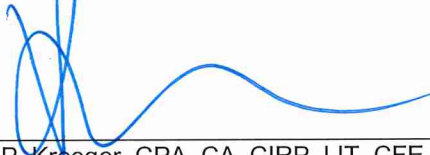
#### CONCLUSION AND RECCOMENDATION

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 30<sup>th</sup> 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

CLL Capital Corp. et al.  
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**  
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

<b>DATE ON WHICH ORDER WAS PRONOUNCED:</b>	May 26, 2022
<b>LOCATION WHERE ORDER WAS PRONOUNCED:</b>	Edmonton, Alberta
<b>NAME OF JUDGE WHO MADE THIS ORDER:</b>	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	<b>PROPOSAL TRUSTEE'S CERTIFICATE</b>

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](mailto: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

<b>DATE ON WHICH ORDER WAS PRONOUNCED:</b>	May 26, 2022
<b>LOCATION WHERE ORDER WAS PRONOUNCED:</b>	Edmonton, Alberta
<b>NAME OF JUDGE WHO MADE THIS ORDER:</b>	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.



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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

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**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 #:** 1HTMVAFL58J551009  
**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	<b>PROPOSAL TRUSTEE'S CERTIFICATE</b>

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF  
PARTY FILING THIS DOCUMENT

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Phone Number: (403) 260 8537  
Fax Number: (403) 264 7084  
Email address: [tbatty@fieldlaw.com](mailto: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

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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

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**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**

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

**End of Verification Statement**