



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

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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:

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|--------------------------|---|
| 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

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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: