

COURT FILE NO.: 1501-02652

COURT Court of Queen's Bench of Alberta

JUDICIAL CENTRE CALGARY

PLAINTIFF PACER CONSTRUCTION HOLDINGS CORPORATION

DEFENDANTS PACER PROMEC ENERGY SORPORATION and PACER
PROMEC ENERGY CONSTRUCTION CORPORATION

DOCUMENT **ORDER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

Gowling Lafleur Henderson LLP
1600, 421 – 7th Avenue S.W.
Calgary, AB T2P 4K9

Telephone (403) 298-1000
Facsimile (403) 263-9193

File No. A150768

Attention: Jeffrey L. Oliver

I hereby certify this to be a true copy of the original Order
Dated this 8th day of September, 2015
[Signature]
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: September 4, 2015

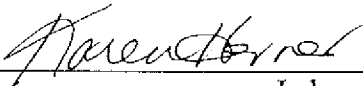
LOCATION AT WHICH ORDER WAS MADE: Calgary, Alberta

NAME OF JUDGE WHO MADE THIS ORDER: Honourable Justice K.M. Horner

UPON THE APPLICATION of GE Canada Equipment Financing G.P. and GE Canada Leasing Services Company (collectively, "GE"); **AND UPON HEARING** counsel for GE; **AND UPON HEARING** counsel for FTI Consulting Canada Inc. (the "Receiver") and any other counsel present; **AND UPON HAVING READ** the Order granted by the Honourable Justice B. Nixon on May 7, 2015; **AND UPON HAVING READ** the Affidavit of Dean Langley, sworn August 27, 2015;

IT IS HEREBY ORDERED THAT:

1. Time for service of the notice of application for this order is hereby abridged and service thereof is deemed good and sufficient.
2. GE is hereby permitted to forthwith file with the Receiver the Proofs of Claim attached hereto as Schedules 1 and 2, and any schedules thereto that GE deems necessary.



Judge of the Court of Queen's
Bench of Alberta

SCHEDULE 1

SCHEDULE "D"

FORM 31

Proof of Claim

(Sections 50.1, 81.5, 81.6, Subsections 65.2(4), 81.2(1), 81.3(8), 81.4(8), 102(2), 124(2), 128(1), and Paragraphs 51(1)(e) and 66.14(b) of the Bankruptcy and Insolvency Act)

All notices or correspondence regarding this claim must be forwarded to the following address:

GE CANADA EQUIPMENT FINANCING C.P.
2300 MEADOWVALE BLVD. MISSISSAUGA, ON L5N 5P9 ATTN: DEAN LANGLEY

This claim is against (check one):

- Pacer Promec Energy Corporation
- Pacer Promec Energy Construction Corporation
- FTI Consulting Canada Inc. in its capacity as Receiver and Manager of Pacer Promec Energy Corporation and pacer Promec Energy Construction Corporation

In the matter of the receivership of Pacer Promec Energy Corporation and Pacer Promec Energy Construction Corporation and the claim of GE CANADA EQUIPMENT FINANCING C.P. creditor.

I, DEAN LANGLEY (name of creditor or representative of the creditor), of ~~city and province~~ ACTON, ONTARIO, do hereby certify:

1. That I am a creditor of the above-named debtor (or that I am WORKOUT MANAGER (state position or title) of GE CANADA EQUIPMENT FINANCING C.P. (name of creditor or representative of the creditor)).
2. That I have knowledge of all of the circumstances connected with the claim referred to below.
3. That the debtor was, at the date of bankruptcy (or the date of the receivership or, in the case of a proposal, the date of the notice of intention or of the proposal, if no notice of intention was filed), namely the 10TH day of MARCH 2015, and still is, indebted to the creditor in the sum of \$ _____ as specified in the statement of account (or affidavit) attached and marked Schedule "A," after deducting any counterclaims to which the debtor is entitled. (The attached statement of account or affidavit must specify the vouchers or other evidence in support of the claim.)
4. Check and complete appropriate category

A. UNSECURED CLAIM OF \$ TBD

(Other than as a customer contemplated by Section 262 of the Act)

. That in respect of this debt, I do not hold any assets of the debtor as security and
(Check appropriate description)

- Regarding the amount of \$ _____, I claim a right to priority under section 136 of the Act.
- Regarding the amount of \$ _____, I do not claim a right to a priority.

(Set out on an attached sheet details to support priority claim)

- CLAIM OF LESSOR FOR DISCLAIMER OF A LEASE \$ _____

That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows:

FORM 31 - Continued

(Give full particulars of the claim, including the calculations upon which the claim is based)

- B. SECURED CLAIM OF \$ 1,124,474.03

That in respect of this debt, I hold assets of the debtor valued at \$ 920,000 as security, particulars of which are as follows:

(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents)

- C. CLAIM OF LIEN PURSUANT TO BUILDERS' LIEN ACT (ALBERTA) IN THE AMOUNT OF \$ _____

On the estate of (name of owner(s)) _____

(in the following lands (legal description(s)):

In respect of the following work or materials:

The work or materials were last provided on the following date: _____

OR

The work is not yet completed or all the materials have not yet been furnished.

D. CLAIM BY WAGE EARNER OF \$ _____

That I hereby make a claim under subsection 81.3(8) of the Act in the amount of \$ _____

That I hereby make a claim under subsection 81.4(8) of the Act in the amount of \$ _____

E. CLAIM BY EMPLOYEE FOR UNPAID AMOUNT REGARDING PENSION PLAN OF \$ _____

That I hereby make a claim under subsection 81.5 of the Act in the amount of \$ _____

That I hereby make a claim under subsection 81.6 of the Act in the amount of \$ _____

F. CLAIM AGAINST DIRECTOR \$ _____

(To be completed when a proposal provides for the compromise of claims against directors)

That I hereby make a claim under subsection 50(13) of the Act, particulars of which are as follows:

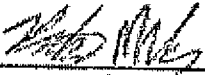
(Give full particulars of the claim, including the calculations upon which the claim is based)

FORM 31 -- Concluded

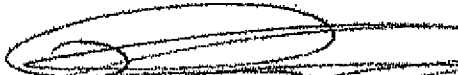
5. That, to the best of my knowledge, I am (or the above-named creditor is) (or am not or is not) related to the debtor within the meaning of section 4 of the Act, and have (or has) (or have not or has not) dealt with the debtor in a non-arm's-length manner.

6. That the following are the payments that I have received from, the credits that I have allowed to, and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of subsection 2(1) of the Act: (provide details of payments, credits and transfers at undervalue)

Dated at MISSISSAUGA this 27TH day of AUG, 2015



Witness: Peter Molony



Creditor ATTORNEY-IN-FACT.

Telephone No.: 905-858-4916
Fax No.: _____
Email address: clean.langley@ge.com

NOTE: If an affidavit is attached, it must have been made before a person qualified to take affidavits.

WARNINGS: A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor.

Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.

SCHEDULE 2

SCHEDULE "D"

FORM 31

Proof of Claim

(Sections 50.1, 51.5, 51.6, Subsections 65.2(4), 61.2(1), 61.3(B), 61.4(8), 102(2), 124(2), 128(1), and Paragraphs 51(1)(e) and 66.14(b) of the Bankruptcy and Insolvency Act)

All notices or correspondence regarding this claim must be forwarded to the following address:

G.E. CANADA LEASING SERVICES COMPANY
2300 MIDLAND AVE. MISSISSAUGA, ON L5N 5P9 ATTN: DEAN LANGLEY

This claim is against (check one):

- Pacer Promec Energy Corporation
- Pacer Promec Energy Construction Corporation
- FTI Consulting Canada Inc. in its capacity as Receiver and Manager of Pacer Promec Energy Corporation and Pacer Promec Energy Construction Corporation

In the matter of the receivership of Pacer Promec Energy Corporation and Pacer Promec Energy Construction Corporation and the claim of G.E. CANADA LEASING SERVICES COMPANY, creditor.

I, DEAN LANGLEY (name of creditor or representative of the creditor), of city and province, do hereby certify:
ACTON, ON

1. That I am a creditor of the above-named debtor (or that I am WORKOUT MANAGER (state position or title) of G.E. CANADA LEASING SERVICES COMPANY (name of creditor or representative of the creditor)).
2. That I have knowledge of all of the circumstances connected with the claim referred to below.
3. That the debtor was, at the date of bankruptcy (or the date of the receivership or, in the case of a proposal, the date of the notice of intention or of the proposal, if no notice of intention was filed), namely the 10th day of MARCH 2015, and still is, indebted to the creditor in the sum of \$ 866,352.47 as specified in the statement of account (or affidavit) attached and marked Schedule "A," after deducting any counterclaims to which the debtor is entitled. (The attached statement of account or affidavit must specify the vouchers or other evidence in support of the claim.)

4. Check and complete appropriate category

- A. UNSECURED CLAIM OF \$ TBD

(Other than as a customer contemplated by Section 262 of the Act)

. That in respect of this debt, I do not hold any assets of the debtor as security and
(Check appropriate description)

- Regarding the amount of \$ _____, I claim a right to priority under section 136 of the Act.
- Regarding the amount of \$ _____, I do not claim a right to a priority.

(Set out on an attached sheet details to support priority claim)

- CLAIM OF LESSOR FOR DISCLAIMER OF A LEASE \$ _____

That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows:

FORM 31 – Continued

(Give full particulars of the claim, including the calculations upon which the claim is based)

- B. SECURED CLAIM OF \$ 866,352.47.

That in respect of this debt, I hold assets of the debtor valued at \$ TUSD. as security, particulars of which are as follows:

(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents)

- C. CLAIM OF LIEN PURSUANT TO BUILDERS' LIEN ACT (ALBERTA) IN THE AMOUNT OF \$ _____

On the estate of (name of owner(s)) _____

In the following lands (legal description(s)):

In respect of the following work or materials:

The work or materials were last provided on the following date: _____

OR

The work is not yet completed or all the materials have not yet been furnished.

D. CLAIM BY WAGE EARNER OF \$ _____

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That I hereby make a claim under subsection 81.4(8) of the Act in the amount of \$ _____

E. CLAIM BY EMPLOYEE FOR UNPAID AMOUNT REGARDING PENSION PLAN OF \$ _____

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F. CLAIM AGAINST DIRECTOR \$ _____

(To be completed when a proposal provides for the compromise of claims against directors)

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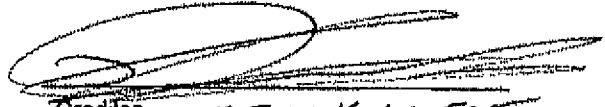
FORM 31 -- Concluded

5. That, to the best of my knowledge, I am (or the above-named creditor is) (or am not or is not) related to the debtor within the meaning of section 4 of the Act, and have (or has) (or have not or has not) dealt with the debtor in a non-arm's-length manner.

6. That the following are the payments that I have received from, the credits that I have allowed to, and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of subsection 2(1) of the Act: (provide details of payments, credits and transfers at undervalue)

Dated at MISSISSAUGA, this 27 day of AUG, 2015.


Witness: Patrick Molony


Creditor ATTORNEY-IN-FACT

Telephone No.: 905-858-4916

Fax No.:

Email address: dean.langley@gc.com

NOTE: If an affidavit is attached, it must have been made before a person qualified to take affidavits.

WARNINGS: A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor.

Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.