



COURT FILE NUMBER 1501-02652

COURT OF QUEEN'S  
BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF **PACER CONSTRUCTION HOLDINGS CORPORATION**  
defendants **PACER PROMEC ENERGY CORPORATION AND PACER  
PROMEC ENERGY CONSTRUCTION CORPORATION**

DOCUMENT **APPLICATION BY FTI CONSULTING CANADA INC.**

ADDRESS FOR SERVICE  
AND CONTACT **DENTONS CANADA LLP**  
INFORMATION OF PARTY Bankers Court  
FILING THIS DOCUMENT 15<sup>th</sup> Floor, 850 - 2<sup>nd</sup> Street S.W.  
Calgary, Alberta T2P 0R8  
**Attention: David W. Mann / David LeGeyt**  
Ph. (403) 268-7097/3075 Fx. (403) 268-3100  
File No.: 548476-5

#### NOTICE TO RESPONDENTS

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

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

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

Date: November 17, 2015

Time: 10:00 a.m.

Where: Calgary Courts Centre,  
601 - 5 Street SW,  
Calgary, AB T2P 5P7

Before: The Honourable Madam Justice G.A. Campbell

Go to the end of this document to see what you can do and when you must do it.

#### Remedy sought:

1. FTI Consulting Canada Inc. in its capacity as the Court appointed receiver and manager (the "Receiver") of Pacer Promec Energy Corporation and Pacer Promec Energy Construction

Corporation (the "**Debtors**") respectfully seeks the Order attached as Schedule "**A**" containing the following relief:

- (a) validating service of this Application and the supporting materials; and
- (b) authorizing the Receiver to distribute funds to GE and CWB (as defined in the Third Report of the Receiver, filed and served herewith (the "**Third Report**"));

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

**Grounds for making this application:**

2. The Receiver was appointed by Order of this Honourable Court on March 10, 2015.
3. The Receiver has, entered into a Liquidation Services Agreement ("**LSA**") with Century Services Inc., ("**Century**"), as more particularly described in the Second Report of the Receiver filed August 21, 2015 (the "**Second Report**").
4. Pursuant to the LSA Century conducted an auction of the equipment financed by GE and CWB on October 15, 2015, and has delivered the net proceeds of that auction to the Receiver (the "**Net Proceeds**").
5. The Net proceeds are more than sufficient to repay in full the indebtedness of PPEC to GE and CWB, and the Receiver respectfully seeks an Order authorizing the Receiver to do so.
6. The Order of this Honourable Court granted in these proceedings on September 4, 2015 requires the Receiver to hold the Net Proceeds until further Order.
7. Such further and other grounds as counsel may advise and this Honourable Court may permit.

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

8. The Third Report of the Receiver.
9. Such further and other materials previously filed in these proceedings, and as counsel may advise and this Honorable Court may permit.

**Applicable Acts and regulations:**

10. *Judicature Act* R.S.A. 2000 c. J-2, as amended.
11. *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3, as amended.
12. And such further and other acts as regulations as counsel may advise and this Honorable Court may permit.

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

13. In person before the Honourable Madam Justice G.A. Campbell in Chambers.

**WARNING**

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

SCHEDULE "A"

Clerk's stamp:

COURT FILE NUMBER	1501-02652
COURT OF QUEEN'S BENCH OF ALBERTA	
JUDICIAL CENTRE	CALGARY
PLAINTIFF	<b>PACER CONSTRUCTION HOLDINGS CORPORATION</b>
DEFENDANT	<b>PACER PROMEC ENERGY CORPORATION AND PACER PROMEC ENERGY CONSTRUCTION CORPORATION</b>
DOCUMENT	<b><u>Order</u></b> (Distribution to Equipment Lessors)
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	<b>DENTONS CANADA LLP</b> Bankers Court 15 <sup>th</sup> Floor, 850 - 2 <sup>nd</sup> Street S.W. Calgary, Alberta T2P 0R8 <b>Attention: David W. Mann / David LeGeyt</b> Ph. (403) 268-7097/3075 Fx. (403) 268-3100 File No.: 548476-5
DATE ON WHICH ORDER WAS PRONOUNCED	November 17, 2015
LOCATION WHERE ORDER WAS PRONOUNCED	Calgary, Alberta
NAME OF JUSTICE WHO MADE THIS ORDER	Honourable Madam Justice G.A. Campbell

**UPON** the application of FTI Consulting Canada Inc., in its capacity as receiver manager (the "**Receiver**") of Pacer Promec Energy Corporation and Pacer Promec Energy Construction Corporation (collectively, "**PPEC**") in these proceedings; **AND UPON** having read the Application of the Receiver, filed November 10, 2015, the Third Report of the Receiver, dated November 10, 2015 (the "**Third Report**"), the Affidavit of Gail Wheatley, dated \_\_\_\_\_, 2015 (the "**Service Affidavit**"), and such other material in the pleadings and proceedings as deemed necessary; **AND UPON** hearing counsel for the Receiver and other interested parties; **IT IS HEREBY ORDERED AND DECLARED THAT:**

1. The time for service of notice of this application is abridged to the time actually given and service of the Application and supporting material as described in the Service Affidavit is good and sufficient, and this hearing is properly returnable before this Honourable Court today and further service thereof is hereby dispensed with.
2. Repayment of GE and CWB as set out and defined in the Third Report is hereby approved, and the Receiver is authorized and empowered to take all steps necessary to distribute funds from the PPEC estate do so.

3. The Receiver shall serve, by courier, facsimile transmission, e-mail transmission, or ordinary post, a copy of this Order on all parties present at this application and on all parties who received notice of this application or who are presently on the service list established in these proceedings, and service on any or all other parties is hereby dispensed with. Service affected as aforesaid shall be good and sufficient service.

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Justice of the Court of Queen's Bench of Alberta