

COURT FILE NUMBER 1903 12504

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE EDMONTON

PLAINTIFF MAYNBRIDGE CAPITAL INC.

DEFENDANTS VOICE CONSTRUCTION OPCO ULC, VOICE MANAGEMENT LTD., VOICE CONSTRUCTION LTD., EARTH & ENERGY CONSTRUCTION LTD., VOICE HOLDINGS LTD., and 2012442 ALBERTA LTD.

DOCUMENT **APPLICATION**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

MILLER THOMSON LLP
Barristers and Solicitors
2700, Commerce Place
10155-102 Street
Edmonton, AB, Canada T5J 4G8
Phone: 780.429.1751 Fax: 780.424.5866
Lawyer's Name: Rick T.G. Reeson, QC
Stephanie A. Wanke
Lawyer's Email: rreeson@millerthomson.com / swanke@millerthomson.com
File No.: 182818.4

Clerk's Stamp



NOTICE TO RESPONDENT(S): as set out in Schedule "A" attached hereto

This application is made against you. You are a respondent. You have the right to state your side of this matter before the master/judge.

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

Date: **October 22, 2019**

Time: **2:00 pm**

Where: Law Courts Building, Edmonton

Before Whom: **The Honourable Justice M.J. Lema**

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. An Order, substantially in the form provided in Schedule "B":

- (a) abridging the time for service of notice of this Application to the time actually given and deeming service upon the parties served as good and sufficient service;
- (b) approving the sale and vesting title of the assets (the "**Assets**") attached to the form of Order as Schedule "A" in accordance with the terms of the credit bid of Maynbridge Capital Inc. as set out in Fourth Report of the Receiver October 16, 2019 (the "**Fourth Report**") and the Confidential Appendices 1, 2, and 3 to the Fourth Report (collectively, the "**Confidential Appendices**")
- (c) authorizing the Receiver to discharge all encumbrances registered against the Assets on closing of the sale of the Assets;
- (d) approving an interim distribution as described in the Fourth Report to the secured creditors holding secured interests in priority to Maynbridge Capital Inc. with respect to any of the Assets (the "**Interim Distribution**");
- (e) declaring that the remaining proceeds from the sale of the Assets be held by the Receiver and stand in place of the Assets until further Order of this Honourable Court in respect of distribution of the proceeds and allocation of costs against the proceeds;
- (f) declaring that certain Personal Property Registry registrations of Grande Tire Inc., and Boyd Ventures Inc. against Voice Construction Opco ULC, Voice Management Ltd., Voice Construction Ltd., Earth & Energy Construction Ltd., Voice Holdings Ltd., and 2012442 Alberta Ltd. (collectively, the "**Debtor**") are invalid and authorizing the Receiver to discharge said registrations;
- (g) a declaration that no amounts are owing under the Personal Property Registry registrations of GE Canada Assets Financing Holding Company, and GE VFS Canada Limited Partnership against the Debtor and authorizing the Receiver to discharge said registrations;
- (h) approving the activities of the Receiver as set out in the Fourth Report; and
- (i) declaring the Division 4 of Part 6 of the *Rules of Court* does not apply to this Application, and the Confidential Appendices be temporarily sealed until the Receiver is discharged or further Order of the Court.

2. Such further and other relief as the Receiver may advise.

Grounds for making this application:

Approval Sale and Vesting

- 3. The Receiver was appointed the receiver of the Debtor by an Order of this Honourable Court dated June 25, 2019 (the "**Receivership Order**"). The Receivership Order authorizes the Receiver to, among other things;
 - (a) Market any or all of the personal property (collectively called the "**Property**") of the Debtor (and to solicit offers in respect of such Property or any part or parts thereof), in accordance with Paragraph 3(k);
 - (b) Negotiate the terms and conditions of a sale of Property of the Debtor in accordance with Paragraph 3(k) thereof;

- (c) Sell, convey, transfer, lease or assign the Property or any part or parts thereof out of the ordinary course of business with the approval of this Honourable Court; and
- 4. As set out in the Fourth Report and subject to court approval, the Receiver has received and accepted a credit bid offer for the Assets from Maynbridge Capital Inc. (the "**Offer**").
- 5. The Receiver is of the view that the Offer is fair and reasonable, and that acceptance of the Offer and completion of the transaction contemplated by the Offer is in the best interest of the Debtor, its creditors, and other stakeholders.

Interim Distribution

- 6. The Receiver has reviewed certain documents from John Deere Financial Inc., Jim Pattison Industries Ltd., Komatsu International (Canada) Inc., and ARI Financial Services Inc. (the "**PMSI Creditors**") and has received an opinion from its legal counsel that said creditors hold certain security interests in priority to Maynbridge Capital Inc. with respect to certain of the Assets.
- 7. The Receiver is proposing that the PMSI Creditors be paid the amounts secured by their priority registrations against the Assets from the net proceeds of the sale of the Assets in accordance with their respective priorities to the Assets.

Discharge of PPR Registrations

- 8. Grande Tire Inc. and Boyd Ventures Inc. have registered security interests at the Personal Property Registry against certain assets of the Debtor. However both have advised that they do not have security agreements with the Debtor.
- 9. GE Canada Assets Financing Holding Company and GE VFS Canada Limited Partnership (collectively "**GE Canada**") have registered security interests at the Personal Property Registry against "photocopiers" of the Debtor. GE Canada has advised that it has no active accounts with respect to the PPR registrations and the Debtor.
- 10. As a result, the Receiver seeks to have the above registrations discharged without payment.

Sealing Order

- 11. The Confidential Appendices contain confidential information of a commercial nature which, if disclosed to third parties prior to the completion of the Receiver's sales process of the Debtor's Property, could materially jeopardize the Receiver's sale process, or if the sale of the Assets does not close, could materially jeopardize the value that the Receiver is subsequently able to obtain from the sale of the Assets, and as such, it is appropriate that the Court dispense with filing the Confidential Appendices with the Clerk of the Court until the Receiver's has concluded its sale of the Property, or grant an interim Temporary Sealing Order in relation thereto.

Material or evidence to be relied on:

- 12. Fourth Report of the Receiver dated October 16, 2019, filed.
- 13. Unfiled Confidential Appendices to the Fourth Report of the Receiver.
- 14. Such further and other material as legal counsel for the Receiver may advise and this Honourable Court may permit.

Applicable rules:

15. *Alberta Rules of Court*, AR 124/2010 including Division 4 Part 6 and Rules 6.3, 6.28, and 13.5(2).
16. Such further and other authority as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

17. *Bankruptcy and Insolvency Act*
18. *Personal Property Security Act*

Any irregularity complained of or objection relied on:

19. None

How the application is proposed to be heard or considered:

20. In person in open 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 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(s) a reasonable time before the application is to be heard or considered.

SCHEDULE "A" – SERVICE LIST

Party	Counsel	Address	Service Method
Receiver		Alvarez & Marsal Canada Inc. Suite 1110, 250 6th Avenue SW Calgary, AB T2P 3H7 Orest Konowalchuk	okonowalchuk@alvarezandmarsal.com
With a copy to:	Rick Reeson, Q.C., and Stephanie Wanke	Miller Thomson LLP 2700, 10155-102 Street Edmonton, AB T5J 4G8	rreeson@millerthomson.com swanke@millerthomson.com
Maynbridge Capital Inc.	Matti Lemmens Tiffany Bennett	Borden Ladner Gervais LLP Centennial Place, East Tower 1900, 520-3 rd Avenue SW Calgary, AB T2P 0R3	MLemmens@blg.com TiBennett@blg.com
Voice Construction OPCO ULC, et al., Defendants	Martino Calvaruso Marc Wasserman	Osler, Hoskin & Harcourt LLP Box 50, 1 First Canadian Place Toronto, ON M5X 1B8	mcalvaruso@osler.com mwasserman@osler.com
Finning International Inc.	Peter Kumpula	Finning International Inc. 16901-109 Avenue Edmonton, AB T5P 4P6	peter.kumpula@finning.com
Caterpillar Financial Services Limited	Pantelis Kyriakakis	McCarthy Tetrault 421 7th Avenue SW Suite 4000 Calgary AB T2P 4K9	pkiriakakis@mccarthy.ca wmacleod@mccarthy.ca
Petersen Leasing		Petersen Leasing 10 Automall Rd Sherwood Park, AB T8H 2N1 Attention: Erin Whelan	ewhelan@sherwoodparkchev.com
Jim Pattison Industries Ltd.		Jim Pattison Lease 4937 Regent Street Burnaby, BC V5C 4H4 Attention: Ian Lazar	lon.Lazar@jplease.com
Ari Financial Services		Ari Financial Services 600 – 1270 Central Parkway West Mississauga, ON L5C 4P4 Attention: Dan Willard	dwillard@arifleet.com
Jim Peplinski Leasing Inc.		Jim Peplinski Leasing Inc. 3200 Bloor Street West Toronto, ON M8X 1E1 Attention: John Thomas	jthomas@jimpeplinski.ca

Party	Counsel	Address	Service Method
GE Canada Asset Financing Holding Company GE VFS Canada Limited Partnership		GE Canada Asset Financing Holding Company/ GE VFS Canada Limited Partnership 2300 Meadowvale Blvd, Suite 200 Mississauga, ON L5N 5P9 Attention: Kirstin Pereira	Kirstin.pereira@wellsfargo.com
Konica Minolta Business Solutions (Canada) Ltd.		Konica Minolta Business Solutions (Canada) Ltd. 5035 South Service Road Burlington, ON L7R 4C8	efcwaivers@lbccapital.ca Nam.mau@bt.konicaminolta.ca
Daimler Truck Financial		Daimler Truck Financial 2680 Matheson Blvd E, Ste 500 Mississauga, ON L4W 0A5 Attention: Joel Ricci	Joel.ricci@daimler.com
Mercedes-Benz Financial Services Canada Corporation		Mercedes-Benz Financial Services Canada Corporation 2680 Matheson Blvd E, Ste 500 Mississauga, ON L4W 0A5 Attention: Joel Ricci	Joel.ricci@daimler.com
Komatsu International (Canada) Inc.		Komatsu International (Canada) Inc. 3755 Boul Matte, Suite E Brossard, QC J4Y 2P4 Attention : Ray Iacovozzi	riacovozzi@komatsuna.com
John Deere Financial Inc.		John Deere Financial Inc. 3430 Superior Court Oakville, ON L6L 0C4 Attention: Ryan Szymusiak	szymusiakryanf@johndeere.com
Black Diamond Limited Partnership, Boxx Division		Black Diamond Limited Partnership, Boxx Division Suite 1000, 440 – 2 Ave SW Calgary, AB T2P 5E9 Attention: Nicki Ferguson	nferguson@blackdiamondgroup.com ymoquin@blackdiamondgroup.com
Northgate Industries Ltd.		Northgate Industries Ltd. 12345 – 121 St Edmonton, AB T5L 4Y7	dcrough@northgateindustries.com
Quality Property Developments Inc.		Quality Property Developments Inc. 33-130 Commercial Drive Calgary, AB T3Z 2A7	r.leahy@qualityprop.ca

Party	Counsel	Address	Service Method
562072 Alberta Ltd.		562072 Alberta Ltd. 54545 Range Road 213 Fort Saskatchewan, AB T8L 4B8	Registered Mail
52 Street Holdings Ltd.		52 Street Holdings Ltd. 400, 444-7 Avenue SW Calgary, AB T2P 0X8	Registered Mail
Torys LLP	Tyrel Henderson	Torys LLP 46 th Floor, Eighth Avenue Place East, 525-8 Avenue SW Calgary, AB T2P 1G1	thenderson@torys.com
Grande Tire Inc.		Grande Tire Inc. 5505 128 Ave Edmonton, AB T5A 5G5 Attention: Sean Roberts	sean@grandetire.ca
Clearstream Energy Services		Clearstream Energy Services Intact Place – East Tower Suite 415, 311 – 6th Avenue SW Calgary, AB T2P 3H2	tgracie@clearstreamenergy.ca
Gunther Construction (1988) Ltd.	Ronald H. Haggett	Ogilvie LLP 1400 Canadian Western Bank Place 10303 Jasper Avenue Edmonton, AB T5J 3N6	RHaggett@ogilvielaw.com
Workers' Compensation Board - Alberta		Workers' Compensation Board - Alberta 9912 107 Street PO Box 2415 Edmonton AB T5J 2S5 Attention: Troy Voong	employer.account.services@wcb.ab.ca
Chemco Electrical Contractors Ltd.	Bryan Kwan	McLennan Ross LLP 600, 12220 Stony Plain Road Edmonton, AB T3N 3Y4	bkwan@mross.com
Canadian Natural Resources Limited	Brent W. Mescall	Parlee McLaws LLP 3300 TD Canada Trust Tower, 4271-7 th Avenue SW Calgary, Alberta T2P 4K9	bmescall@parlee.com
Arpi's North Inc.	Joseph J. Kueber, Q.C.	Bryan & Company LLP 2600 Manulife Place 10180 – 101 Street Edmonton, AB T5J 3Y2	jjkueber@bryanco.com

Party	Counsel	Address	Service Method
Kevin Coyne	Jason Harley	Brownlee LLP 2200 COMMERCE PLACE 10155 - 102 STREET EDMONTON, AB T5J 4G8	jharley@brownleelaw.com
Suncor Energy Inc.		Suncor Energy Inc. 150 – 6th Avenue SW Calgary, AB T2P 3E3	nvanderlinden@suncor.com robwalker@suncor.com
Shell Canada			Phu.to@shell.com Dan.berry@shell.com Vincent.Melifonwu@Shell.com
PNR Railworks Inc.	Courtney Kachur	Rose LLP Suite 810, 333 – 5th Avenue SW, Calgary, AB, T2P 3B6	Courtney.Kachur@RoseLLP.com
Dow Chemical	Robert J. Moyse	Code Hunter LLP 850, 440 2 Avenue SW Calgary, AB T2P 5E9	Robert.moyse@codehunterllp.com
CBRE Limited		1725 Hughes Landing Blvd. The Woodlands, Texas 77380	Registered Mail
CBRE, Inc.		2100 McKinney Avenue, Suite 900 Dallas, Texas, USA 75201	Registered Mail
Gibson Energy	Steve Smyth	1700, 440 – 2 nd Avenue SW, Calgary, AB T2P 5E9	Steve.smyth@gibsonenergy.com
Imperial Oil Limited	James Reid	Blakes 855 - 2nd Street S.W. Suite 3500, Bankers Hall East Tower Calgary AB T2P 4J8	James.reid@blakes.com
Plains Midstream	Josh Dial	Dentons Canada LLP 15th Floor, Bankers Court, 850 - 2nd Street SW Calgary, AB T2P 0R8 Canada	Josh.dial@dentons.com

Party	Counsel	Address	Service Method
Local 955 Trust Funds	Murray D. McGown Q.C.	McGown Cook 120 7260 12th Street S.E. Calgary AB T2H 2S5	mdmcgown@mcgowncook.com
Pembina Pipeline Corporation	Todd McRae	Pembina Pipeline Corporation (Room 39091) 4000, 585 8th Avenue S.W. Calgary, AB T2P 1G1	TMcrae@pembina.com
North West Redwater Partnership	Brian Reid	Bennett Jones LLP 4500 Bankers Hall East 855 2nd Street SW Calgary, Alberta T2P 4K7 Canada	reidb@bennettjones.com
Specter Fabricating Inc.		PO Box 455 5116 53 Ave Redwater, AB T0A 2W0 Attention: Lance Peters	specterfab@gmail.com
Heavy Tech Repairs and Rentals Ltd.		130 50535 RR233 Leduc County, AB T4X 0L4 Attention: Travis Stevens	travis@heavytechrepair.com
Boyd Ventures Inc.		RR3 Site 302 Comp 88 Onoway, AB T6B 2G2 Attention: Sharon Fenske	boydventures2@gmail.com
Kal Tire A Corporate Partnership		1540 Kalamalka Lake Road Vernon, BC V1T6V2 27 Strathmoor Drive Sherwood Park, AB T8H 0C1 Attention: Emilio Szadiak	Emilio_szadiak@kaltire.com
Canada Revenue Agency	George F. Body	Department of Justice (Canada) #300, 10423 – 101 Street NW Edmonton, AB T5H 0E7	George.body@justice.gc.ca
Bentall Kennedy (Canada) LP	Douglas S. Nishimura	Field Law 400 – 444 7 AVE SW Calgary AB T2P 0X8	dnishimura@fieldlaw.com

SCHEDULE "B" – Form of Order

COURT FILE NUMBER	1903 12504	Clerk's Stamp 
COURT	COURT OF QUEEN'S BENCH OF ALBERTA	
JUDICIAL CENTRE	EDMONTON	
PLAINTIFF	MAYNBRIDGE CAPITAL INC.	
DEFENDANTS	VOICE CONSTRUCTION OPCO ULC, VOICE MANAGEMENT LTD., VOICE CONSTRUCTION LTD., EARTH & ENERGY CONSTRUCTION LTD., VOICE HOLDINGS LTD., and 2012442 ALBERTA LTD.	
DOCUMENT	APPROVAL AND VESTING ORDER (Sale by Receiver)	
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	MILLER THOMSON LLP Barristers and Solicitors 2700, Commerce Place 10155-102 Street Edmonton, AB, Canada T5J 4G8 Phone: 780.429.1751 Fax 780.424.5866 Lawyer's Name: Rick T.G. Reeson, QC Stephanie A. Wanke Lawyer's Email: rreeson@millerthomson.com / swanke@millerthomson.com File No.: 182818.4	

DATE ON WHICH ORDER WAS PRONOUNCED: OCTOBER 22, 2019

LOCATION WHERE ORDER WAS PRONOUNCED: EDMONTON

NAME OF JUSTICE WHO MADE THIS ORDER: JUSTICE M.J. LEMA

UPON THE APPLICATION by Alvarez & Marsal Canada Inc. in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of the undertakings, property and assets of Voice Construction OPCO ULC, Voice Management Ltd., Voice Construction Ltd., Earth & Energy Construction Ltd., Voice Holdings Ltd., and 2012442 Alberta Ltd. (the "**Debtor**")

for an order approving the sale transaction (the "**Transaction**") contemplated by an agreement of purchase and sale (the "**Sale Agreement**") between the Receiver and Maynbridge Capital Inc. (the "**Purchaser**") dated October 17, 2019 and appended in the Confidential Appendices (the "**Confidential Appendices to the Fourth Report**") of the Fourth Report of the Receiver dated October 16, 2019 (the "**Fourth Report**"), and vesting in the Purchaser (or its nominee) the Debtor's right, title and interest in and to the assets described in Schedule "**A**" attached hereto (collectively, the "**Purchased Assets**" and each an "**Purchased Asset**"); **AND UPON HAVING READ** the Receivership Order dated June 25, 2019 (the "**Receivership Order**"); the Order of Justice J. H. Goss granted August 13, 2019 (the "**August 13, 2019 Order**"), the Fourth Report and the Confidential Appendices to the Fourth Report, the Bench Brief of the Receiver dated October 16, 2019, and the Affidavit of Service;

AND UPON HEARING the submissions of counsel for the Receiver, and such other that appeared, if any, although property served as appears from the Affidavit of Service;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, 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.

ACTIVITIES OF THE RECEIVER

2. The activities, conduct and actions of the Receiver as described in the Fourth Report are hereby approved.

APPROVAL OF TRANSACTION

3. The Transaction is hereby approved and execution of the Sale Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver 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 (or its nominee).

VESTING OF PROPERTY

4. Upon delivery of a Receiver's certificate to the Purchaser (or its nominee) substantially in the form set out in **Schedule "B"** hereto (the "**Receiver's Closing Certificate**"), 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 Receivership Order;
- (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;
- (c) any liens or claims of lien under the *Builders' Lien Act* (Alberta); and
- (d) those Claims listed in **Schedule "C"** hereto (all of which are collectively referred to as the "Encumbrances", which term shall not include the permitted encumbrances, caveats, interests, easements, and restrictive covenants listed in **Schedule "D"** (collectively, "**Permitted Encumbrances**"))

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

5. Upon delivery of the Receiver's Closing 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 Receiver's Closing 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 subject only to Permitted Encumbrances. Without limiting the foregoing:

- (a) the Registrar of the Alberta Personal Property Registry 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;
 - (b) the Registrar of the British Columbia Personal Property Registry shall and is hereby directed to forthwith cancel and discharge any registrations at the British Columbia 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.
6. Without limiting the foregoing, the Receiver shall be permitted to cancel and discharge any registrations at the Alberta Personal Property Registry and the British Columbia 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.
7. 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 and the Sale Agreement. Presentment of this Order and the Receiver's Closing 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 including Encumbrances but excluding Permitted Encumbrances.
8. No authorization, approval or other action by and no notice to or filing with any governmental authority or regulatory body exercising jurisdiction over the Purchased

Assets is required for the due execution, delivery and performance by the Receiver of the Sale Agreement.

9. Upon delivery of the Receiver's Closing Certificate together with a certified copy of this Order, this Order shall be immediately registered by the Land Titles Registrar notwithstanding the requirements of section 191(1) of the *Land Titles Act*, RSA 2000, c.L-7 and notwithstanding that the appeal period in respect of this Order has not elapsed. The Land Titles Registrar is hereby directed to accept all Affidavits of Corporate Signing Authority submitted by the Receiver in its capacity as Receiver of the Debtor and not in its personal capacity.
10. For the purposes of determining the nature and priority of Claims, net proceeds from sale of the Purchased Assets (to be held in an interest bearing trust account by the Receiver) shall stand in the place and stead of the Purchased Assets from and after delivery of the Receiver's Closing Certificate and all Claims including Encumbrances (but excluding Permitted Encumbrances) shall not attach to, encumber or otherwise form a charge, security interest, lien, or other Claim against the Purchased Assets and may be asserted against the net proceeds from sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale. Unless otherwise ordered (whether before or after the date of this Order), the Receiver shall not make any distributions to creditors of net proceeds from sale of the Purchased Assets without further order of this Court, provided however the Receiver may apply any part of such net proceeds to repay any amounts the Receiver has borrowed for which it has issued a Receiver's Certificate pursuant to the Receivership Order.
11. Except as expressly provided for in the Sale Agreement or by section 5 of the *Alberta Employment Standards Code*, the Purchaser (or its nominee) shall not, by completion of the Transaction, have liability of any kind whatsoever in respect of any Claims against the Debtor.
12. 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, save and except

for persons entitled to the benefit of the Permitted Encumbrances, 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 (or its nominee).

13. The Purchaser (or its nominee) 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.
14. Immediately upon closing of the Transaction, holders of Permitted Encumbrances shall have no claim whatsoever against the Receiver.
15. The Receiver is directed to file with the Court a copy of the Receiver's Closing Certificate forthwith after delivery thereof to the Purchaser (or its nominee).
16. Pursuant to clause 7(3)(c) of the *Personal Information Protection and Electronic Documents Act* (Canada) and section 20(e) of the *Alberta Personal Information Protection Act*, the Receiver is authorized and permitted to disclose and transfer to the Purchaser (or its nominee) all human resources and payroll information in the Debtor's records pertaining to the Debtor's past and current employees. The Purchaser (or its nominee) shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use (of such information) to which the Debtor was entitled.

SECURITY INTERESTS AND INTERIM DISBURSEMENTS

17. John Deere Financial Inc. has a valid and enforceable security interest in the following Property:
 - (a) 2015 John Deere 0764XT (s/n 1T00764XJED272876);
 - (b) 2015 John Deere 300DXT (s/n 1DW300DXPFE670685);
 - (c) 2015 John Deere 300DXT (s/n 1DW300DXCFE670747); and

- (d) 2015 John Deere 300DXT (s/n 1DW300DXHFE670728).
18. Komatsu International (Canada) Inc. has a valid and enforceable security interest in the following Property:
- (a) 2016 Komatsu WA380-8 (s/n 15025) with C/W 4.25 CU YD GP Bucket s/n W40CBG0941-4; 96" Forkrack s/n W40SCH0956-W; and 120" Pipe Grapple s/n W40SGP0977-12; and
- (b) 2017 Komatsu PC200LC-8 (s/n 358415) with C/W Manual Coupler s/n 4W24324-5; 36" Dig BKT s/n 4W24317-5; 60" C/U BKT s/n 4W24315-5; 66" Twist BKT s/n 4W23474-7.
19. The Receiver is hereby authorized to cancel and discharge the following registrations from the Alberta Personal Property Registry and the respective Registered Secured Creditors set out below shall not be entitled to any proceeds of the Transaction by virtue of the registrations set out below:

Registration	Registered Secured Creditor
15021230223	GE CANADA ASSET FINANCING HOLDING COMPANY
15031835631	GE VFS CANADA LIMITED PARTNERSHIP
19070827334	BOYD VENTURES INC
19062524320	GRANDE TIRE INC.
19062524543	GRANDE TIRE INC.
19062524879	GRANDE TIRE INC.
19062525165	GRANDE TIRE INC.

20. The Receiver is hereby authorized to make an interim distribution from the net proceeds of the Transaction for the payout amounts to the secured creditors in full and final satisfaction of their Claims against the Purchased Assets as provided in Schedule "E" hereto.

SEALING ORDER

21. Division 4 of Part 6 of the Rules does not apply to this Application, and the Clerk of the Court be and is hereby directed to seal the Confidential Appendices to the Fourth Report on the Court file until the Receiver has concluded its sale process and the filing of a letter with the Clerk of the Court from the Receiver confirming the sale process of all the property of the Debtor has been completed and all resulting sales therefrom have closed, or until such further Order of the Court.

22. The Clerk of this Honourable Court is hereby directed to seal the Confidential Appendices to the Fourth Report in an envelope setting out the style of cause in the within proceedings and labelled:

THIS ENVELOPE CONTAINS CONFIDENTIAL APPENDICES 1, 2, AND 3 TO THE FOURTH REPORT DATED OCTOBER 16, 2019. THIS CONFIDENTIAL DOCUMENT IS SEALED ON THE COURT FILE PURSUANT TO THE ORDER ISSUED BY THE HONOURABLE JUSTICE M.J. LEMA ON OCTOBER 22, 2019. THE CONFIDENTIAL DOCUMENTS ARE NOT TO BE ACCESSED BY ANY PERSON UNTIL THE EARLIER OF:

- (A) THE RECEIVER HAS BEEN DISCHARGED; or
- (B) FURTHER ORDER OF THE COURT.

MISCELLANEOUS MATTERS

23. 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 Debtor, and any bankruptcy order issued pursuant to any such applications;
- (c) any assignment in bankruptcy made in respect of the Debtor; and
- (d) the provisions of any federal or provincial statute:

the vesting of the Purchased Assets in the Purchaser (or its nominee) 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 Debtor, 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.

24. The Receiver, the Purchaser (or its nominee) 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.
25. 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 the Receiver and its agents 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 Receiver, as an officer of the Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.
26. Service of this Order shall be deemed good and sufficient by:
- (a) 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
 - (b) Posting a copy of this Order on the Receiver's website at:
www.alvarezandmarsal.com/voiceconstruction

and service on any other person is hereby dispensed with.

27. 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

SCHEDULE "A" – PURCHASED ASSETS

Voice Asset #	Year	Make	Model	Serial Number
AG3502	2002	Case Agricultural Tractor	STX375	JEE0100120
AG3503	1998	John Deere Agricultural Tractor	9300RW	S010234
AG3504	2007	John Deere Agricultural Tractor	9320	RW9320P041061
AG3505	2013	CASE Agricultural Tractor	STEIGER 350	ZDF139335
AG3506	2014	Case Agricultural Tractor	350	ZDF139304
AG4504	2011	Case Agricultural Tractor	IH 485	ZAF122662
AG5001	2008	Case Agricultural Tractor	IH 535	Z8F109419
AT3014	2006	John Deere 30 ton articulated truck	300D	BE300DT201712
AT3019	2015	John Deere 30 ton articulated truck	300D2	1DW300DXPFE670685
AT3018	2015	John Deere 30 ton articulated truck	300D2	1DW300DXHFE670728
AT3020	2015	John Deere 30 ton articulated truck	300D2	1DW300DXCFE670747
DZ3001	2001	John Deere bull dozer	550H	TO550HX894456
DZ4004	2017	CAT Dozer	D5K2 LGP	CAT00D5KKK202746
DZ6003	2006	Caterpillar bull dozer	D6N LGP	ALY02839
DZ6004	2007	Caterpillar bull dozer	D6N LGP	DJY00195
DZ6005	2011	Komatsu bull dozer w/ trimble	D61PX-15EO	B46836
DZ6006	2011	Caterpillar bull dozer W/ Trimble	D6N-LGP	GHS00610
DZ6007	2011	Caterpillar bull dozer	D6N LGP	GHS00632
DZ6008	2011	Caterpillar bull dozer W/ Trimble	D6N-LGP	GHS00742
DZ6009	2014	CAT Dozer with GPS blade leveling	D6N LGP	CAT00D6NPBA01639
DZ6503	2009	Caterpillar bull dozer	D6T-LGP	WCG00547
DZ6505	2010	John Deere bull dozer W/Topcon	850J-LGP	1T0850JXJA0186608
DZ6508	2013	CAT Dozer	D6T LGP	CAT00D6TKKSB01574
DZ6509	2014	Caterpillar bull dozer W/ Trimble	D6T-LGP	KSB01611
DZ6510	2014	CAT Dozer	D6T LGP	CAT00D6TCKSB01750
DZ6512	2014	CAT Dozer	D6T LGP	CAT00D6THKSB01809
EX0001	2014	Caterpillar mini excavator	303.5E	RKY02686
EX0508	2011	Caterpillar excavator	305.5D CR	FLZ00631
EX0509	2012	Caterpillar excavator	305.5D CR	FLZ01490
EX1001	2001	John Deere excavator	120	P00120X032162
EX1002	2004	John Deere excavator	120C	FF120CX035353
EX2012	2012	CAT Excavator with bucket ZBT212	321DLCR	CAT0321DLMPG00318
EX2014	2014	CAT Excavator with bucket ZBT211	320E L RR	CAT0320EKTFFX00939
EX2016	2012	Hitachi 200 series excavator	ZX210LC-5	1FFDCJ0VCE330055
EX2019	2017	Komatsu excavator	PC200LC-8	358415
EX2020	2015	XCMG Excavator	XE210CU	XUG02103LFKA00050
EX3005	2006	John Deere excavator	330CLC	FF330CX804659
EX3007	2006	Komatsu excavator	PC308USLC-3	30055

EX3502	2010	Caterpillar excavator	336DL	W3K01276
EX3503	2011	Komatsu excavator	PC350LC-8	A10564
EX3504	2012	CAT Excavator, with bucket, ZBT305	336E L	CAT0336ECBZY00951
EX3505	2012	John Deere, Excavator with bucket, ZBD304	350G LC	1FF350GXLCD808433
EX3506	2012	John Deere, Excavator with hydraulic hammer attachment, ZAH301	350G LG	1FF350GXTCD808549
EX3507	2012	John Deere excavator	350GLC	1FF350GXTCD808650
EX4507	2006	Volvo excavator	EC460 BLC	EC460BLC80094
EX4508	2006	Komatsu excavator	PC400-7	65046
EX4510	2007	John Deere Excavator with bucket ZBC408	450D LC	FF450DX913290
EX4511	2008	Komatsu excavator	PC400LC-8	A88290
EX4513	2011	Caterpillar excavator	345DL	EEH01048
EX4514	2011	John Deere, Excavator with bucket	450D LC	1FF450DXJA0914145
EX4515	2011	John Deer, Excavator with CAT hydraulic hammer attachment, SN W9C00184, ModelH180ES	450D LC	1FF450DXAA0914151
EX4516	2014	John Deere Excavator with bucket ZBT410	470G LC	1FF470GXLCE470492
EX4518	2013	CAT Excavator, with bucket ZBC414	349EL	CAT0349ELTFG00946
EX4520	2012	Caterpillar excavator	349EL	TFG00486
EX8505	2011	Komatsu excavator	PC800LC-8	55230
EX8506	2011	John Deere excavator	850D LC	1FF850DXCA973126
FT5001	2011	McElroy tracstar fusion machine	AT5034201	C42331
FT5002	2011	McElroy tracstar fusion machine	AT5034201	C42899
HD5001	2010	John Deere high speed dozer w/topcon	764HSD	T00764X178441
HD5002	2011	John Deere high speed dozer w/topcon	764HSD	1T00764XEBCD203741
HD5003	2015	John Deere "Speed Dozer" with Top Con 3D-GPS Unit	764, Top Con, 3D-GPS	1T00764XJED272876
LB0501	2017	Caterpillar back-hoe	420F2	LYC00460
LT0536	2016	CAT Skid Steer Loader with tracks	279D	CAT0279DCGTL03728
LT0539	2016	Caterpillar compact track loader	279D	GTL04322
LT0540	2011	CAT Skid Steer Loader	279D	CAT0279DAGTL04419
LT0541	2019	Kubota tracked skid steer	SVL75-2	41203
LW0503	1997	Case, Skid Steer Loader	1845C	1AF0243483
LW0507	2010	Caterpillar wheeled skid steer	272C	RED02158
LW0509	2017	Caterpillar wheeled skid steer	272D2	BL200644
LW3003	2000	John Deere Front End Loader	644H	DW644HX576209
LW3006	2006	Volvo wheel loader	L100E	61039
LW3009	2011	Caterpillar wheel loader	IT62H	M5G00642
LW3010	2012	Caterpillar wheel loader	962K	X4T00380
LW3011	2012	CAT Wheel Loader with forks	962K	CAT0962KHX4T00396
LW3012	2012	John Deere Loader	644K	1DW644KPCCD645523
LW3013	2014	CAT Loader with straight edge bucket, serial no. 3W31179-2	962K	CAT0962KJFLL00184
LW3016	2016	Komatsu wheel loader	WA380-8	15025

LW4004	2012	Caterpillar wheel loader	966K	TFS00595
LW934	2006	Bucket smooth edge for LW3003	L220E	L220EV4322
MG3001	1995	Caterpillar motor grader	160H	9EJ00089
MG4001	1990	Caterpillar motor grader	14G	96U07823
MG4002	1993	Caterpillar motor grader	14G	96U08881
MG4004	2006	Caterpillar motor grader	14H	ASE01671
MG4005	2010	John Deere Track Type Grader	872GP	DW872GP627526
MG4006	2011	CAT Grader	14M	CAT0014MCR9J00176
MG4007	2014	John Deere motor grader	872GP	1DW872GPTED660203
PA0001	1981	Dynapac double drum compactor	CC10	573380
PP1003	2006	CAT Vibratory Soil Compactor	CP563E	CATCP563KCNT01155
PP1005	2006	Caterpillar vibratory compactor	CP563	CNT01184
PP1006	2007	Caterpillar vibratory compactor	CP563E	CNT01436
PP1007	2007	Caterpillar vibratory compactor	CP563E	CNT01511
PP1008	2009	Caterpillar vibratory compactor	CP56	0C5P00440
PP1009	2009	Caterpillar vibratory compactor	CP56	0C5P00443
PP1502	2009	CAT Vibratory Soil Compactor	CP64	CAT0CP64KC6P00113
PS0001	1994	Ingersol Rand	SD40D	5566S
PS0501	2002	Ingersol Rand vibratory compactor	SD70D	163887
PS1002	1998	CAT Smooth Drum Roller	CS563C	4KN01104
PS1006	2006	Caterpillar vibratory soil compactor	CS563E	CNG01765
PS1008	2007	CAT Vibratory Smooth Drum Roller	CS-563E	CATCS563PCNG01746
PS1009	2007	CAT Vibratory Smooth Drum Roller	CS-573E	CATCS573VCNN00272
PS1010	2011	CAT Vibratory Smooth Drum Roller	CS56	CAT0CS56AC5501233
PS1011	2015	XCMG vibratory soil compactor	CV122U	XUG01221KEJE02149
PS1502	2007	CAT Smooth Drum Roller	CS663E	CATCS663TASB00133
PS1503	2011	CAT Smooth Drum Roller	CS64	CAT0CS64PC6S00132
PS2002	2011	CAT Smooth Drum Roller	CS76	CAT0CS76VJCS00166
PT1004	2000	Baldan breaking disc, single offset		181842J009
PT1005	2003	Reynolds Tandem Disk Plow	WCLM-16	32914
PT1009	2013	WRT Wobbly wheel packer	PT-13	PT13-132699
PT1010	2013	WRT Wobbly wheel packer	PT-13	PT13-132698
PT6001	0	Voice made pull type soil compactor	sheepfoot	MC9801
PT6002	0	Voice made pull type soil compactor	sheepfoot	RC96
PT6003	0	Hyster pull type soil compactor	Grid	
PT7001	0	Voice made pull type soil compactor	Padfoot	B96C2022U
PT7002	0	Voice made pull type soil compactor	Padfoot	A86C1596M
SP1506	2004	Reynolds pull type scraper	17E	33762
SP1507	2010	Grademaster pull type box scraper	GM16	1601001013
SP1508	2010	Grademaster pull type box scraper	GM16	1601001010
SP1509	2014	Grademaster pull type box scraper	GM16	160130127

TB3503	2007	Chevrolet Van	Express	1GAHG39U871184414
TB3507	2014	GMC, crew van	SAVANA	1GJZ71FG4E1117944
TB3508	2014	GMC Van	Savanna, StabilTrak	1GJZ7ZFG9E1190693
TB3557	2012	GMC, 1 Ton, Dually, Flat Deck, 4 Door	3500HD	1GD423CG7CF215166
TB4502	2016	Ford 25 passenger crew bus	F450	1FD4E4FS3GDC29542
TC0002	2005	JLG towable manlift	T350	30000137
TC2003	2006	Peterbilt boom truck	3355	2NPLLZ0X86M646008
TF1004	2005	Peterbilt, single axle, service truck, diesel	Van	2NPNHD6X35M846779
TF1005	2016	Ford Fuel Truck, 4X4	F550	1FDUF5HY9GEA05620
TF1006	2017	Ford fuel truck	F550	1FD0W5HY8HEB12612
TF3001	2012	Kenworth lube truck	T800	1NKDX4TX0CR953836
TH1001	2014	Peterbilt mechanics truck	reg cab	2NP2HJ8X0EM218810
TH2004	2003	Kenworth winch tractor	T800	1XKDDBOX83R967233
TH3001	2007	Peterbilt tri-drive winch tractor	378	1NPF0B0X97D738566
TH3002	2012	Kenworth tri-drive winch tractor	T800	954148
TP1574	2014	GMC Pickup, All Terrain, 4 Door, 4x4	All Terrain	3GTU2UEC9EG280784
TP25108	2015	CHEVROLET, 2500 HD	4X4 CREW CAB	1GC1KVEG8FF666384
TP2552	2011	Chevrolet 2500 pick up	4x4 crew cab	1GC1KXCG7BF235544
TP2589	2015	GMC 2500 pick up	4x4 crew cab	1GT12YEG0FF175700
TP2595	2015	GMC Quad Cab Pick Up Truck	Z71, 4x4	1GT12YEG3FF178834
TP2597	2015	GMC, 2500 HD, Z71	4X4 CREW CAB	1GT12YEG8FF526787
TP3546	2007	Dodge Ram 3500, 4 Door, Flat Deck, Gas	3500	3D6WH48D27G804656
TP3554	2011	GMC, 3500 HD, Diesel, Flat Deck with tidy tank	4X4 CREW CAB	1GD423CLXBF232362
TP3555	2011	GMC 3500 flat deck dually	4X4 CREW CAB	1GD423CL5BF232687
TP3557	2012	GMC 3500 flat deck dually	4x4 crew cab	1GD423CG7CF215166
TP3561	2015	GMC flat deck w/ 2 tidy tanks	4x4 crew cab	1GD322CG1FF142614
TP3562	2015	Chevrolet 3500 flat deck truck	4X4 CREW CAB	1GB4KZCGXFF108029
TP3563	2015	Chevrolet flat deck	4x4 crew cab	1GB4KYCG3FF638322
TP3565	2015	Chevrolet 3500, HD, 4 Door, Flat Deck, Tidy Tank	3500HD	1GB4KYCG8FF635206
TP3566	2015	Chevrolet flat deck	4x4 crew cab	1GB4KYCG3FF636991
TP3567	2015	Chevrolet flat deck	4x4 crew cab	1GB4KYCG3FF634433
TP5507	2012	Dodge mechanics truck 4x4	5500	3C7WDNBLXCG288485
TP5508	2013	Dodge mechanics truck 4x4	5500	3cC7WRNBL2DG538076
TT0012	2002	Royal 16' tandem cargo trailer		2S9EL336223010496
TT0014	2005	Trailtech 20' HB tandem trailer		2CU33AL9652018190
TT0017	2007	Trailtech 25' FW HB tandem trailer	H-270	2CU53ALA972022465
TT0023	2014	Royal Cargo Equipment Trailer		2S9PK431XE3030831
TT1001	2013	Aspen 4 wheel booster	TD10-1	2A9TD1012DN125282
TT2002	1975	Fruehauf custom highboy wash ramp		
TT2004	1985	Arnies tandem end dump		2A9072920FA003820

TT2008	2002	Aspen 8 wheel jeep		2A9JT40272N125117
TT2009	2003	Aspen 16 wheel jeep		2A9JT454X3N125205
TT2010	2003	Aspen 16 wheel low boy trailer		2A9LB75453N125206
TT2012	2007	Aspen 8 wheel tandem jeep	JT40-2	2a9jt40288n125121
TT2013	2007	Aspen 8 wheel tandem booster	TD20-2	2A9TD20298N125123
TT2014	1989	Trailmobile tandem axle dry van		2TCV482B0JA497875
TT2015	1989	Trailmobile tandem axle dry van		2TCV482B0JA497875
TT2016	1986	Advance aluminum water tanker		2AEAPKAC5HR000104
TT3002	2002	Aspen 50 ton scissor Lowboy trailer		2A9LB50342N125148
TT3003	2007	Arnies highboy trailer		2A9LB603X8N125122
TT3004	2007	Aspen lowboy trailer	HG60-3	2A9LB603X8N125122
TW2005	2011	Kenworth steam truck	T370	2NKHLN9X2BM946631
unknown		John Deer Loader Bucket - 4 Yard	CT660	1967972
unknown		Smooth Edge Bucket - LT0542	CT660	65SSFP042468
VC2001	1980	Shipping container tool crib		
VC2004	0	Shipping container tool crib		AOT-035672
VC2006		20' Container on skids	CONTAINER	62944
VC2007	0	20' Shipping container		2348266
VC2008	0	20' Shipping container		HYJ091-201684
VC2011	1996	20' Shipping container		260326-9
VC2013	0	20' Shipping container		DJ94-00267
VC2015	2006	20' Shipping container		295056-6
VC2017	2007	20' Sea Can - Storage	CONTAINER	113406-5
VC2019	2007	20' Container on skids, including GPS Unit (Airiels)		
VC2020	0	20' Shipping container		OMBU2811572
VC2022	0	20' Shipping container		STTU210279-9
VC2023	0	20' Shipping container		873095-0
VC2024	0	20' Shipping container		CISU113537-5
VC2026	0	20' Shipping container		236691-3
VC2027	0	20' Shipping container		202369-1
VC2028	2008	20' Shipping container		3450132
VC2029	0	20' Shipping container		SNBU2145527
VC2030	2014	20' Shipping container		KKTU729678-8
VC2031	2014	20' Shipping container		QP4208113
VC2032	2014	20' Shipping container		FSCU7507758
VC2033	1997	20' Shipping container		CPSU-101474
VC2034	0	20' Shipping container		212578-1
VC4003	1996	40' Shipping container		FK6235
VC4005	0	40' Shipping container		GH-9927429
VC4010	0	40' Shipping container		5053984
VC4011	0	40' Shipping container		04-130-5440

VC4012	0	40' Shipping container		CIMC-10513235
VF6003	2007	Arcticor 12'x60' field office		71260021
VP1001	2010	Whisperwatt generator 25kva/ 14.4 kw	DCA-25US12	8103208
VP1502	0	Magnum 15kw generator	15Kw	1104326
VP1503	0	Magnum 15kw generator	15Kw	1104325
VP1504	0	Wacker 16Kw generator	G25 16Kw	5813059
VP1505	0	Wacker 16Kw generator	G25 16Kw	5833728
VP3501		Shindaiwa Generator, 45KVA	45KVA	71041-0000346
VP9501	2007	Terex Generator	T120	GOG24962
VT1002	2014	Wacker 8k-v light tower	LTW 8K-V	5XFL0513EN003669
VT1004	2014	Wacker 8k-v light tower	LTW 8K-V	5XFLW0510EN003824
VT1006	2014	Wacker 8k-v light tower	LTW 8K-V	5XFLW0514EN003826
VT1007	2014	Wacker 8k-v light tower	LTW 8K-V	5XFLW0516EN003827
VT1008	2014	Wacker 8k-v light tower	LTW 8K-V	5XFLW0510EN003984
VT1009	2014	Wacker 8k-v light tower	LTW 8K-V	5XFLW0519EN003823
VT1010	2014	Wacker 8k-v light tower	LTW 8K-V	5XFLW0511EN003671
VT2003	2006	Terex 20KW light tower	20 KW	GUF25604
VT2004	2006	Terex 20KW light tower	20 KW	GUF25605
VT2005	2006	Terex Mobile Lighting Unit	AL5200D-4MF	GUF-25653
VT2007	2006	Terex 20KW light tower	20 KW	
VT2008	2007	Terex Mobile Lighting Unit	20 KW	GUF2561
VT2010	2007	Terex Mobile Lighting Unit	20 KW	GUF25932
VT2012	2006	Terex 20KW light tower	20 kw	
VT2013	2006	Terex 20KW light tower	20 KW	GUF25658
VT2014	2006	Terex 20KW light tower	20 KW	
xt22233		HP PC, monitor and keyboard		
Z8R301	2007	Earth Ripper Attachment for Voice EX 300	20 KW	GUF25658 formerly VPP58
ZAA0504		Caterpillar skid steer auger	A19B	SMR08520
ZAB0501		John Deere skid steer broom	72" broom	T0BR72X800163
ZAC0503		Skid Steer Loader Bucket		H674862
ZAC0505	2005	Small Black Bucket		23707
ZAF0504		Hydraulic clamp and fork attachment - LT0542		540663
ZAF303		EFI pipe & pole grapple	962K	W40SGP0952-120
ZAF305		Finning Forks with Clamp Attachment for Loader		
ZAF308	2016	EFI Clamp Attachment with Forks	WL40S	W40SGP0977-120
ZAJ3001	2013	Caterpillar jib boom loader attachment	IT62H	ZSF00174
ZAJ3006	2007	Volvo jib boom loader attachment	L110E	3309S1150
ZAL251	2008	250 series lifting attachment	12 TON	W00801947
ZAL301		300 series lifting attachment	15 TON	E48087
ZAL402	2008	450 series lifting attachment	25 TON	W0081945
ZAL404		450 series lifting attachment	25 TON	W01301606

ZAM004	2017	KAGE skid steer angle blade w/snow box	SB96/ SK2011	(BLD)40054582 (BOX)1241
ZAP002		Allied 50 series hoe pac	500	6307
ZAP401	2014	Allied Tamper Attachment, and related cradle	4000	103
ZAR202		200 series excavator ripper attachment	ripper	
ZAR204		200 series excavator ripper attachment	ripper	
ZAR205	2005	Brandt 200 excavator ripper attachment	48" ripper	5003031
ZAR206	2008	Weldco-beales 200 series excav attach	ripper	3W11381-1
ZAR251	2008	Weldco-beales 250 series excav attach	56" ripper	3W12024-1
ZAR302		Voice built 300 series excavator attach	ripper	E297814
ZAR402	1997	Wajax 450 series excavator attachment	ripper	
ZAR403	2006	Weldco-beales 450 series excav attach	ripper	3-100155-5
ZAR405	2007	WBM - Earth Ripper Attachment		3W13827-1
ZAR702	2008	CWS 700 series excavator attachment	66" ripper	E69931
ZAR801		Brandt 850 series excavator attachment	ripper	A520415
ZAR802		Brandt 850 series excavator attachment	ripper	A522732
ZAT0501	2009	John Deere skid steer trencher attach	48"x8"	S0110050
ZBC101		Weldco-beales 100 series excav bucket	54" clean up	3-39976-2
ZBC205		Voice built 200 series 8" ditching bucket	3ft to 2 ft bottom	
ZBC206		Voice built 200 series bucket w/ drain holes	48" clean up	
ZBC207	2000	Weldco-beales 200 series bucket	60" clean up	3-32391-1
ZBC209	1999	Weldco-beales 200 series excavator bucket	60" clean up	
ZBC210		Voice built 200 series 8" ditching bucket	97" ditching bucket	
ZBC211		Weldco-beales 200 series excavator bucket	60" clean up	
ZBC215		Weldco-beales 200 series excavator bucket	60" clean up	W2B04550
ZBC251	2007	Weldco-beales 250 series excav bucket	66" clean up	001335-9
ZBC301	2000	EX300 Bucket		4244
ZBC302	2001	Weldco-beales 300 series excav bucket	72" clean up	3-64604-2
ZBC303	2006	Bucket		3-90963-1
ZBC311		Bucket		
ZBC401	1998	Voice built 450 series excav bucket	98" ditching bucket	
ZBC405		Weldco-beales 450 series excav bucket	84" clean up	87-7004-2
ZBC406		Bucket		
ZBC407	2008	CWS 450 series excavator bucket	72" clean up	E70771-3
ZBC409		Caterpillar 450 series excavator bucket	118" clean up	MFG-8131
ZBC410	2007	Weldco-beales 450 series excav bucket	84" clean up	3W11765-3
ZBC411	2007	Bucket		3-100356-1
ZBC412	2011	Voice built 450 series excav bucket	120" ditching bucket	
ZBC413	2011	Bucket		506501
ZBC415	2011	Caterpillar 450 series excavator bucket	84" clean up	W2B03904
ZBC416	2014	Bucket		W2B06603

ZBC417	2014	Brandt 450 series excavator bucket	84" clean up	518984
ZBC420		Caterpillar 450 series excavator bucket	84" clean up	W2B05365
ZBC802	2008	CWS 850 series excavator bucket	96" clean up	E70759-3
ZBC902		Weldco-beales 900 series excavator bucket	120" clean up	4W16310
ZBD002	2001	Weldco-beales 50 series excavator bucket	32" dig	3-34179-1
ZBD006	2003	Weldco-beales 50 series excavator bucket	12" dig	3-60274-4
ZBD015	2012	EFI 50 series excavator bucket	18" dig	045D0971-18
ZBD101	2001	Weldco-beales 100 series excav bucket	24" dig	3-61941-1
ZBD103		Weldco-beales 100 series excav bucket	30" dig	3-78582-1
ZBD106		Weldco-beales 100 series excav bucket	24" dig	
ZBD201		Wajax 200 series excavator bucket	42" dig	
ZBD203		Weldco-beales 200 series excavator bucket	36" dig	3-64362-2
ZBD204	2006	Weldco-beales 200 series excavator bucket	24" dig	3-93780-1
ZBD206		Weldco-beales 200 series excavator bucket	24" dig	3-92722-1
ZBD207		Weldco-beales 200 series excavator bucket	30" dig	
ZBD210		Weldco-beales 200 series excavator bucket	36" dig	
ZBD212	2007	Brandt 200 series excavator bucket	24" dig	500877
ZBD213		Weldco-beales 200 series excavator bucket	42" dig	001737-1
ZBD215		Bucket		
ZBD217		Weldco-beales 200 series excavator bucket	36" dig	W2B04314
ZBD219		CWS 200 series bucket	36" dig	W01200788
ZBD221		FMS 200 series excavator bucket	12" dig	EDW200-12
ZBD222	2015	Bucket		BCEV1083
ZBD224	2017	Weldco-beales 200 series excavator bucket	36" dig	4W24317-5
ZBD251	2007	Weldco-beales 250 series excavator bucket	48" dig	2-96389-1
ZBD252	2007	Weldco-beales 250 series excavator bucket	36" dig	3-104803-1
ZBD302	2000	Caterpillar 300 series excavator bucket	36" dig	42K-57956
ZBD303	2002	Weldco-beales 300 series excav bucket	48" dig	3-30703-01
ZBD305	2000	Wajax 300 series excavator bucket	48" dig	3777
ZBD309	2011	Weldco-beales 300 series excav bucket	36" dig	1W19075-2
ZBD310		Weldco-beales 300 series excav bucket	48" dig	3-39986-1
ZBD311	2014	Conical v 300 series excavator ditching bucket	v ditching	
ZBD314		Caterpillar 300 series excavator bucket	48" dig	W2B06298
ZBD315		Bucket		507002
ZBD318		Caterpillar 300 series excavator bucket	48" dig	W2B04640
ZBD405		Wajax 450 series excavator bucket	54" dig	A1795
ZBD406		Weldco-beales 450 series excavator bucket	54" dig	3-89092-1
ZBD408	2008	CWS 450 series excavator bucket	48" DIG	E70771-2

ZBD409	2008	CWS 450 series excavator bucket	48" DIG	E70770-2
ZBD410	2008	Weldco-beales 450 series excavator bucket	48" dig	3-100567-2
ZBD411	2006	Weldco-beales 450 series excavator bucket	54" dig	2-67894
ZBD412	2011	Brandt 450 series excavator bucket	54" dig	505876
ZBD414	2011	CAT Excavator Bucket		W2B03840
ZBD415	2014	Conical V 450 series excavator ditching bucket	3.5 CYD	
ZBD416	2014	Conical V 450 series excavator ditching bucket	v ditching	
ZBD418	2014	Brandt 450 series excavator bucket	54" dig	520328
ZBD419	2014	Caterpillar 450 series excavator bucket	54" dig	W2B04477
ZBD421		Caterpillar 450 series excavator bucket	54" dig	W2B04435
ZBD701	1998	Wajax 700 series excavator bucket	66" dig	A2331
ZBD702		Voice built 700 series excavator bucket	72" dig	
ZBD803	2008	CWS 850 series excavator bucket	66" dig	E70759-2
ZBD805	2010	CWS 850 series excavator bucket	66" dig	W010000118
ZBD807		850 series excavator bucket	70" dig	504856
ZBT001	2002	Weldco-beales 50 series excavator bucket	42" twist	3-65687-1
ZBT003		Weldco-beales 50 series excavator bucket	48" twist	3-34180-1
ZBT004	2001	Weldco-beales 50 series excavator bucket	42" twist	
ZBT007		EFI 50 series excavator bucket	42" twist	05SBW0040-42
ZBT101		Weldco-beales 100 series excav bucket	54" twist	3-61769-1
ZBT201	2006	Weldco-beales 200 series excavator bucket	66" twist	3-93781-1
ZBT203		Bucket Excavator, Hydraulic Swing Arm		3-30807-1
ZBT206	2001	Weldco-beales 200 series excavator bucket	66" twist	3-62072-1
ZBT208		Weldco-beales 200 series excavator bucket	60" twist	3-1-3374-1
ZBT209		Weldco-beales 200 series excavator bucket	60" twist	3-104779-1
ZBT214	2015	Weldco-beales 200 series bucket	66" TWIST	3W61471-1
ZBT216	2017	Weldco-beales 200 series excavator bucket	66" twist	4W23474-1
ZBT251	2007	Weldco-beales 250 series excavator bucket	66" twist	3W12366-1
ZBT252		Weldco-beales 250 series excavator bucket	66" twist	1-31626-1
ZBT306	2011	Weldco-beales 300 series excav bucket	72" twist	3W33391-1
ZBT308		Weldco-beales 300 series excav bucket	84" twist	3W31962-1
ZBT310		Brandt 300 series excavator bucket	84" twist	50 987 5
ZBT401		Bucket Excavator, Hydraulic Swing Arm		3-31185-1
ZBT402	1994	Weldco-beales 450 series excavator bucket	96" twist	3-15330-1
ZBT403	2007	Weldco-beales 450 series excavator bucket	84" twist	3W12452-1
ZBT404	2007	Bucket Excavator, Hydraulic Swing Arm		3W13040-1
ZBT405	2007	Weldco-beales 450 series excavator bucket	72" twist	3W10732-1
ZBT406	2008	Weldco-beales 450 series excavator bucket	84" twist	3W14262-1

ZBT407	2008	Weldco-beales 450 series excavator bucket	84" twist	3W13041-1
ZBT408	2006	Weldco-beales 450 series excavator bucket	84" twist	3-92896-1
ZBT409	2007	Weldco-beales 450 series excavator bucket	84" twist	3-100577-1
ZBT410	2010	Weldco-beales 450 series excavator bucket	84" twist	3-95959-1
ZBT412	2014	Weldco-beales 450 series excavator bucket	84" twist	1W36442
ZBT701		Weldco-beales 700 series excavator bucket	102" twist	3-26563-1
ZBT801	2008	Weldco-beales 850 series excavator bucket	96" twist	3W19148-1
ZLW3072	2008	CAT Loader Bucket		3W19148-1
ZSB15	1997	84" excavator twist bucket	84" twist	3-29147-1
ZSB2-45	2007	Brandt 200 series excavator bucket	24" dig	5000-80-5
ZSB3-19	2004	Weldco-beales 300 series excav brush rake	brush rake	3-75892-2
ZSB4-07	2000	Wajax 450 series excavator bucket	84" clean up	4108
ZSB4-15	2000	Weldco-beales 450 series excavator chuck blade	54"x 83"	E41067
ZSB4-27	2007	Weldco-beales 450 series excavator bucket	48" dig	3W11340-1
ZSB85-01		Voice built 850 series excavator bucket	130" clean up	
ZSB90-02		Kirchner skid steer 2-way blade	72" blade	
ZSP62		Landa Cleaning Systems - Mobile Steam Cleaner Trailer, mounted on George White Trailer	LP400	771130
ZSP69	2006	1000 gallon fuel w/ skid		H-101562
ZSP70	2007	55000L fuel tank w/ skid	T55	400974
ZSP80	2008	Transtank 20' Diesel refueling tank on skids	T20	401020
ZSP83	2008	55000L fuel tank w/ skid	T55	U400971
ZSP84	2008	10000L Fuel tank w/ skid	T10	72514
ZSP99	2011	Voice made 20' lube container w/ skid		345027
ZST15		Scrap Bin		
ZSZ002	2007	56'X 100' portable shop/ tent		
TP1582	2018	Chevrolet Silverado 1500		3GCUKNEC5JG133569
TP1584	2018	Chevrolet Silverado 1500		1GCUKNEC4JF159081
TP1585	2018	Chevrolet Silverado 1500		1GCUKRECXJF172764
TW2004	1999	Ford Tandem Axle Water Truck, Diesel	F900	1FDYL90A1KVA56246
EX3509	2013	Caterpillar	336EH	RZA00296
EX4519	2013	CAT Excavator with smooth edge bucket	349E L	CAT0349EAMPZ00378
TW2006	2013	CAT Water Truck, Tandem Axle	CT660SBA 6X4	1HTJGTK0DJ197358
PT1008	2010	Kello-Bilt breaking disc, single offset	0	KE0101771R
PT1007	2010	Kello-Bilt breaking disc, single offset	0	KE0101640R
AT4022	2012	CAT Rock Truck	740B	CAT0740BVT4R00721
AT4026	2013	CAT Rock Truck	740B	CAT0740BVT4R01648
AT4027	2013	CAT Rock Truck	740B	CAT0740BET4R01655
AT4023	2012	CAT Rock Truck	740B	CAT074BPT4R00722

AT4024	2012	Caterpillar 40 ton articulated truck	740B	T4R00723
AT3015	2012	Caterpillar 30 ton articulated truck	730	B1M03508
AT3017	2010	Caterpillar 30 ton articulated truck	730	B1M03510
AT4021	2012	CAT Rock Truck	740B	CAT0740BLT4R00714
EX3508	2013	CAT excavator, with bucket, BD317	336E LH	CAT0336ECRZA00249
TP1572	2014	GMC	1500	3GTU2UEC1EG280780
TP1580	2017	Chevrolet	Silverado	3GCUKSEC5HG232501
DZ6507	2013	CAT Dozer	D6T LGP	CAT00D6TLKSB01520
DZ6511	2014	Caterpillar bull dozer	D6T LGP	KSB01741
TP3564	2015	Chevrolet	2500	1GB4KYCG0FF634857

And all other tangible Property of Voice, excluding:

Voice Asset #	Year	Make	Model	Serial Number
BCEquip_printer 1		Konica / Minolta Bizhub C3350		
LT0542	2011	CAT Skid Steer Track Loader with CAT forks	279D	CAT0279DAGTL05994
LT0543	2018	Cterpillar tracked skid steer	279D	GTL06075
TB1501	2017	Ford cargo van	Transit connect	NM0LS74H1315357
TB1502	2017	Ford cargo van	Transit connect	NM0LS7F77H1315661
TB1503	2018	Ford cargo van	Transit connect	NM0LS7F77J1352795
TP1583	2015	Chevrolet Silverado Quad Cab Pick Up	4x4	1GCUKNECXJF174428
VT2009	2007	Terex Mobile Lighting Unit	AL5200-4MH	GUF25931
ZSS401	2017	NPK Construction Equipment Inc., Orange Claw	N38	MRN51959
ZSS401	2017	Black steel box for attachment	M38	MRN51359
ZSS401	2017	Claw Attachment	M38	MRN51359
		Transtank 4,000 litre used oil tank		
		Blue 40' Sea Can "NYK"		
		Blue Giant Forklift	LT120W20	9330096
		Utility 40' Trailer		
		Great Dane 53' Trailer box (no wheels)		
		20' Sea Can - Office		
		80' x 80' Coverall Shop with 40 foot office trailer inside		
		Axom Equipment - Frost Fighter Heater		1201775135
		Westeel Road-Vault - Portable Fuel Tank		
TG1002	2017	Ford sanding truck	F750	1FDPF7DC3HDB03617
		Superior Propane Cylinders, as registered in Voice Construction and Earth & Energy PPR		

SCHEDULE "B"**FORM OF RECEIVER'S CERTIFICATE**

COURT FILE NUMBER	1903 12504
COURT OF QUEEN'S BENCH OF ALBERTA	
JUDICIAL CENTRE	EDMONTON
PLAINTIFF	MAYNBRIDGE CAPITAL INC.
DEFENDANTS	VOICE CONSTRUCTION OPCO ULC, VOICE MANAGEMENT LTD., VOICE CONSTRUCTION LTD., EARTH & ENERGY CONSTRUCTION LTD., VOICE HOLDINGS LTD., and 2012442 ALBERTA LTD.
DOCUMENT	RECEIVER'S CERTIFICATE
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	MILLER THOMSON LLP Barristers and Solicitors 2700, Commerce Place 10155-102 Street Edmonton, AB, Canada T5J 4G8 Phone: 780.429.1751 Fax: 780.424.5866
	Lawyer's Name: Rick T.G. Reeson, QC Stephanie A. Wanke
	Lawyer's Email: rreeson@millerthomson.com / swanke@millerthomson.com
	File No.: 182818.4

RECITALS

- A. Pursuant to an Order of the Honourable Associate Chief Justice K.G. Nielsen of the Court of Queen's Bench of Alberta, Judicial District of Edmonton (the "**Court**") dated June 25, 2019, Alvarez & Marsal Canada Inc. was appointed as the receiver (the "**Receiver**") of the undertakings, property and assets of Voice Construction OPCO ULC, Voice Management Ltd., Voice Construction Ltd., Earth & Energy Construction Ltd., Voice Holdings Ltd., and 2012442 Alberta Ltd. (the "**Debtor**").
- B. Pursuant to an Order of the Court dated, the Court approved the agreement of purchase and sale (the "**Sale Agreement**") between the Receiver and Maynbridge Capital Inc.

(the "**Purchaser**") and provided for the vesting in the Purchaser of the Debtor's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver 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 by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

- C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Sale Agreement.

THE RECEIVER CERTIFIES the following:

1. The Purchaser (or its nominee) has paid and the Receiver has 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 by the Receiver and the Purchaser (or its nominee); and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at **[Time]** on **[Date]**.

Alvarez & Marsal Canada Inc., in its capacity as Receiver of the undertakings, property and assets of Voice Construction OPCO ULC, Voice Management Ltd., Voice Construction Ltd., Earth & Energy Construction Ltd., Voice Holdings Ltd., and 2012442 Alberta Ltd., and not in its personal capacity.

Per; _____

Name:

Title:

SCHEDULE "C" – CLAIMS

AB PPR Registration	Registered Party
14082736545	JIM PATTISON INDUSTRIES LTD.
14082736905	JIM PATTISON INDUSTRIES LTD.
14090816919	MAYNBRIDGE CAPITAL INC.
14090816989	MAYNBRIDGE CAPITAL INC.
14091129204	CATERPILLAR FINANCIAL SERVICES LIMITED
14091635683	CATERPILLAR FINANCIAL SERVICES LIMITED
14091933956	CATERPILLAR FINANCIAL SERVICES LIMITED
14091933992	CATERPILLAR FINANCIAL SERVICES LIMITED
14091934059	CATERPILLAR FINANCIAL SERVICES LIMITED
14091934116	CATERPILLAR FINANCIAL SERVICES LIMITED
14091934177	CATERPILLAR FINANCIAL SERVICES LIMITED
14091934238	CATERPILLAR FINANCIAL SERVICES LIMITED
14091934318	CATERPILLAR FINANCIAL SERVICES LIMITED
14091934417	CATERPILLAR FINANCIAL SERVICES LIMITED
14091934554	CATERPILLAR FINANCIAL SERVICES LIMITED
14091934701	CATERPILLAR FINANCIAL SERVICES LIMITED
14112428741	ARI FINANCIAL SERVICES INC.
14112705777	CATERPILLAR FINANCIAL SERVICES LIMITED
14112705804	CATERPILLAR FINANCIAL SERVICES LIMITED
14112705823	CATERPILLAR FINANCIAL SERVICES LIMITED
14112705835	CATERPILLAR FINANCIAL SERVICES LIMITED
14112705874	CATERPILLAR FINANCIAL SERVICES LIMITED
14112705922	CATERPILLAR FINANCIAL SERVICES LIMITED
14112706040	CATERPILLAR FINANCIAL SERVICES LIMITED
14112706066	CATERPILLAR FINANCIAL SERVICES LIMITED
15021907449	CATERPILLAR FINANCIAL SERVICES LIMITED
15022429903	CATERPILLAR FINANCIAL SERVICES LIMITED
15030230103	CATERPILLAR FINANCIAL SERVICES LIMITED
15042406351	CATERPILLAR FINANCIAL SERVICES LIMITED
15042406486	CATERPILLAR FINANCIAL SERVICES LIMITED
15091512941	JIM PATTISON INDUSTRIES LTD.
16052008662	KOMATSU INTERNATIONAL (CANADA) INC.
16081119191	JIM PATTISON INDUSTRIES LTD.
16100440198	JIM PATTISON INDUSTRIES LTD.
16102612225	JOHN DEERE FINANCIAL INC.
16102612299	JOHN DEERE FINANCIAL INC.
16102612393	JOHN DEERE FINANCIAL INC.
16102612434	JOHN DEERE FINANCIAL INC.
16111811637	CATERPILLAR FINANCIAL SERVICES LIMITED
16112109039	CATERPILLAR FINANCIAL SERVICES LIMITED
17011636072	MAYNBRIDGE CAPITAL INC.
17011636123	MAYNBRIDGE CAPITAL INC.
17050327776	JIM PATTISON INDUSTRIES LTD.
17070515643	CATERPILLAR FINANCIAL SERVICES LIMITED
17070515812	CATERPILLAR FINANCIAL SERVICES LIMITED
17122119038	JIM PATTISON INDUSTRIES LTD.
18010310426	CATERPILLAR FINANCIAL SERVICES LIMITED
18010310574	CATERPILLAR FINANCIAL SERVICES LIMITED
18013030232	JIM PATTISON INDUSTRIES LTD.
18022316369	JIM PATTISON INDUSTRIES LTD.

18042027582	MAYNBRIDGE CAPITAL INC.
18042027629	MAYNBRIDGE CAPITAL INC.
18052827621	JIM PATTISON INDUSTRIES LTD.
19032228335	CATERPILLAR FINANCIAL SERVICES LIMITED
19062625462	HEAVY TECH REPAIRS AND RENTALS LTD.
19062626043	HEAVY TECH REPAIRS AND RENTALS LTD.
19062626303	HEAVY TECH REPAIRS AND RENTALS LTD.
19062626624	HEAVY TECH REPAIRS AND RENTALS LTD.
19062627035	HEAVY TECH REPAIRS AND RENTALS LTD.
19062632468	HEAVY TECH REPAIRS AND RENTALS LTD.
19062641799	HEAVY TECH REPAIRS AND RENTALS LTD.
19062641895	HEAVY TECH REPAIRS AND RENTALS LTD.
19062642309	HEAVY TECH REPAIRS AND RENTALS LTD.
19062642346	HEAVY TECH REPAIRS AND RENTALS LTD.
19062642511	HEAVY TECH REPAIRS AND RENTALS LTD.
19062642589	HEAVY TECH REPAIRS AND RENTALS LTD.
19062642650	HEAVY TECH REPAIRS AND RENTALS LTD.
19062732678	HEAVY TECH REPAIRS AND RENTALS LTD.
19062732786	HEAVY TECH REPAIRS AND RENTALS LTD.
19062732886	HEAVY TECH REPAIRS AND RENTALS LTD.
19062732964	HEAVY TECH REPAIRS AND RENTALS LTD.
19062732987	HEAVY TECH REPAIRS AND RENTALS LTD.
19062733247	HEAVY TECH REPAIRS AND RENTALS LTD.
19062733269	HEAVY TECH REPAIRS AND RENTALS LTD.
19062733479	HEAVY TECH REPAIRS AND RENTALS LTD.
19070435482	SPECTER FABRICATING INC.
19072415904	JIM PATTISON INDUSTRIES LTD.
19072416561	JIM PATTISON INDUSTRIES LTD.
19062524879	GRANDE TIRE INC.
19070827334	BOYD VENTURES INC

BC PPR Registration	Registered Party
473277K	JIM PATTISON INDUSTRIES LTD.
541033K	JIM PATTISON INDUSTRIES LTD.
786475K	JIM PATTISON INDUSTRIES LTD.
296584L	MAYNBRIDGE CAPITAL INC

SCHEDULE "D" – PERMITTED ENCUMBRANCERS

NIL

SCHEDULE "E" – PMSI Creditors and Buyouts

PMSI Creditor	Equipment Description				Buyout Amount (October 22, 2019)	Per Diem
	Year	Make	Model	Serial Number		
John Deere Financial Ltd.	2015	John Deere 30 ton articulated truck	300D2	1DW300DXPFE670685	\$183,976.56	\$52.02
John Deere Financial Ltd	2015	John Deere 30 ton articulated truck	300D2	1DW300DXCFE670747	\$183,976.56	\$52.02
John Deere Financial Ltd	2015	John Deere 30 ton articulated truck	300D2	1DW300DXHFE670728	\$183,976.56	\$52.02
John Deere Financial Ltd	2015	John Deere "Speed Dozer" with Top Con 3D-GPS Unit	764, Top Con, 3D-GPS	1T00764XJED272876	\$146,315.35	\$41.37
Jim Pattison Industries Ltd	2016	Ford 25 passenger crew bus	F450	1FD0W5HY8HEB12612	\$43,315.25	NIL
Jim Pattison Industries Ltd	2017	Ford fuel truck	F550	1FD0W5HY8HEB12612	\$97,611.36	NIL
Jim Pattison Industries Ltd	2015	CHEVROLET, 2500 HD	4X4 CREW CAB	1GC1KVEG8FF666384	\$3,285.30	NIL
Jim Pattison Industries Ltd	2015	GMC 2500 pick up	4x4 crew cab	1GT12YEG0FF175700	\$204.75	NIL
Jim Pattison Industries Ltd	2015	GMC Quad Cab Pick Up Truck	Z71, 4x4	1GT12YEG3FF178834	218.40	NIL
Jim Pattison Industries Ltd	2018	Chevrolet Silverado 1500		3GCUKNEC5JG133569	\$36,136.87	NIL
Jim Pattison Industries Ltd	2018	Chevrolet Silverado 1500		1GCUKNEC4JF159081	\$38,228.00	NIL
Jim Pattison Industries Ltd	2018	Chevrolet Silverado 1500		1GCUKRECXJF172764	\$44,943.43	NIL
Jim Pattison Industries Ltd	2014	GMC	1500	3GTU2UEC1EG280780	\$204.75	NIL
Jim Pattison Industries Ltd	2017	Chevrolet	Silverado	3GCUKSEC5HG232501	\$28,918.66	Nil
ARI Financial Services Inc.	2015	Chevrolet flat deck	4x4 crew cab	1GB4KYCG3FF638322	\$922.43	NIL
ARI Financial Services Inc.	2015	Chevrolet 3500, HD, 4 Door, Flat Deck, Tidy Tank	3500HD	1GB4KYCG8FF635206	\$922.43	NIL
ARI Financial Services Inc.	2015	Chevrolet flat deck	4x4 crew cab	1GB4KYCG3FF636991	\$922.43	NIL
ARI Financial Services Inc.	2015	Chevrolet flat deck	4x4 crew cab	1GB4KYCG3FF634433	\$922.43	NIL
Komatsu International Canada Inc.	2016	Komatsu wheel loader	WA380-8	15025	\$110,223.92	\$3.43
Komatsu International Canada Inc.	2017	Komatsu excavator (with two 2017 Weldco-beals 200 series buckets)	PC200LC-8 (Bucket models 36" dig and 66" twist)	358415 (4W24317-5 and 4W23474-1)	\$102,370.59	\$3.19