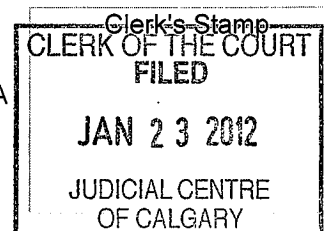


COURT FILE NUMBER 1101-04438  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE CALGARY  
PLAINTIFF SERVUS CREDIT UNION LTD.  
DEFENDANT CALIBER SYSTEMS INC.



AND IN THE MATTER OF THE RECEIVERSHIP OF CALIBER SYSTEMS INC.

DOCUMENT **APPLICATION by PricewaterhouseCoopers Inc. in its capacity as Receiver and Manager of the assets, undertakings and property of CALIBER SYSTEMS INC. (Interim Distribution and Discharge of Receiver)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

**NORTON ROSE**

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Attention: Howard A. Gorman / Kyle D. Kashuba

File No. 280984

**NOTICE TO RESPONDENT(S):**

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

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

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

Date: Monday, January 30, 2012  
Time: 10:30 a.m.  
Where: Calgary Courts Centre  
Before Whom: The Honourable Madam Justice C.A. Kent, of the Commercial List

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 abridging, if necessary, the time for service of this application and deeming service good and sufficient.
2. A declaration that Servus Credit Union Ltd. ("**Servus**") has a valid and enforceable first ranking charge, following the payout to the GE Group of Companies, over certain of the assets of Caliber Systems Inc. ("**Caliber**"), and a valid and enforceable floating first ranking charge over Caliber's otherwise unencumbered property, both real and personal, and the proceeds realized therefrom, and approving the interim distributions to Servus as described herein.
3. An order authorizing and directing PricewaterhouseCoopers Inc. in its capacity as receiver and manager (the "**Receiver**") over all of the assets, undertakings and property (the "**Property**") of Caliber to make a distribution to Servus in the sum of \$3,000,000 as an initial interim distribution in partial satisfaction of amounts owing by Caliber to Servus, plus such further interim distributions to as may be agreed between the Receiver and Servus.
4. An order authorizing and approving the assignment of the account receivable of Caliber Oilfield and Production Services Inc. from the Receiver to Servus.
5. An order approving the professional fees and accounts of the Receiver and the professional fees and accounts of the Receiver's legal counsel, as set out and described in the fifth report of the Receiver, filed on January 23, 2012 (the "**Fifth Report**").
6. An order approving the Receiver's actions and those of its legal counsel to date, as described in the Receiver's Reports that have been filed with the Court in this matter, in respect of administering these receivership proceedings to the date of this Order.
7. An order discharging PricewaterhouseCoopers Inc. as Receiver of the Property of Caliber upon the conclusion of the remaining administrative duties as set out and described in the Fifth Report, and upon the filing of a Certificate of Discharge in the form appended to the Receiver's Fifth Report.
8. Granting of leave to the Receiver to apply to this Court for advice and directions as may be necessary to carry out the terms of any orders granted at the within application.

9. Granting such further and other relief, advice and directions as counsel may advise and this Honourable Court may deem just and appropriate.

**Grounds for making this application:**

10. On March 31, 2011, PricewaterhouseCoopers Inc. was appointed the Receiver over the Property of Caliber by Order of the Honourable Mr. Justice W.P. Sullivan (the "**Receivership Order**"). The Receivership Order was filed on April 1, 2011. The Receivership Order was amended on May 19, 2011 (the "**Amended Receivership Order**").
11. The Receiver and its legal counsel have conducted a fulsome and thorough review of the Servus security documentation (the "**Servus Security**"), the security documentation of other creditors in these receivership proceedings, the Alberta Personal Property Security Registry, and has consulted with Servus Credit Union Ltd. with respect to the validity and priority of the Servus Security and the amounts secured thereunder.
12. On December 15, 2011, by Order of Madam Justice B.E.C. Romaine, the Court approved a final distribution of funds to the GE Group of Companies, the then-first ranking creditor over the Property of Caliber.
13. The Receiver has determined that Servus has a valid and enforceable first ranking charge over certain of the Property of Caliber and a valid and enforceable floating first ranking charge over Caliber's otherwise unencumbered Property, both real and personal, and the proceeds realized therefrom.
14. The Receiver has reviewed the Servus claims, accounts and the Servus payout statement, and believes that the proposed Interim Distribution is appropriate.
15. A declaration as to the validity and priority of the Servus Security and the approval of the Interim Distribution to Servus would be just, fair and appropriate in all the circumstances and in the best interests of the administration of the receivership estate.
16. An order authorizing and approving the assignment of the account receivable of Caliber Oilfield and Production Services Inc. from the Receiver to Servus would be just, fair and appropriate in all the circumstances and in the best interests of the administration of the receivership estate.

17. All of the actions in respect of the professional fees and disbursements incurred by the Receiver and its legal counsel during the course of the administration of the within proceedings are reasonable, have been validly incurred in connection with the discharge of the Receiver's obligations, which have been dutifully performed, and have now been completed or are about to be completed.
18. The Receiver is not aware of any reason that it should be required for any further purposes herein, and should be discharged as Receiver of the Property of Caliber upon the conclusion of the remaining administrative duties and upon the filing of a Certificate of Discharge.
19. Such further and other grounds as counsel may advise and this Honourable Court may permit.

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

20. All pleadings, proceedings and Orders filed in the within action.
21. The reports of the Receiver filed in the within action, and in particular the Fifth Report of the Receiver.
22. The Receivership Order and the Amended Receivership Order.
23. The inherent jurisdiction of this Honourable Court to control its own process.
24. Such further and other material and evidence as counsel may advise and this Honourable Court may permit.

**Applicable rules:**

25. Part 6, Division 7, Rule 6.47.

**Applicable Acts and regulations:**

26. *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 and the *Judicature Act*, R.S.A. 2000, c. J-2, as amended.

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

27. None.

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

28. Oral submissions by counsel at an application in Justice Chambers as agreed and scheduled by counsel.

**AFFIDAVIT EVIDENCE IS REQUIRED IF YOU WISH TO OBJECT.**

**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 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.