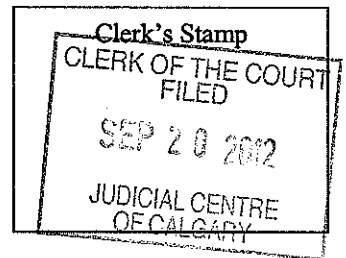


COURT FILE NUMBER 1201-06936
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE Calgary
APPLICANT IN THE MATTER OF Q PRIVATE JETS
LIMITED PARTNERSHIP
DOCUMENT **APPLICATION (Amendment of
Claims Procedure Order and Adoption of
Agreement)**



ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
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File No. 436743-000011



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	September 28, 2012
Time	3:00 p.m.
Where	Calgary Courts Centre, 601 – 5 th Street S.W., Calgary, Alberta
Before Whom	Justice A. Kent, 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 the time for service of notice of this Application, if necessary and deeming service to be good and sufficient;
2. An Order amending the Claims Procedure Order dated August 1, 2012 (the "**Claims Procedure Order**") by changing the date by which the Receiver (as defined below) has to issue Notices of Dispute from September 28, 2012 to October 31, 2012.
3. An Order giving advice and directions to the Receiver regarding an Aircraft management and Operating Agreement dated May 14, 2012 between Air Partners Corp. and QuikJets Inc. as general partner on behalf of Q Private Jets Limited Partnership (the "**LP**") (the "**Air Partners Agreement**").
4. Such further and other relief, advice and direction as counsel may advise and this Honourable Court may deem just and appropriate.

Grounds for making this application:

5. The LP was placed under receivership by way of a Consent Order, dated June 26, 2012 in the within proceedings by the Honourable Justice LoVecchio, wherein Hardie & Kelly Inc. (the "**Receiver**") was appointed Receiver, without security, of all of the LP's current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all the proceeds thereof.
6. On August 1, 2012, the Court granted a Claims Procedure Order which provided the LP and the Receiver with the necessary structure and process for the assessment and determination of the validity, nature and amount of the claims of creditors against the LP.
7. The Receiver has received claims pursuant to the claims process which are complex and requires investigation. Such investigation cannot be completed by September 28, 2012. The Receiver requires until October 31, 2012 to properly review all the claims.
8. The Receiver believes that compliance by the LP with the Air Partners Agreement is in the best interests of the LP. Air Partners Corp. is well qualified to deliver to the LP the services agreed upon in the Air Partners Agreement.

9. Air Partners Corp. has been delivering services to the LP in accordance with the Air Partners Agreement, and most of the aircraft owned by the LP are ready or almost ready to again be flown.
10. The Receiver is prepared to perform the Air Partners Agreement provided that doing so will not make the Receiver personally liable for any of the obligations of the LP pursuant to the Air Partners Agreement, and if all recourse by Air Partners Corp. pursuant to the Air Partners Agreement will be strictly limited to the LP. The Receiver does not have a first charge against the assets of the LP.
11. The Receiver understands that Air Partners Corp. is agreeable to limit its recourse pursuant to the Air Partners Agreement to recourse strictly against the LP, to waive any recourse Air Partners Corp. may have against the Receiver, and to consent to an order of the Court to that effect.
12. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

13. All pleadings and proceedings filed in the within action.
14. The Second Report by the Receiver.
15. The form of Order attached hereto as Schedule "A" to this Application.
16. The inherent jurisdiction of this Honourable Court to control its own process.
17. Such further and other material and evidence as counsel may advise and this Honourable Court may permit.

Applicable Rules, Acts and regulations:

18. Section 13(2) of the *Judicature Act*, RSA 2000, c J-2.
19. Alberta Rules of Court, Part 6, Division 1.

Any irregularity complained of or objection relied on:

20. None.

How the application is proposed to be heard or considered:

22. Before the Honourable Madam Justice A. Kent in Chambers at the Calgary Court Centre, 601-5 Street SW, Calgary, Alberta, on Friday, September 28, 2012 at 3:00 p.m. or so soon thereafter as counsel may be heard.

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.

DATED at the City of Calgary, in the Province of Alberta, this 20 day of September, 2012.

BORDEN LADNER GERVAIS LLP

PER; _____
JOSEF G.A. KRÜGER, Q.C.
Counsel for the Receiver, Hardie & Kelly Inc.

SCHEDULE "A"

COURT FILE NUMBER **1201-06936**

COURT **COURT OF QUEEN'S BENCH OF ALBERTA**

JUDICIAL CENTRE **Calgary**

APPLICANT **IN THE MATTER OF Q PRIVATE JETS LIMITED PARTNERSHIP**

DOCUMENT **ORDER (Amendment of Claims Procedure Order and Adoption of Agreement)**

Clerk's Stamp

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

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Email: jkruger@blg.com
File No. 436743-000011

DATE ON WHICH ORDER WAS PRONOUNCED: September 28, 2012

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF THE JUSTICE WHO MADE THIS ORDER: Madam Justice A. Kent

UPON THE APPLICATION of Hardie & Kelly Inc., the Court appointed receiver and receiver manager (the "Receiver") of Q Private Jets Limited Partnership (the "Partnership"); **AND UPON** having read the pleading and proceedings filed herein; **AND UPON** hearing counsel for the Receiver, the Partnership, Air Partners Corp., and from any other affected parties that may be present;

IT IS HEREBY ORDERED AND DECLARED THAT:**Service**

1. The time for service of notice of this Application for this Order is hereby abridged and deemed good and sufficient.
2. The Claims Procedure Order dated August 1, 2012 is hereby amended by deleting in paragraph 6 thereof the date "September 28, 2012" and substituting it with "October 31, 2012".
3. The Receiver is hereby authorized and directed to perform the Aircraft Management and Operating Agreement dated May 14, 2012 between Air Partners Corp. and QuikJets Inc. as general partner on behalf of the Partnership (the "Air Partners Agreement"), provided that the Receiver shall have no personal liability for any of the obligations of the Partnership pursuant to the Air Partners Agreement, and all recourse by Air Partners Corp. pursuant to the Air Partners Agreement will be strictly limited to the Partnership.

Justice of the Court of Queen's Bench of
Alberta