

PROOF OF CLAIM

(Subsection 50.1(1), paragraphs 51(1)(e) and 66.14(b) and subsections 81.2(1), 102(2), and 128(1))

In the matter of the bankruptcy of:

Avion Construction Ltd. of Calgary, AB

and the claim of _____, creditor.

All notices or correspondence regarding this claim are to be forwarded to the following address: (include postal code)

_____ Tel No: _____ Fax No: _____

I, _____ of _____
(Name of Creditor) (City and Province)

DO HEREBY CERTIFY:

1. That I am a creditor of the above-named debtor, (or that I am _____ (state position or title) of _____ (name of creditor).
2. That I have knowledge of all the circumstances connected with the claim hereinafter referred to.
3. That the said 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 June, 2008**, and still is indebted to the creditor in the sum of \$ _____ as specified in the statement of account (or affidavit or solemn declaration) attached and marked "Schedule A" after deducting any counter claims to which the debtor is entitled. (The statement of account or affidavit or solemn declaration must specify the vouchers or other evidence in support of the claim.)
4. (Check the appropriate category)
 - () **A. UNSECURED CLAIM OF \$ _____**
That in respect of the said debt, I do not hold any assets of the debtor as security and
() Regarding the amount of \$ _____, I do not claim a right to a priority.
() Regarding the amount of \$ _____, I claim a right to a priority under section 136 of the Act. (Set out on a attached schedule details to support priority claim.)
 - () **B. SECURED CLAIM OF \$ _____**
That in respect of the said debt, I hold assets of the debtor valued at \$ _____ 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 the creditor assesses the security, and attach a copy of the security documents.)
 - () **C. CLAIM BY FARMER, FISHERMAN, OR AQUACULTURIST OF \$ _____**
That I hereby make a claim under subsection 81.2(1) of the Act for the unpaid amount of \$ _____ (Attach a copy of sales agreement and delivery receipts.)
5. That to the best of my knowledge and belief, 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 Bankruptcy and Insolvency Act.
6. That the following are the payments that I have received from and the credits that I have allowed to the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of Section 2 of the Act: Provide details of payments and credits.
(Applicable only in the case of the bankruptcy of an individual.)
 - () I request to be advised of any material change in the financial situation of the bankrupt, pursuant to subparagraph 102(3)(b)(i) of the Act.
 - () I request to be advised of any amendment made regarding the amount that the bankrupt is required to pay, pursuant to subsection 68(4) of the Act.
 - () I request that a copy of the report filed by the Trustee regarding the bankrupt's application for discharge pursuant to subsection 170(1) of the Act be sent to the above address.

Dated at _____ this _____ day of _____, 20_____

Witness

Creditor

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

WARNINGS: A trustee may, pursuant to subsection 128(3) of the Bankruptcy and Insolvency 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 a secured creditor.

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

INSTRUCTIONS FOR COMPLETING PROOF OF CLAIM

A properly completed and supported Proof of Claim form must be submitted to the Trustee in order to have a voice in the affairs of the bankrupt and in order to be eligible for any potential dividend distributions.

Please following these instructions, carefully:

- Heading**
- a) The name of the bankrupt has been supplied
 - b) Provide the complete name and address, including postal code, where all notices or correspondence regarding your claim are to be forwarded.
 - c) Provide an account number, if applicable.
- Clause 1** The declaration must be completed by an individual not a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as, "Credit Manager", "Treasurer", "Authorized Agent", etc.
- Clause 2** No response is needed.
- Clause 3**
- a) The date of the bankruptcy has been supplied.
 - b) Provide the amount of your claim in Canadian funds. The amount claimed for debt owing should be calculated to the DATE OF BANKRUPTCY ONLY.
 - c) A Statement of Account must be attached in support of the amount claimed.
 - i) Ensure that the final balance on your Statement of Account agrees to the amount claimed on the Proof of Claim form.
 - ii) The Statement of Account must specify each voucher/invoice and/or other evidence in support of the claim, together with the date of each charge and the amount thereof. A schedule which indicates only the BALANCE OF ACCOUNT is NOT sufficient.
 - iii) The Statement of Account must be clearly marked "Exhibit A" and be attached to the Proof of Claim form submitted. If this "Exhibit A" is not attached, your Proof of Claim will be returned.
 - iv) The Statement of Account must also include the last three months transactions, including contra items, if any.
 - v) If a statement is not available an affidavit swearing as to authenticity and amount of the debt may be used.
- Clause 4** Choose the appropriate section (a), (b), or (c) which properly applies to the status of your claim and circle the corresponding letter.
- a) Applies if you are a creditor without any security.
 - b) Applies if you are a creditor with a statutory or contractual claim against some specific asset of the bankrupt. Ensure you record the value of your security and attach copies of your security documents and evidence of registration.
 - c) Applies if you are a farmer, fisherman or aquaculturist and claiming for unpaid accounts pursuant to subsection 81.2(1) of the Bankruptcy and Insolvency Act. Please attach copies of your documents and give details in the space provided.
- Clause 5** Circle the appropriate wording to indicate whether the creditor is related or not.
- Clause 6** Provide an details only if payment and contra items have not been indicated on "Exhibit A" as referred to in Clause 2 above. If you are related to the bankrupt, the schedule must include transactions for a 12 month period.
- Closing** Ensure that the form is dated, witnessed and signed in the appropriate place. You must also print your name and state your position.

Mail the completed Proof of Claim form together with Exhibits as soon as possible to:

HARDIE & KELLY INC.
206, 5800 - 2 Street S.W.,
Calgary, Alberta T2H 0H2

Phone: (403) 252-1766

Fax: (403) 640-0591

PROXY
(Paragraphs 51(1)(e) and 66.15(3)(b)
and subsection 102(2))
IN THE MATTER OF THE BANKRUPTCY OF
AVION CONSTRUCTION LTD.

I/We _____ (name of creditor),
of _____ (name of city, town or village), a creditor
in the above matter, hereby appoint _____ ,
of _____ , to be my/our
proxyholder in the above matter except as to the receipt of dividends, with (*or* without)
power to appoint another proxyholder in his or her place.

Dated at _____ this ____ day of _____ , 20 ____

Witness

Individual Creditor

Name of Corporate Creditor

Witness

Name and Title of Signing Officer