



404 Bank Street, Ottawa, ON K2P 1Y5 Telephone (613) 569-4444 Fax (613) 569-1116

(FORM 31)

PROOF OF CLAIM

Section 50.1, subsections 65.2(4), 81.2(1), 81.3(8), 81.4(8), 102(2), 124(2), 128(1), and paragraphs 51(1)(e) and 66.14(b) of the Act

(All notices or correspondence regarding this claim must be forwarded to the following address:

.....
.....

In the matter of the bankruptcy (or the proposal, or the receivership) of **ZOOM AIRLINES INCORPORATED** (name of debtor) of **Ottawa, Ontario** (city and province) and the claim of _____, creditor.

I, _____ (name of creditor or representative of the creditor), of _____ (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 or representative of the creditor)).

2. That I have knowledge of all the circumstances connected with the claim referred to below.

3. That the 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 **12th day of September, 2008**, and still is, indebted to the creditor in the sum of \$ _____, as specified in the statement of account (or affidavit) attached and marked Schedule "A", after deducting any counterclaims to which the debtor is entitled. (The attached statement of account or affidavit must specify the vouchers or other evidence in support of the claim.)

4. (Check and complete appropriate category.)

A. UNSECURED CLAIM OF \$ _____

(other than as a customer contemplated by Section 262 of the Act)

That in respect of this debt, I do not hold any assets of the debtor as security and

(Check appropriate description)

Regarding the amount of \$ _____, I claim a right to a priority under section 136 of the Act.

Regarding the amount of \$ _____, I do not claim a right to a priority.

(Set out on an attached sheet details to support priority claim.)

B. CLAIM OF LESSOR FOR DISCLAIMER OF A LEASE \$ _____

That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based)

C. SECURED CLAIM OF \$ _____

That in respect of this 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 you assess the security, and attach a copy of the security documents.)

D. 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.)

E. CLAIM BY WAGE EARNER OF \$ _____

That I hereby make a claim under subsection 81.3(8) of the Act (bankruptcy) in the amount of \$ _____

That I hereby make a claim under subsection 81.4(8) of the Act (receivership) in the amount of \$ _____

F. CLAIM AGAINST DIRECTOR \$ _____

(To be completed when a proposal provides for the compromise of claims against directors.)

That I hereby make a claim under subsection 50(13) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

G. CLAIM OF A CUSTOMER OF A BANKRUPT SECURITIES FIRM \$ _____

That I hereby make a claim as a customer for net equity as contemplated by section 262 of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)



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5. That, to the best of my knowledge, 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 Act, and I have [] (or has) [] (or have not or has not) dealt with the debtor in a non-arm's-length manner.

6. That the following are the payments that I have received from, the credits that I have allowed to, and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of subsection 2(1) of the Act: (Provide details of payments, credits and transfers at undervalue.)

(Applicable only in the case of the bankruptcy of an individual.)

[] 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 _____.

Witness

Creditor

Phone Number: _____

Fax Number: _____

Email Address: _____

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

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

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

NOTE: If a copy of this Form is sent electronically by means such as email, the name and contact information of the sender, prescribed in Form 1.1, must be added at the end of the document.

FORM 59

General Proxy

In the matter of the bankruptcy (or proposal or consumer proposal) of ZOOM AIRLINES INCORPORATED a bankrupt (or an insolvent person or a consumer debtor).

I (or We), (name of creditor), of (name of city, town or village),

a creditor in the above matter, hereby appoint of, to be my (or our) general proxy in the above matter except as to the receipt of dividends, with (or without) power to appoint another general proxy in his or her place.

Dated at (city and province) this day of

Individual Creditor

Witness

Signature

Name of Corporate Creditor

Witness

Name and Title of Signing Officer

Per

Signature

CHECKLIST FOR PROOFS OF CLAIM

This checklist is provided to assist you in preparing the accompanying proof of claim form and, where required, proxy form in a complete and accurate manner. Please specifically check each requirement.

GENERAL

The claim must be signed.

- The signature of a witness is required.
- The claim must be signed personally by the individual completing this declaration.
- Give the complete address where all notices or correspondence is to be forwarded.
- Give the amount of the statement of account or affidavit must correspond to the amount indicated on the proof of claim.
- The creditor must state the full and complete legal name of the company or firm.
- If the individual completing the proof of claim is not the creditor himself, he must state his position or title.

SECTION 3 - STATEMENT OF DEBT

- A detailed statement of account or affidavit must be attached.
- The statement of account must be complete and must include copies of original billings, invoices and/or other supporting documents.

Note: A detailed statement of account must be attached to the proof of claim and must show the date, the number and the amount of all the invoices or charges, together with the date, the number and the amount of all credits or payments. A statement of account is not complete if it begins with an amount brought forward.

SECTION 4 - PRIORITY CLAIM

- An unsecured creditor must complete part "A" and check appropriate description.
- A creditor claiming priority under section 136 must complete Part "A" and check appropriate description.
- A creditor claiming under section 65.2(4) must complete Part "B".
- A secured creditor must complete Part "C" and provide a copy of the security instrument as registered.
- Farmers, fishermen or aquaculturists must complete Part "D".
- Wage earners must complete Part "E" and check appropriate description – subsection 81.3(8) is in respect of an assignment in bankruptcy and subsection 81.4(8) is in respect of a receivership.
- A creditor claiming as against a director under subsection 50(13) in respect of a proposal must complete Part "F".
- A customer claiming as against securities under section 262 must complete Part "G".

SECTION 5 - RELATIONSHIP OF THE CREDITOR/DEBTOR

- All claimants must indicate if he or she is related to the debtor as defined in section 4(2) of the Bankruptcy and Insolvency Act, striking out "ARE" or "ARE NOT" and must indicate if he or she "HAVE" or "HAVE NOT" dealt with the debtor in a non-arm's length manner

SECTION 6 - COPIES OF ORIGINAL INVOICES, BILLINGS, ETC. ARE REQUIRED

- All claimants must attach a detailed list of all payments or credits received or granted, as follows in a) or b):
 - a) Within the three (3) months preceding the bankruptcy or the proposal in the case where the claimant and the debtor are not related and have dealt with the debtor in a non-arm's length manner
 - b) Within the twelve (12) months preceding the bankruptcy or the proposal in the case where the claimant and the debtor are related have not dealt with the debtor in a non-arm's length manner

PROXY

GENERAL

- A creditor may vote either in person or by proxy.
- A debtor may not be appointed a proxy to vote at any meeting of his creditors.
- The trustee may be appointed as a proxy for any creditor.
- A corporation may vote by an authorized agent only at the meeting of creditors.
- The Bankruptcy and Insolvency Act permits a proof of claim to be made by a duly authorized agent of a creditor but this does not give such a person power to vote at the first meeting of creditors unless a proxy has been given to the said agent.
- In order for a duly authorized person to have a right to vote he must himself be a creditor or be the holder of the properly executed proxy. The name of the creditor must appear in the proxy.
- Proofs of claim and related documents may be faxed to the Trustee's office.
Fax: 1-613-569-1116; Telephone: Ottawa, 613-569-4444