

COURT OF APPEAL OF ALBERTA

Form AP-1
[Rules 14.8 and 14.12]

COURT OF APPEAL FILE NUMBER: *1701-0254 AC*

TRIAL COURT FILE NUMBER: 1501-12220

REGISTRY OFFICE: CALGARY

PLAINTIFF/APPLICANT: ALBERTA TREASURY
BRANCHES and MNP LTD.

STATUS ON APPEAL: Respondents

DEFENDANT/RESPONDENT: ALBERTA ENERGY
REGULATOR

STATUS ON APPEAL: Appellant

DOCUMENT: **CIVIL NOTICE OF APPEAL**

APPELLANT'S ADDRESS FOR
SERVICE AND CONTACT
INFORMATION: ALBERTA ENERGY REGULATOR
Suite 1000, 250 5th St SW
Calgary, AB T2P OR4

Registrar's Stamp

FILED

AUG 23 2017

COURT OF APPEAL
CLERK OF CALGARY COURT

FILED

AUG 24 2017

JUDICIAL CENTRE
OF CALGARY

WARNING

To the Respondent: If you do not respond to this appeal as provided for in the Alberta Rules of Court, the appeal will be decided in your absence and without your input.

1. Particulars of Judgment, Order or Decision Appealed From:

Date pronounced: August 16, 2017

Date entered: August 16, 2017

Date served: August 17, 2017

Official neutral citation of reasons for decision, if any:
(do not attach copy)

(Attach a copy of order or judgment: Rule 14.12(3). If a copy is not attached, indicate under item 14 and file a copy as soon as possible: Rule 14.18(2).)

2. Indicate where the matter originated:

Alberta Court of Queen's Bench

Judicial Centre: Calgary

Justice: Honourable Mr. Justice A.D. MacLeod

On appeal from a Queen's Bench Master or Provincial Court Judge?:

Yes **X No**

Official neutral citation of reasons for decision, if any, of the Master or Provincial Court Judge: (do not attach copy)

(If originating from an order of a Queen's Bench Master or Provincial Court Judge, a copy of that order is also required: Rule 14.18(1)(c).)

Board, Tribunal or Professional Discipline Body

Specify Body:

3. Details of Permission to Appeal, if required (Rules 14.5 and 14.12(3)(a)).

X Permission not required, or Granted:

Date:

Justice:

(Attach a copy of order, but not reasons for decision.)

4. Portion being appealed (Rule 14.12(2)(c)):

Whole, or

X Only specific parts (if specific part, indicate which part):

Paragraph 4 of the Order authorizing the interim distribution to Alberta Treasury Branches.

5. Provide a brief description of the issues:

This Civil Notice of Appeal relates to the right of the Appellant, Alberta Energy Regulator (the "AER") to appeal the decision of the Honourable Mr. Justice MacLeod dated August 16, 2017 arising under section 193(c) of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 ("BIA"). A brief description of the issues is set out below:

1. In reliance upon the majority decision in *Orphan Well Association v. Grant Thornton Limited*, 2017 ABCA 124 ("Majority Decision"), MNP Ltd. renounced 388 wells, 10 facilities and 72 pipelines.
2. The AER has sought leave to appeal the Majority Decision to the Supreme Court of Canada and on July 27, 2017 appeared before the Honourable Mr. Justice Wakeling seeking a stay of the effect of the Majority Decision and is currently awaiting his decision.
3. In the interim, ATB has sought and been successful in obtaining interim distribution of proceeds from the estate which materially prejudices the AER and may render a decision from the Supreme Court of Canada in relation to the Majority Decision nugatory in relation to this matter.
4. In granting the order for interim distribution, the AER respectfully submits that in addition to any further and other grounds that the Appellant may advance and this Honourable Court may permit, the Court erred in law by failing to consider the advantages, disadvantages and potential prejudice of the interim distribution to all stakeholders including the AER.
5. The Court also erred in law by issuing an order that would have the potential to render the decision of Justice Wakeling nugatory in relation to this matter.

6. Provide a brief description of the relief claimed:

The Appellant respectfully requests the following relief:

- (a) That this appeal be granted and that the funds released to Alberta Treasury Branches during the appeal period be ordered to be remitted back to the receiver and held in trust; and
- (b) Such further and other relief as this Honourable Court may deem appropriate and just in the circumstances.

7. **Is this appeal required to be dealt with as a fast track appeal? (Rule 14.14)**
 Yes No
8. **Does this appeal involve the custody, access, parenting or support of a child? (Rule 14.14(2)(b))**
 Yes No
9. **Will an application be made to expedite this appeal?**
 Yes No
10. **Is Judicial Dispute Resolution with a view to settlement or crystallization of issues appropriate? (Rule 14.60)**
 Yes No
11. **Could this matter be decided without oral argument? (Rule 14.32(2))**
 Yes No
12. **Are there any restricted access orders or statutory provisions that affect the privacy of this file? (Rules 6.29, 14.12(2)(e),14.83)**
 Yes No
- If yes, provide details: Sealing Order pronounced September 23, 2016
 (Attach a copy of any order.)

13. List respondent(s) or counsel for the respondent(s), with contact information:

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If specified constitutional issues are raised, service on the Attorney General is required under s. 24 of the Judicature Act: Rule 14.18(1)(c)(viii).

14. Attachments (check as applicable)

X Order or judgment under appeal if available (not reasons for decision) (Rule 14.12(3))

Earlier order of Master, etc. (Rule 14.18(1)(c))

Order granting permission to appeal (Rule 14.12(3)(a))

X Copy of any restricted access order (Rule 14.12(2)(e))

If any document is not available, it should be appended to the factum, or included elsewhere in the appeal record.

CLERK OF THE COURT
FILED
AUG 16 2017
JUDICIAL CENTRE
OF CALGARY

COURT FILE NO. 1501-12220

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

APPLICANT ALBERTA TREASURY BRANCHES

RESPONDENTS COGI LIMITED PARTNERSHIP, CANADIAN OIL & GAS INTERNATIONAL INC., CONSERVE OIL GROUP INC. AND CONSERVE OIL 1ST CORPORATION

DOCUMENT ORDER

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

G. Brian Davison, Q.C. / Karen Fellowes
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Calgary, AB T2P 0C1


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File No. 16155-00002

DATE ON WHICH ORDER WAS PRONOUNCED:	Wednesday, August 16, 2017
NAME OF JUSTICE WHO MADE THIS ORDER:	Honourable Mr. Justice A.D. MacLeod
LOCATION OF HEARING:	Calgary Courts Centre

UPON the application of MNP Ltd., in its capacity as Receiver and Manager of COGI Limited Partnership, Canadian Oil & Gas International Inc., Conserve Oil Group Inc. and Conserve Oil 1st Corporation (the "**Receiver**"); **AND UPON** hearing read the pleadings and proceedings filed herein, including the Receivership Orders dated October 26, 2015 and January 6, 2016 (collectively, the "**Receivership Orders**"), the application of the Receiver filed August 10, 2017 and the Seventh Report of the Receiver, filed; **AND UPON** hearing from counsel for the Receiver and other interested parties; **IT IS HEREBY ORDERED AND DECLARED THAT:**

1. Service of this application and the materials in support thereof is deemed good and sufficient and time for service of this application is abridged to that actually given.

2. The Receiver's activities as set out in the Seventh Report of the Receiver, filed herein, are hereby ratified and approved.
3. The Receiver's Statement of Receipts and Disbursements for the period ending June 30, 2017 as more particularly set out in Appendix A to the Seventh Report is approved, including the accounts of the Receiver for its fees and disbursements and the fees and disbursements of the Receiver's legal counsel, DLA Piper Canada LLP, without the necessity of a formal assessment of their accounts.
4. The Receiver is hereby authorized to make an interim distribution to Alberta Treasury Branches as described in the Receiver's Seventh Report.



Justice of the Court of Queen's Bench of Alberta

FORM 49
[RULE 13.19]



COURT FILE NUMBER 1501-12220
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
APPLICANT ALBERTA TREASURY BRANCHES

RESPONDENTS/ APPLICANTS COGI LIMITED PARTNERSHIP, CANADIAN OIL & GAS INTERNATIONAL INC., AND CONSERVE OIL GROUP INC. and CONSERVE OIL 1ST CORPORATION

DOCUMENT SEALING ORDER

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

G. Brian Davison, Q.C.
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Phone No.: 403-294-3590
Fax No.: 403-776-8864
E-mail: brian.davison@dlapiper.com
File No.: 16155-00002

I hereby certify this to be a true copy of the original

Dated this 23 day of September 2016
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: September 23, 2016 at 10:00 am

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice K.M. Eidsvik

UPON THE APPLICATION of MNP Ltd. (the "Receiver"), acting in its capacity as receiver and manager to COGI Limited Partnership; AND UPON reading the Application of the Applicant filed September 16, 2016, the Receiver's Fourth Report dated September 16, 2016 and the Confidential Supplement to the Receiver's Fourth Report dated September 16, 2016 (the "Confidential Report"), AND UPON hearing the submissions of counsel for the Receiver, and any other parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of the Notice of Application for this Order is hereby validated and deemed good and sufficient, this application is properly returnable today, and no person other than those persons served is entitled to service of the Notice of Application.
2. The Confidential Report shall be sealed on the Court file and shall not form part of the public record, notwithstanding Division 4, Part 6 of the *Alberta Rules of Court*.
3. The Clerk of this Honourable Court shall file the Confidential Report in a sealed envelope attached to a notice that sets out the style of cause of these proceedings and states that:

THIS ENVELOPE CONTAINS CONFIDENTIAL MATERIALS
FILED BY MNP LTD. THE CONFIDENTIAL MATERIALS ARE SEALED
PURSUANT TO THE SEALING ORDER ISSUED BY JUSTICE K.M.
EIDSVIK ON SEPTEMBER 23, 2016.

4. The Receiver shall serve by courier, fax transmission, email transmission or ordinary post, a copy of this Order on all parties present at this Application and such service shall be deemed good and sufficient for all purposes.



J.C.Q.B.A. or Clerk of the Court.