

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

McMillan LLP
1700, 421 – 7th Ave SW
Calgary, AB T2P 4K9

Adam Maerov / Richard Jones
t. 403.531.4700
f. 403.531.4720
File No. 239960

I hereby certify this to be a true copy of the original Order dated this 18 day of Dec 20 18
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: December 18, 2018
LOCATION WHERE ORDER WAS PRONOUNCED: Calgary Courts Centre
NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice K.M. Eidsvik

UPON THE APPLICATION by DEL Canada GP Ltd. (DEL" or "Purchaser") for an order to determine the amount of the Municipal Taxes Fund set out in paragraph 8 of the Approval and Vesting Order dated June 6, 2018 ("**Approving and Vesting Order**") and to obtain advice and direction with respect to the claims process for the determination of a municipality's entitlement to Municipal Taxes Fund;

AND UPON HAVING READ the Approval and Vesting Order, the Affidavit of Charles W. Chapman, filed, and the Affidavit of Service; **AND UPON HEARING** the submissions of counsel for the Purchaser, counsel for the Receiver, and counsel for certain municipalities, and no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Service, filed;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

[1] Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given.

SCOPE OF THE MUNICIPAL TAXES FUND (PARAGRAPH 8 OF THE APPROVING AND VESTING ORDER)

[2] Paragraph 8 of the Approval and Vesting Order is amended to include:

~~A claim, ~~Asserted Claim~~, Late Claim or the entitlement of a municipality to the Municipal Taxes Fund is limited to property (land, improvements and goods) within the geographic boundaries of the municipality. Section 348 of the ~~Municipal Government Act~~ only applies to property within the geographical boundaries of the municipality.~~

CLAIMS PROCEDURE – MUNICIPAL TAXES FUND (PARAGRAPH 8 OF THE APPROVING AND VESTING ORDER)

[3] The below claims procedure is approved and shall be followed by the Receiver and any municipal claimant who desires to advance a claim against the Municipal Taxes Fund.

- a. The Receiver is authorized and directed to provide notice ("Claims Notice") in prescribed form¹ by not later than January 15, 2019 to the municipalities listed in Schedule "A".
- b. Recipients of a Claims Notice may file a dispute notice ("Dispute Notice")² in prescribed form on or before 5:00 p.m. (Calgary) on February 15, 2019 ("Claims Bar Date").³
- c. The claim of any municipality that does not file a Dispute Notice on before the Claims Bar Date shall be finally determined to be as set out in the Claims Notice.
- d. The Receiver in consultation with DEL/ATB will work to resolve claims subject to any Dispute Notice ("Disputed Claims") on or before March 8, 2019.
- e. On or before March 22, 2019, the Receiver shall file an application to the Court for the determination of any outstanding Disputed Claims.

MISCELLANEOUS MATTERS

[4] This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by facsimile, electronic mail, personal delivery or courier.

¹ Claims Notice form set out in Schedule "B".

² Dispute Notice form set out in Schedule "C".

Service is deemed to be effected the next business day following the transmission or delivery of such documents.

- [5] Service of this Order on any party not attending this application is hereby dispensed with, other than the municipalities listed in Schedule "A".

W (6) The rest of the application is adjourned to the week of Jan 21st 2019 before Justice Romane in another time that is convenient.

J.C.C.Q.B.A. MAJ

W (7) Cross-examination of Mr. Chapman and any affidavits that need to be filed by the Municipalities in reply to this application must be done by Friday Jan 11 2019.

W (8) The Municipalities shall file their reply briefs by Jan 14 2019 @ 4pm.

Schedule "A"

LIST OF MUNICIPALITIES

- (a) City of Cold Lake;
- (b) City of Red Deer;
- (c) Clear Hills County;
- (d) Clearwater County;
- (e) Kneehill County;
- (f) Lacombe County;
- (g) Paintearth County No. 18;
- (h) Red Deer County;
- (i) Saddle Hills County;
- (j) Stettler County;
- (k) Municipal District of Bonnyville No. 87;
- (l) Municipal District of Greenview No. 87;
- (m) Special Areas Board.

SCHEDULE "B"

CLAIMS NOTICE - SECURED CLAIMS SECTION 348 MUNICIPAL GOVERNMENT ACT

IN COURT OF QUEEN'S BENCH OF ALBERTA ACTION NO. 1501-12220 (the "ACTION"), ALBERTA TREASURY BRANCHES (the "PLAINTIFF") and COGI LIMITED PARTNERSHIP, CANADIAN OIL & GAS INTERNATIONAL INC., CONSERVE OIL GROUP INC., CONSERVE OIL 1ST CORPORATION (the "DEFENDANTS"), and MNP LTD. (the "RECEIVER") and DEL CANADA GP LTD. (THE "APPLICANT")

By order of the Court of Queen's Bench of Alberta (the "**Court**") dated December 18, 2018, in the Action (as may be amended, restated or supplemented from time to time (the "**Claims Procedure Order**")), pursuant to an application brought by the Applicant, the Receiver has been authorized to conduct a claims procedure (the "**Claims Procedure**"). A copy of the Claims Procedure Order, with all schedules, may be found on the website of the Receiver at: [**] (the "**Website**"). Capitalized terms used in this Claims Notice and not otherwise defined in this Claims Notice shall have the meaning given to them in the Claims Procedure Order

Regarding the Secured Claim of _____
(referred to in this form as "the Claimant") (name of Claimant)

Notice from the Receiver:

Your secured claim pursuant to section 348 of the *Municipal Government Act* has been assessed at: \$_____.

This amount will be rank *pari passu* with other secured claims for payment from the Municipal Taxes Fund (as defined in the Claims Procedure Order).

If you do not agree with this amount, please provide details of your secured claim in the Dispute Notice (as defined in the Claims Procedure Order).

If you fail to deliver the Dispute Notice according to its terms by January 25, 2019, you will be deemed to accept this amount.

All notices or correspondence regarding this secured claim are to be forwarded to the Claimant at the following address:

Telephone Number: _____

Facsimile Number: _____

Attention (Contact Person): _____

Email Address: _____

(All future correspondence will be delivered to the designated email address unless the Claimant specifically requests that hard copies be provided)

Please provide hard copies of materials to the address above.

DATED this ____ day of _____, 2018

Witness

Per: _____

Print name of Claimant:

*If Claimant is other than an individual, print
name and title of authorized signatory*

Name: _____

Title: _____

SCHEDULE "C"**DISPUTE NOTICE**

IN COURT OF QUEEN'S BENCH OF ALBERTA ACTION NO. 1501-12220, ALBERTA TREASURY BRANCHES (the "PLAINTIFF") and COGI LIMITED PARTNERSHIP, CANADIAN OIL & GAS INTERNATIONAL INC., CONSERVE OIL GROUP INC., CONSERVE OIL 1ST CORPORATION (the "DEFENDANTS"), and MNP LTD. (the "RECEIVER") and DEL CANADA GP LTD. (THE "APPLICANT")

By order of the Court of Queen's Bench of Alberta (the "**Court**") dated December 18, 2018, in the Action (as may be amended, restated or supplemented from time to time (the "**Claims Procedure Order**")), pursuant to an application brought by the Applicant, the Receiver has been authorized to conduct a claims procedure (the "**Claims Procedure**"). A copy of the Claims Procedure Order, with all schedules, may be found on the website of the Receiver at: [**] (the "**Website**"). Capitalized terms used in this Dispute Notice not otherwise defined in this Dispute Notice shall have the meaning given to them in the Claims Procedure Order.

Name of Claimant: _____

Address: _____

Telephone Number: _____

Facsimile Number: _____

Email Address: _____

You are not required to complete a Dispute Notice if you agree with the amount assessed for your secured claim in the Claims Notice (as defined in the Claims Procedure Order)

For Claimants who Dispute the Determination of their secured claim in the Claims Notice:

I, _____ (name of the Claimant or representative of the Claimant), of _____ (City, Province or State) do hereby certify that:

4. I am the Claimant;

OR

I am _____ (state position/title) of the Claimant.

5. I have knowledge of all the circumstances connected with the Secured Claim referred to in this form.

The Defendants are indebted to the Claimant in the sum of CDN\$ _____ (insert CDN \$ value of claim) as shown by the statement of account attached hereto and marked Schedule "A"

which constitutes a secured claim entitled to payment from the Municipal Taxes Fund (as defined in the Claims Procedure Order).

The nature of this secured claim is as follows (*check all that apply*):

- municipal realty, municipal business or other taxes, assessments or levies of any kind or nature attributable to or in respect of the carrying on of the Defendants' business accrued and unpaid by the Defendants which are required at law to be paid in priority to claims of secured creditors under section 348 of the *Municipal Government Act* and which are within the geographical boundaries of the municipality claiming such amounts
- any other claim that is entitled to payment from Municipal Taxes Fund (as defined in the Claims Procedure Order)

The legal basis upon which this secured claim, or a portion thereof, is entitled to payment from the Municipal Taxes Fund is as follows:

The statement of account must include evidence in support of the Secured Claim.

PLEASE TAKE NOTICE THAT, pursuant to the Claims Procedure Order, I Claimant hereby dispute the amount of my secured claim as set out in the Claims Notice dated _____, 2018 issued by the Receiver, and I assert a secured claim as follows:

	Claim Determination Amount:	Amount claimed by Claimant:
Secured Claim	\$	\$

Reason for the dispute (attach copies of any supporting documentation):

Address for Service of Dispute Notice:

DLA PIPER

Counsel to MNP Ltd., Receiver of COGI Limited Partnership, Canadian Oil & Gas International Inc., Conserve Oil Group Inc., and Conserve Oil 1st Corporation
1000 250 2 St. S.W.
Calgary, Alberta T2P 0C1

Attention: G. Brian Davison, Q.C.

Tel: 403-294-3590
Fax: 403-213-4481
Email: brian.davison@dlapiper.com

With a copy to (which shall not constitute notice):

McMILLAN LLP

Counsel to DEL Canada GP Ltd., Applicant
Suite 1700, 421 7th Avenue SW
Calgary, Alberta T2P 4K9

Attention: Richard Jones & Adam Maerov
Tel: [403-531-4700](tel:403-531-4700)
Fax: [403-531-4720](tel:403-531-4720)
Email: richard.jones@mcmillan.ca / adam.maerov@mcmillan.ca

THIS FORM AND ANY REQUIRED SUPPORTING DOCUMENTATION MUST BE RETURNED TO THE RECEIVER AND THE APPLICANT BY REGISTERED MAIL, PERSONAL SERVICE, EMAIL (IN PDF FORMAT), FACSIMILE OR COURIER TO THE ADDRESS INDICATED ABOVE AND MUST BE ACTUALLY RECEIVED BY THE RECEIVER AND THE APPLICANT BY 5:00 P.M. (CALGARY TIME) ON JANUARY 25, 2019.

DATED this _____ day of _____ 2018

Witness

Per: _____

Name of Claimant:

*If Claimant is other than an individual, print
name and title of authorized signatory*

Name: _____

Title: _____