



Clerk's stamp:

COURT FILE NO. 1201-07521
COURT COURT OF QUEEN'S BENCH OF ALBERTA
IN BANKRUPTCY AND INSOLVENCY
JUDICIAL CENTRE CALGARY
APPLICANT NATIONAL BANK OF CANADA
RESPONDENT TRAFINA ENERGY LTD.
DOCUMENT **APPLICATION (DISCHARGE OF RECEIVER)**
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **BLAKE, CASSELS & GRAYDON LLP**
3500, 855 – 2nd Street S.W.
Calgary, AB T2P 4J8
Attn: Ryan Zahara / Chris Nyberg
Tel.: 403-260-9628 / 403-260-9707
Fax: 403-260-9700
File: 79294/3
Email: ryan.zahara@blakes.com
chris.nyberg@blakes.com

NOTICE TO RESPONDENT

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 Wednesday, January 11, 2017
Time 10:00 a.m.
Where Calgary Courts Centre
Before Whom Honourable Mr. Justice D.B. Nixon

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. The applicant, FTI Consulting Canada Inc. ("FTI" or the "Receiver"), in its capacity as court appointed receiver of all of the current and future assets, undertakings and

properties Trafina Energy Ltd. ("**Trafina**"), seeks an Order substantially in the form attached hereto as Schedule "A":

- (a) abridging the time for service of this application and declaring that this motion is properly returnable today, if necessary, and further service of this Application, other than to those listed on the Service List attached hereto as Schedule "B" is hereby dispensed with;
- (b) approving the actions, conduct and activities of the Receiver as outlined in the Receiver's third report dated January 3, 2017 (the "**Third Report**") and all other reports filed by the Receiver in these receivership proceedings;
- (c) approving the Receiver's Schedule of Receipts and Disbursements for the period ended January 3, 2017 (as set out in the Third Report);
- (d) approving a distribution, or distributions, of surplus funds to National Bank of Canada;
- (e) approving the Receiver's accounts and the accounts of its independent legal counsel, inclusive of all accrual for the fees and disbursements of the Receiver and those of its legal counsel in connection with the completion of these receivership proceedings, including the costs of this Application;
- (f) declaring that the Receiver has duly and properly discharged its duties, responsibilities and obligations as Receiver;
- (g) discharging and releasing the Receiver from any and all further obligations as Receiver and any and all liability in respect of any act done by the Receiver in these receivership proceedings, and its conduct as Receiver pursuant to its appointment in accordance with the Receivership Order, or otherwise; and
- (h) such further and other relief and directions as counsel may request and this Honourable Court may deem appropriate.

Grounds for making this application:

2. The grounds upon which the Applicant relies in making the within Application are as follows:

- (a) FTI was appointed as Receiver pursuant to an Order of the Honourable Madam Justice K.M. Eidsvik dated June 13, 2012, as amended by an Order granted on July 16, 2012 (the "**Receivership Order**");
- (b) FTI has performed its mandate as Receiver under the Receivership Order and it is now appropriate that FTI be discharged as Receiver of Trafina;
- (c) the reasons described in the Third Report; and
- (d) such further and other reasons as counsel may request and this Honourable Court may deem just.

Material or evidence to be relied on:

3. The Applicant intends to rely upon the following materials:

- (a) the Third Report and all previous materials filed by the Receiver in these receivership proceedings; and
- (b) such further and other materials as counsel may advise and this Honourable Court may permit.

Applicable rules:

4. The Applicant intends rely upon and refer to the following rules:

- (a) The Alberta *Rules of Court*, as amended;
- (b) such further and other rules as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

5. The Applicant intends rely upon and refer to the following Acts:
- (a) The *Bankruptcy & Insolvency Act*, RSC 1985, c B-3, as amended; and
 - (b) such further and other rules as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

6. None.

How application is proposed to be heard or considered:

7. Oral submission by counsel at an application in chambers before the Honourable Mr. Justice D.B. Nixon on January 11, 2017 at 10:00 a.m.

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 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.

Schedule "A"

Form of Discharge Order

(see attached)

COURT FILE NO. 1201-07521
COURT COURT OF QUEEN'S BENCH OF ALBERTA
IN BANKRUPTCY AND INSOLVENCY
JUDICIAL CENTRE CALGARY
APPLICANT NATIONAL BANK OF CANADA
RESPONDENT TRAFINA ENERGY LTD.
DOCUMENT **ORDER FOR APPROVAL OF RECEIVER'S FEES
AND DISBURSEMENTS, APPROVAL OF
RECEIVER'S ACTIVITIES AND DISCHARGE OF
RECEIVER**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT **BLAKE, CASSELS & GRAYDON LLP**
3500, 855 – 2nd Street S.W.
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chris.nyberg@blakes.com

DATE ON WHICH ORDER WAS PRONOUNCED: January 11, 2017
LOCATION WHERE ORDER WAS PRONOUNCED: Calgary Court Centre
NAME OF JUSTICE WHO MADE THIS ORDER: Honourable Mr. Justice D.B. Nixon

UPON THE APPLICATION of FTI Consulting Canada Inc. in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertaking, property and assets of Trafina Energy Ltd. (the "**Debtor**") for an Order for the approval of the Receiver's fees and disbursements, approval of the Receiver's activities and discharge of the Receiver **AND UPON** having read the Receiver's Third Report dated January 3, 2017 (the "**Third Report**") and the Affidavit of Service of [●], sworn on [●], 2017 **AND UPON** hearing from counsel for the Receiver and any other interested parties in attendance,

IT IS ORDERED THAT:

1. Service of this Notice of 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;
2. The Receiver's accounts for fees and disbursements, as set out in the Third Report are hereby approved without the necessity of a formal passing of its accounts.
3. The accounts of the Receiver's legal counsel, Blake, Cassels & Graydon LLP, for its fees and disbursements, as set out in the Third Report are hereby approved without the necessity of a formal assessment of its accounts.
4. The Receiver's activities as set out in the Third Report and in all of its other reports filed herein, and the Statement of Receipts and Disbursements as attached to the Third Report, are hereby ratified and approved.
5. The Receiver is authorized and directed to make a distribution, or distributions, of surplus funds to National Bank of Canada, subject only to satisfaction of any charges created by the Receivership Order granted on June 13, 2012, as amended by an Order granted on July 16, 2012.
6. On the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
7. No action or other proceedings shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver, except with prior leave of this Court on Notice to the Receiver, and upon such terms as this Court may direct.

8. Upon the filing of the Receiver's Certificate attached hereto as Schedule "A" that, among other things, confirms that all matters set out in paragraph 5 of this Order have been completed and that the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings, then the Receiver shall be discharged as Receiver of the Debtor, provided however, that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of the Receiver in its capacity as Receiver.
9. 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. Service is deemed to be effected the next business day following the transmission or delivery of such documents.
10. Service of this Order on any party not attending this Application is hereby dispensed with.

J.C.Q.B.A.

Schedule "A"**Form of Receiver's Completion Certificate**

COURT FILE NO.	1201-07521
COURT	COURT OF QUEEN'S BENCH OF ALBERTA IN BANKRUPTCY AND INSOLVENCY
JUDICIAL CENTRE	CALGARY
APPLICANT	NATIONAL BANK OF CANADA
RESPONDENT	TRAFINA ENERGY LTD.
DOCUMENT	RECEIVER'S CERTIFICATE
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	BLAKE, CASSELS & GRAYDON LLP 3500, 855 – 2 nd Street S.W. Calgary, AB T2P 4J8 Attn: Ryan Zahara / Chris Nyberg Tel.: 403-260-9628 / 403-260-9707 Fax: 403-260-9700 File: 79294/3 Email: ryan.zahara@blakes.com chris.nyberg@blakes.com

This Receiver's Certificate is the certificate referred to in paragraph 8 of the Order of the Honourable Mr. Justice D.B. Nixon dated January 11, 2017 and made herein (the "**Order**"), a copy of which is attached hereto.

Capitalized terms not otherwise defined herein shall have the meaning given to them in the Third Report of the Receiver dated January 3, 2017 (the "**Third Report**").

FTI Consulting Canada Inc., solely in its capacity as Court-appointed receiver (the "**Receiver**") of Trafina Energy Ltd. ("**Trafina**") and not in its personal capacity, hereby certifies that:

- (a) all funds in the receivership were received and distributed as described in accordance with paragraph 5 of the Order for Final Distribution attached as Schedule "A" to the Application returnable January 11, 2017;

- (b) the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof;
- (b) the administration of the receivership proceedings as described in the Receiver's reports to the Court has been completed.

Dated this _____ day of _____, 2017.

**FTI CONSULTING CANADA INC. SOLELY IN
ITS CAPACITY AS COURT-APPOINTED
RECEIVER OF TRAFINA ENERGY LTD., AND
NOT IN ITS PERSONAL CAPACITY.**

Per: _____
Name:
Title:

Schedule "B"

Service List

(see attached)

COURT FILE NUMBER	1201-07521
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT	CALGARY
PLAINTIFF	NATIONAL BANK OF CANADA
DEFENDANT	TRAFINA ENERGY LTD.

SERVICE LIST

<i>Counsel</i>	<i>Telephone</i>	<i>Fax</i>	<i>Counsel For</i>
FIELD LAW 400 - 604 1 ST SW Calgary AB T2P 1M7 DOUGLAS NISHIMURA E-mail: dnishimura@fieldlaw.com	(403) 260-8548	(403) 264 7084	National Bank of Canada
NORTON ROSE LLP 3700, 400 Third Avenue SW Calgary, AB T2P 4H2 RANDAL S. VAN DE MOSSELAER E-mail : randal.vandemosselaer@nortonrose.com	(403) 267-8196	(403) 264-5973	Trafina Energy Ltd.
FTI CONSULTING INC. 1000, 888 -- 3 rd Street SW Calgary, AB T2P 5C5 DERYCK HELKAA E-mail: deryck.helkaa@fticonsulting.com	(403) 444-5372	(403) 444-6758	Court-appointed Receiver
BLAKE, CASSELS & GRAYDON LLP 3500, 855 – 2 nd Street SW Calgary, AB T2P 4J8 KELLY J. BOURASSA E-mail: kelly.bourassa@blakes.com RYAN ZAHARA E-mail: ryan.zahara@blakes.com CHRIS NYBERG E-mail: chris.nyberg@blakes.com		(403) 269-9700	Receiver
MLT AIKINS LLP 1500 Saskatoon Square 410 – 22 nd Street East Saskatoon, SK S7K 5T6 JEFFREY M. LEE E-mail: jmlee@mlt.com	(306) 975-7136	(306) 975-7145	Saskatchewan counsel to Receiver

<p>CARSCALLEN LLP 1500, 407 – 2nd Street SW Calgary, AB T2P 2Y3</p> <p>GLENN BLACKETT E-mail: blackett@carscallen.com</p>	(403) 298-8474	(403) 262-2952	Ensign Drilling Partnership
<p>TINGLEMERRETT LLP 1250 Standard Life Building 639 - 5th Ave. S.W. Calgary, AB T2P 0M9</p> <p>SCOTT REEVES E-mail: sreeves@tinglemerrett.com</p>	(403) 571-8015	(403) 571-8008	Quattro Exploration Production Ltd.
<p>SASKATCHEWAN MINISTRY OF THE ECONOMY Petroleum & Natural Gas Division 1000, 2103 - 11th Avenue, Regina, SK, Canada, S4P 3Z8</p> <p>CANDY DOMINIQUE E-mail: candy.dominique@gov.sk.ca</p>	(306) 798-2907	(306) 787-2478	
<p>ALBERTA ENERGY 9945 – 108 Street Edmonton, Alberta T5K 2G6</p> <p>PETER MITTAL E-mail: peter.mittal@gov.ab.ca delaine.dew@gov.ab.ca</p>	(780) 427-1848		
<p>NEXEN INC. 801 – 7th Avenue S.W. Calgary, AB T2P 3P7</p> <p>KIM HURTIG E-mail: Kim_Hurtig@nexeninc.com</p> <p>DEREK GLOWA E-mail: Derek_Glowa@nexeninc.com</p>	(403) 699-4000	(403) 699-5803	
<p>FASKEN MARTINEAU DUMOULIN LLP 350 7 Ave SW, Calgary, AB T2P 3N9</p> <p>TRAVIS LYSAK E-mail: tlysak@fasken.com</p>	(403) 261 5501	(403) 261 5350	Nexen Inc.

<p>BENNETT JONES LLP 4500 Bankers Hall East 855 – 2nd Street S.W. Calgary, AB T2P 4K7</p> <p>KENNETH LENZ E-mail: lenzk@bennettjones.ca</p>	(403) 298-3317	(403) 265-7219	Quicksilver
<p>ALBERTA ENERGY REGULATOR Suite 1000, 250- 5th Street SW Calgary, Alberta T2P 0R4</p> <p>E-mail: enforcement@ercb.ca keely.cameron@aer.ca</p>			
<p>SANJEL CORPORATION 200, 505 – 2nd Street S.W. Calgary, AB T2P 1N8</p> <p>ALEX GOODRAM E-mail: agoodram@sanjel.com</p>	(403) 716-1186		
<p>BENNETT JONES LLP 4500 Bankers Hall East 855 – 2nd Street S.W. Calgary, AB T2P 4K7</p> <p>CHRIS SIMARD E-mail: simardc@bennettjones.ca</p>	(403) 298-4485	(403) 265-7219	Court-appointed Monitor of Sanjel Corporation
<p>ROBB & EVENSON PROFESSIONAL CORPORATION BARRISTERS & SOLICITORS High Street House 933 17 Ave S.W. Suite 506 Calgary, AB T2T 5R6</p>		(403) 541-1604	E-Can Oilfield Services L.P.
<p>EMERY JAMIESON LLP Oxford Tower 10235 101 Street S.W. Suite 1700 Edmonton, AB T5J 3G1</p>		(780) 420-6277	Bilsky Contracting Ltd.