

C82611

Entered



COURT FILE NUMBER 2001 – 09604

COURT COURT OF QUEEN’S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF HALLIBURTON GLOBAL AFFILIATES HOLDINGS B.V.

DEFENDANT RAPTOR RIG LTD.

\$50.00
COM
Sept 6 2022

DOCUMENT **APPLICATION
(Final Distribution, 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 Osler, Hoskin & Harcourt LLP
Suite 2500, TransCanada Tower
450 – 1st Street SW
Calgary, Alberta T2P 5H1

Solicitors: Randal Van de Mosselaer
Phone: 403.260.7060
Fax: 403.260.7024
Email: RVandemosselaer@osler.com
Matter: 1212842

NOTICE TO RESPONDENTS

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the Justice.

To do so, you must be in Court when the application is heard as shown below:

- Date: September 6, 2022
- Time: 2:00 p.m.
- Where: Calgary Courts Centre (by WebEx as per **Schedule “A”**)
- Before Whom: The Honourable Madam Justice B. B. Johnston

Go to the end of this document to see what else you can do and when you must do it.

Orders Sought:

1. FTI Consulting Canada Inc. (the “**Receiver**”), in its capacity as receiver and manager of Raptor Rig Ltd. (the “**Debtor**”) is seeking an Order (the “**Discharge Order**”) substantially in the form attached hereto as **Schedule “B”**:
 - a. declaring service of notice of this Application and supporting materials 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;
 - b. approving the Receiver’s Statement of Receipts and Disbursements as at discharge, as set out in the Fourth Report of the Receiver, dated August 25, 2022 (the “**Fourth Report**”);
 - c. directing and authorizing the Receiver to distribute all remaining funds apart from the Holdback (as defined below) to Halliburton Global Affiliates Holdings B.V. (“**Halliburton**” or the “**Secured Lender**”);
 - d. directing and authorizing the Receiver to maintain a holdback of \$39,000 (the “**Holdback**”) to cover professional fees of the Receiver and its independent legal counsel, Osler, Hoskin & Harcourt LLP (“**Osler**”) to complete the administration of the Receivership (the “**Holdback Expenses**”);
 - e. approving the Receiver’s accounts and Osler’s accounts, inclusive of accrual for the fees and disbursements of the Receiver and those of its legal counsel in connection with the completion of these proceedings, including costs of this Application, all as set out in the Fourth Report;
 - f. approving the actions, conduct and activities of the Receiver as described in the Fourth Report and all other reports filed by the Receiver in these proceedings;
 - g. declaring that the Receiver has duly and properly discharged its duties, responsibilities, and obligations as Receiver;

- h. directing that, upon the filing of a sworn Affidavit of a licensed Trustee employed by the Receiver in the form attached as **Schedule “A”** to the Discharge Order, the Receiver shall be discharged and released from any and all further obligations as Receiver, save and except for such incidental duties as may be required to complete the administration of the receivership herein, and any and all liability in respect of the discharge of the Receiver’s duties as court-appointed receiver of the Debtor, save and except for any liability arising out of fraud or gross negligence or wilful misconduct on the part of the Receiver;
- i. authorizing the Receiver to destroy the Debtor’s corporate books and records if not claimed by the former directors within 30 days of the former directors being notified of the Receiver’s intention to destroy said books and records; and
- j. granting such further and other relief as counsel may request and this Honourable Court may deem just.

Grounds for making this Application:

- 2. On August 10, 2020 the Receiver was appointed Receiver of all of the current and future assets, undertakings and properties of every nature and kind whatsoever and wherever situated, including all proceeds thereof, of the Debtor, pursuant to an Order of the Honourable Justice Douglas R. Mah (the “**Receivership Order**”).
- 3. The realization of the Property (as that term is defined in the Receivership Order) is complete. Apart from attending to minor administrative matters, including: (i) final payment of all Receivership costs and expenses, including the Holdback Expenses and (ii) the distributions of all remaining funds apart from the Holdback to the Secured Lender, the Receiver has performed its mandate as Receiver under the Receivership Order.
- 4. It is appropriate that the Receiver’s accounts and activities, as outlined in the Fourth Report, be approved, and the Receiver be discharged as Receiver of the Debtor upon filing of a sworn Affidavit of a licensed Trustee employed by the Receiver confirming that all administrative matters set out in paragraph 3 of this Application have been completed.

Affidavit or other Evidence and Materials to be used in Support of this Application:

5. The Fourth Report of the Receiver, dated August 23, 2022;
6. Evidence and Reports of the Receiver previously filed in this Action; and
7. Such further and other evidence or materials as counsel may advise and this Honourable Court may permit.

Applicable Rules:

8. The *Alberta Rules of Court*, Alta Reg. 124/2010.

Applicable Acts and Regulations:

9. The *Bankruptcy and Insolvency Act*, RSC 1985, chap. B-3, as amended.
10. The *Judicature Act*, RSA 2000, c J-2, as amended.

Any Irregularity Complained of or Objection Relied On:

11. None.

How the Application is Proposed to be Heard or Considered:

12. By WebEx video conference before the Honourable Madam Justice B. B. Johnston at 2:00 p.m. on September 6, 2022, the details of which are attached hereto as **Schedule "A"**.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) 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 give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

Schedule “A”

Virtual Courtroom 60 has been assigned for the above noted matter.

Virtual Courtroom Link: <https://albertacourts.webex.com/meet/virtual.courtroom60>

Instructions for Connecting to the Meeting:

1. Click on the link above or open up Chrome or Firefox and cut and paste it into your browser address bar.
2. If you do not have the Cisco Webex application already installed on your device, the site will have a button to install it. Follow installation instructions. Enter your full name and email address when prompted
3. Click on the Open Cisco Webex Meeting.
4. You will see a preview screen. Click on Join Meeting.

Key considerations for those attending:

1. Please connect to the courtroom 15 minutes prior to the start of the hearing.
2. Please ensure that your microphone is muted and remains muted for the duration of the proceeding, unless you are speaking. Ensure that you state your name each time you speak.
3. If bandwidth becomes an issue, some participants may be asked to turn off their video and participate by audio only.
4. Note: Recording or rebroadcasting of the video is prohibited.
5. Note: It is highly recommended you use headphones with a microphone or a headset when using Webex. This prevents feedback.

If you are a non-lawyer attending this hearing remotely, you must complete the undertaking located here: <https://www.albertacourts.ca/qb/resources/announcements/undertaking-and-agreement-for-non-lawyers>

For more information relating to Webex protocols and procedures, please visit:
<https://www.albertacourts.ca/qb/court-operations-schedules/webex-remote-hearings-protocol>

You can also join the meeting via the “Cisco Webex Meetings” App on your smartphone/tablet or other smart device. You can download this via the App marketplace and join via the link provided above.

Schedule "B"

COURT FILE NUMBER 2001 – 09604
COURT COURT OF QUEEN’S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF HALLIBURTON GLOBAL AFFILIATES HOLDINGS B.V.
DEFENDANT RAPTOR RIG LTD.

Clerk's
Stamp

DOCUMENT **ORDER FOR FINAL DISTRIBUTION, 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
Osler, Hoskin & Harcourt LLP
Suite 2500, TransCanada Tower
450 – 1st Street SW
Calgary, Alberta T2P 5H1
Solicitors: Randal Van de Mosselaer
Phone: 403.260.7060
Fax: 403.260.7024
Email: RVandemosselaer@osler.com
Matter: 1212842

DATE ON WHICH ORDER WAS PRONOUNCED: September 6, 2022

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice B. B. Johnston

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 Raptor Rig Ltd. (the "**Debtor**") for an Order for the final distribution of proceeds, approval of the Receiver's fees and disbursements, approval of the Receiver's activities and discharge of the Receiver; **AND UPON** hearing read the Receiver's Fourth Report dated August 25, 2022 (the "**Fourth Report**"); **AND UPON** hearing counsel for the Receiver and any other interested parties that may be present; **AND UPON** being satisfied that it is appropriate to do so, **IT IS ORDERED THAT:**

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;
2. The Receiver's accounts for fees and disbursements, as set out in the Receiver's Fourth Report are hereby approved without the necessity of a formal passing of its accounts.
3. The accounts of the Receiver's legal counsel, Osler, Hoskin & Harcourt LLP (“**Osler**”) for its fees and disbursements, as set out in the Receiver's Fourth Report are hereby approved without the necessity of a formal assessment of its accounts.
4. The Receiver's activities as set out in the Receiver's Fourth Report and in all of its other reports filed herein, and the Statement of Receipts and Disbursements as attached to the Receiver's Fourth Report, are hereby ratified and approved.
5. The Receiver is authorized and directed to maintain a holdback of \$39,000 (the “**Holdback**”) to cover professional fees of the Receiver and Osler to complete the administration of the Receivership together with any other incidental expenses (the “**Holdback Expenses**”) and to distribute all remaining funds apart from the Holdback to Halliburton Global Affiliates Holdings B.V.
6. In the event any residual funds remain in the Holdback following payment of the Holdback Expenses, the Receiver is authorized and directed to distribute any such residual funds to Halliburton Global Affiliates Holdings B.V.
7. 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.

8. 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.
9. Upon the Receiver filing with the Clerk of the Court a sworn Affidavit of a licensed Trustee employed by the Receiver in the form attached hereto as **Schedule "A"** confirming that all matters set out herein have been completed, then the Receiver shall be discharged as Receiver of the Debtor, provided however, that notwithstanding its discharge: (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.
10. The Receiver is authorized to destroy the Debtor's corporate books and records if not claimed by the former directors of the Debtor within 30 days of the former directors being notified of the Receivers intention to destroy said books and records.
11. 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.
12. Service of this Order on any party not attending this Application is hereby dispensed with.

J.C.Q.B.A.

Schedule "A"

COURT FILE NUMBER 2001 – 09604

COURT COURT OF QUEEN’S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF HALLIBURTON GLOBAL AFFILIATES HOLDINGS B.V.

DEFENDANT RAPTOR RIG LTD.

DOCUMENT **AFFIDAVIT OF LICENSED INSOLVENCY TRUSTEE**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
Osler, Hoskin & Harcourt LLP
Suite 2500, TransCanada Tower
450 – 1st Street SW
Calgary, Alberta T2P 5H1

Solicitors: Randal Van de Mosselaer
Phone: 403.260.7060
Fax: 403.260.7024
Email: RVandemosselaer@osler.com
Matter: 1212842



AFFIDAVIT OF ●

Sworn September ____, 2022

I, ●, of the City of ●, in the Province of ●, **SWEAR AND SAY THAT:**

1. I am a _____ at FTI Consulting Canada Inc., (the “**Receiver**”), who was appointed Receiver of all the undertakings, property and assets of Raptor Rig Ltd. (the “**Debtor**”) pursuant to an Order of this Honorable Court (the “**Receivership Order**”) on August 10, 2020.
2. I am a Licensed Insolvency Trustee and at all times was responsible for, and oversaw, the Receiver’s mandate as Receiver. As such, I have personal knowledge of the matters hereinafter deposed to, except where stated to be based on information and belief, in which case, I verily believe the same to be true.
3. I make this Affidavit in support of the Receivers Application filed on August ●, 2022, for an Order regarding the final distribution of proceeds, approval of the Receiver's fees and

disbursements, approval of the Receiver's activities, and discharge of the Receiver (the “Discharge Order”).

4. I, solely in my capacity as _____ of the Receiver and not in my personal capacity, hereby confirm that:

- a. all Receivership costs and expenses as set out in the Fourth Report, including, but not limited to, the Holdback Expenses, have been paid;
- b. all remaining amounts have been distributed to Halliburton Global Affiliates Holdings B.V; and
- c. the administration of the receivership proceedings as described in the Fourth Report, and as set out in the Discharge Order, have been completed.

5. I make this Affidavit in support of the within Application and for no other improper purpose.

SWORN BEFORE ME at ●, ●, this ___ day)
of September, 2022.)
))
))

A Commissioner for Oaths/Notary Public in and
for the Province of ●

_____ ●