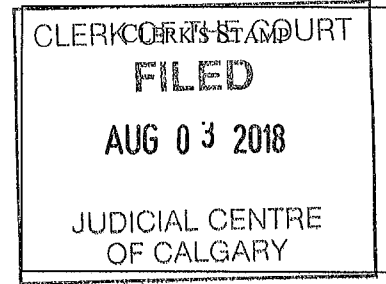


Form 27  
[Rules 6.3 and 10.52(1)]



COURT FILE NUMBER 1701-12253

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF **ACMO S.À.R.L.**

DEFENDANTS **US OIL SANDS INC. and US OIL SANDS (UTAH) INC.**

DOCUMENT **APPLICATION BY FTI CONSULTING CANADA INC., RECEIVER OF US OIL SANDS INC. and US OIL SANDS (UTAH) INC.**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **BENNETT JONES LLP**  
Barristers and Solicitors  
4500 Bankers Hall East  
855 – 2<sup>nd</sup> Street SW  
Calgary, AB T2P 4K7

Attention: Chris Simard  
Telephone No.: 403-298-4485  
Fax No.: 403-265-7219  
Client File No. 76142.5

**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 master/judge.

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

Date	August 17, 2018
Time	10:00 a.m.
Where	Calgary Courts Centre, 601 – 5 <sup>th</sup> Street S.W., Calgary Alberta
Before Whom	The 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. FTI Consulting Canada Inc., in its capacity as the Court-appointed receiver and manager ("**FTI**" or the "**Receiver**") of US Oil Sands Inc. and US Oil Sands (Utah) Inc. (collectively, the "**Debtors**"), seeks an Order, substantially in the form attached hereto as **Schedule "A"**:

- (a) declaring service of this application and supporting documents to be good and sufficient, and abridging the time for service to that actually given, if necessary;
- (b) approving the proposed distribution referred to in paragraphs 18-20 of the Receiver's Third Report dated August 3, 2018 (the "**Receiver's Report**");
- (c) approving the fees and disbursements of the Receiver and its Canadian and U.S. legal counsel, including amounts withheld as a provision for the fees of the Receiver and its Canadian and U.S. legal counsel, as reported in the Receiver's Report, without the necessity of a formal passing or assessment of their accounts, as applicable;
- (d) ratifying and approving the Receiver's activities as set out in the Receiver's Report;
- (e) discharging the Receiver upon the filing of evidence confirming that all outstanding distributions and matters have been completed; and
- (f) such further and other relief as this Honourable Court may deem just in all of the circumstances.

### **Grounds for making this application:**

#### **Background**

2. On September 14, 2017, pursuant to a Receivership Order of the Court of Queen's Bench of Alberta, FTI was appointed as the Receiver of all of the current and future assets, undertakings and properties of every nature and kind whatsoever and wherever situate, including all proceeds thereof of the Debtors (the "**Receivership Order**").

3. The Receiver sought relief from the United States Bankruptcy Court for the District of Utah, Central Division (the "**U.S. Court**"), pursuant to Chapter 15 of the United States Bankruptcy Code ("**Chapter 15**"). On November 16, 2017, the U.S. Court granted an Order, among other things, recognizing these Canadian receivership proceedings as the Foreign Main Proceeding, pursuant to Chapter 15 for the Debtors. Accordingly, the U.S. Court has recognized the Canadian receivership proceedings.

4. On February 16, 2018, this Honourable Court granted an Order (the "**Canadian Sale Process Order**") approving an Amended and Restated Asset Purchase and Sale Agreement entered into between the Receiver, as Seller, and USO (Utah) LLC, as Purchaser (the "**Stalking Horse APA**").

5. On February 27, 2018, the U.S. Court granted an Order recognizing the Canadian Sale Process Order.

6. On May 1, 2018, this Honourable Court granted an Order approving the Stalking Horse APA and, authorizing the Receiver to close the transaction with the Purchaser thereunder and vesting title in and to the Purchased Assets thereunder, in and to the Purchaser, free and clear of all claims against the Debtors (the "**Canadian Approval and Vesting Order**").

7. On May 18, 2018, the U.S. Court granted an Order recognizing the Canadian Approval and Vesting Order.

8. On July 27, 2018, the Receiver and the Purchaser closed the purchase and sale transaction under the Stalking Horse APA.

### **U.S. Proceedings**

9. The Receiver's U.S. legal counsel will be seeking U.S. Court approval and recognition of the Receiver's discharge as Receiver.

### **Material or evidence to be relied on:**

10. The Receiver's Third Report, filed on August 3, 2018.

11. The Receiver's First and Second Reports, filed.

12. The pleadings and proceedings had and taken in this action.

13. Such further and other material or evidence as counsel may advise and this Honourable Court may permit.

**Applicable rules:**

14. Part 6, Division 1 of the *Alberta Rules of Court*, Alta Reg, 124/2010.

15. Such further and other rules as counsel may advise and this Honourable Court may permit.

**Applicable Acts and regulations:**

16. *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, Part XI.

17. *Judicature Act*, R.S.A. 2000, c. J-2, s. 13(2).

18. Such further and other acts and regulations as counsel may advise and this Honourable Court permit.

**Any irregularity complained of or objection relied on:**

19. None.

**How the application is proposed to be heard or considered:**

20. In person, before the Honourable Mr. Justice D. B. Nixon on the Commercial List.

**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"

CLERK'S STAMP

COURT FILE NUMBER 1701-12253

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF **ACMO S.À.R.L.**

DEFENDANTS **US OIL SANDS INC. and US OIL SANDS (UTAH) INC.**

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 **BENNETT JONES LLP**  
Barristers and Solicitors  
4500 Bankers Hall East  
855 – 2<sup>nd</sup> Street SW  
Calgary, AB T2P 4K7

Attention: Chris Simard  
Telephone No.: 403-298-4485  
Fax No.: 403-265-7219  
Client File No. 76142.5

**DATE ON WHICH ORDER WAS PRONOUNCED:** **August 17, 2018**

**LOCATION WHERE ORDER WAS PRONOUNCED:** **Calgary, Alberta**

**NAME OF JUSTICE WHO MADE THIS ORDER:** **The Honourable Mr. Justice D. B. Nixon**

UPON THE APPLICATION of FTI Consulting Canada Inc., in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of the undertaking, property and assets of US Oil Sands Inc. and US Oil Sands (Utah) Inc. (collectively, the "**Debtors**"), 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 having read the Receiver's Third Report dated August 3, 2018 (the "**Receiver's Report**"); AND UPON hearing counsel for the Receiver, and other interested parties; AND UPON being satisfied that it is appropriate to do so;

**IT IS HEREBY ORDERED AND DECLARED 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 Report, are hereby approved without the necessity of a formal passing of its accounts.
3. The accounts of the Receiver's Canadian legal counsel Bennett Jones LLP, for its fees and disbursements, as set out in the Receiver's Report, are hereby approved without the necessity of a formal assessment of its accounts.
4. The accounts of the Receiver's U.S. legal counsel Parsons Behle & Latimer LLP, for its fees and disbursements, as set out in the Receiver's Report, are hereby approved without the necessity of a formal assessment of its accounts.
5. The Receiver's activities as set out in the Receiver's Report and in all of its other reports filed herein, and the Statement of Receipts and Disbursements as attached to the Receiver's Report, are hereby ratified and approved.
6. The Receiver is authorized and directed to distribute the remaining cash on hand, as set out in the Receiver's Report, which are not utilized by the Receiver and its legal counsel.
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. The Receiver is hereby discharged as Receiver of the Debtors, 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, including the final administration, closure, and incidental duties related to the Chapter 15 bankruptcy cases filed by the Receiver with the United States Bankruptcy Court for the District of Utah, Central Division, on behalf of the Debtors, 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. 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.
11. Service of this Order on any party not attending this application is hereby dispensed with.

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J.C.Q.B.A.