



COURT FILE NUMBER B201 719774
 25-2719774

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF GS E&R CANADA INC.

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March 24, 2021
Justice Mah

APPLICANTS MNP LTD., IN ITS CAPACITY AS TRUSTEE UNDER THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF GS E&R CANADA INC., AND NOT IN ITS PERSONAL CAPACITY

DOCUMENT APPLICATION (SEALING ORDER)

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTIES FILING THIS DOCUMENT

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 Barristers and Solicitors
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 Email: ateadale@lawsonlundell.com
 File No.: 38143-154610

MNP LTD.
 1500, 640 – 5 AVENUE SW
 Calgary, AB T2P 3G4
Attention: Victor P. Kroeger
 Telephone: 403.298.8479
 Fax: 403.537.8437
 Email: vic.kroeger@mnp.ca

NOTICE TO RESPONDENT(S)

This application is made against you. You are Respondents.
 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:	March 24, 2021
Time:	3:00 p.m.
Where:	Virtual WebEx Hearing on the Edmonton Commercial List
Before Whom:	The Honourable Mr. Justice D.R. Mah

Remedy Claimed or Sought:

1. An Order substantially in the form of Schedule “A”, attached hereto:
 - (a) abridging the time for service of this Application and the supporting First Report (the “**First Report**”) of MNP Ltd. (“**MNP**”) in its capacity as trustee under the Notice of Intention to Make a Proposal of GS E&R Canada Inc. (“**E&R CANADA**”), and not in its personal capacity, and deeming service thereof to be good and sufficient;
 - (b) sealing the Confidential Supplement to the First Report (the “**Confidential Report**”); and
 - (c) such further and other relief as this Honourable Court may deem just and appropriate.

Grounds for Making this Application:

Background

2. E&R CANADA is a company incorporated pursuant to the *Business Corporations Act (Alberta)*, R.S.A. 2000, c. B-9, and engaged in the business of energy exploration and production. E&R CANADA’s head office is located in Calgary, Alberta. Its operations are located in Fort Nelson, British Columbia.
3. E&R CANADA has been experiencing financial difficulty over the past several years. It has been unprofitable and has reported net losses on a consistent basis due to a variety of factors, and while it has made attempts to restructure its financial affairs since 2019, E&R CANADA has been unsuccessful in these efforts.
4. As a result of ongoing losses and its unsuccessful attempts to restructure its affairs, on March 11, 2021, E&R CANADA filed a Notice of Intention to Make a Proposal (the “**NOI**”) pursuant to subsection 50.4(1) of the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3 (the “**BIA**”) with the Office of the Superintendent of Bankruptcy. MNP consented to act as trustee under the NOI (the “**Proposal Trustee**”).

5. E&R CANADA has filed an application for among other relief, an order approving a proposed sales and investment solicitation process (the “SISP”), which is to be managed by the Proposal Trustee with the assistance of Sayer Energy Advisors (“Sayer”). The Proposal Trustee has negotiated a draft engagement letter with Sayer (the “Sayer Engagement Letter”), which will be entered into by the Proposal Trustee upon this Honourable Court approving the SISP and authorizing the Proposal Trustee’s engagement of Sayer.
6. The Sayer Engagement Letter requests that the Work Fee and the Success Fee outlined therein not be disclosed on the public record. As such, the Proposal Trustee has attached a redacted copy of the Sayer Engagement Letter to its First Report to this Honourable Court. The Proposal Trustee will provide this Honourable Court with an unredacted copy of the Sayer Engagement Letter as an appendix to the Confidential Report.
7. The Proposal Trustee believes it is appropriate to seal the Confidential Report on the Court File, given the commercially sensitive information contained therein. It is typical in insolvency proceedings for commercially sensitive information of a similar nature to be sealed on the Court file in order to protect the legitimate commercial interests of advisors like Sayer.
8. The Proposal Trustee requests that the Confidential Report be subject to a sealing Order of this Honourable Court pending further Order of the Court. The salutary effects of keeping the Confidential Report from the public record outweigh any deleterious effects of so doing.

Material or Evidence to be Relied On:

9. The pleadings and proceedings had and taken in this Action, including but not limited to:
 - (a) Notice of Application by E&R CANADA returnable March 24, 2021;
 - (b) Affidavit of Jungho Park sworn March 18, 2021;
 - (c) First Report of the Proposal Trustee, dated March 18, 2021;

- (d) Confidential Supplement to the First Report of the Proposal Trustee dated March 18, 2021; and
- (e) Such further and other materials as counsel may advise and this Honourable Court may permit.

Applicable Rules:

- 10. *Alberta Rules of Court*, Alta Reg 124/2010, as amended.

Applicable Acts and Regulations

- 11. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended; and
- 12. Such further and other Acts and Regulations as counsel may advise and this Honourable Court may permit.

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 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"

COURT FILE NUMBER 25-2719774

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE NOTICE OF INTENTION TO
MAKE A PROPOSAL OF:GS E&R CANADA INC.

APPLICANTS MNP LTD., IN ITS CAPACITY AS TRUSTEE UNDER THE
NOTICE OF INTENTION TO MAKE A PROPOSAL OF GS
E&R CANADA INC., AND NOT IN ITS PERSONAL
CAPACITY

DOCUMENT **APPLICATION (SEALING ORDER)**

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Attention: Victor P. Kroeger
Telephone: 403.298.8479
Fax: 403.537.8437
Email: vic.kroeger@mnp.ca

DATE ON WHICH ORDER WAS PRONOUNCED: _____

NAME OF JUDGE WHO MADE THIS ORDER: _____

LOCATION OF HEARING: Edmonton, Alberta

UPON THE APPLICATION of MNP Ltd., in its capacity as trustee under the Notice of Intention to Make a Proposal of GS E&R Canada Inc. (“**E&R CANADA**”), and not in its personal capacity (the “**Proposal Trustee**”);

AND UPON having read the Notice of Application of the Proposal Trustee, the First Report of the Proposal Trustee dated March 18, 2021 (the “**First Report**”) and the Confidential Engagement Letter appended to the First Report (the “**Confidential Supplement**”);

AND UPON hearing the submissions of counsel for the Proposal Trustee, counsel for GS, and any other counsel or interested parties present

IT IS HEREBY ORDERED THAT:

1. The time for service of the Notice of Application for this order (the “**Order**”), the First Report and other supporting materials is hereby abridged and deemed good and sufficient and the application for this Order is properly returnable today, and no person other than those served is entitled to service of the notice of application.
2. Notwithstanding the procedural requirements of Rule 6.28 and Division 4 of the *Alberta Rules of Court*, the Confidential Report submitted in the within proceedings shall be sealed on the Court file and shall not form part of the public record until further Order of this Honourable Court.
3. The Clerk of this Honourable Court shall file the Confidential Supplement in a sealed envelope attached to a notice that sets out the style of cause of these proceedings and states:

THIS ENVELOPE CONTAINS CONFIDENTIAL MATERIALS
SEALED PURSUANT TO THE SEALING ORDER ISSUED BY THE
HONOURABLE MR. JUSTICE D.R. MAH ON MARCH 24, 2021.

4. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.

**Justice of the Court of Queen's Bench of
Alberta**