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1501-12220

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

APPLICANT

ALBERTA TREASURY BRANCHES

RESPONDENT

COGI LIMITED PARTNERSHIP, CANADIAN OIL & GAS INTERNATIONAL INC., CONSERVE OIL GROUP INC. AND CONSERVE OIL 1ST CORPORATION

DOCUMENT

EIGHTH REPORT OF THE RECEIVER

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

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APPENDICES

APPENDIX A

Statement of Receipts and Disbursements for the Period October 26, 2017 to September 30, 2017



INTRODUCTION AND BACKGROUND

- 1. MNP Ltd. (the "Receiver") was appointed as Receiver and Manager of COGI Limited Partnership ("COGI LP"), Canadian Oil & Gas International Inc. ("COGI Inc.") and Conserve Oil Group Inc. ("Conserve") (collectively "COGI" or the "Companies") pursuant to an October 26, 2015 Court of Queen's Bench of Alberta Order (the "Receivership Order").
- 2. MNP was further appointed Receiver of the assets and undertakings of Conserve Oil 1st Corporation ("COC1") on January 6, 2016.
- 3. COGI LP is a limited partnership pursuant to the laws of the province of Alberta. COGI Inc. is the general partner of COGI LP. The limited partners of COGI LP represent between 14,000 and 18,000 German investors ('the German Investors").
- 4. The only business of COGI Inc. is as general partner of COGI LP and to hold title to various assets for the benefit of COGI LP.
- 5. Conserve is a private company and the 100% shareholder of COGI Inc. as well as several other companies.
- 6. This is the Receiver's eighth report to the Court (the "**Eighth Report**" and each a "**Report**") which should be read in conjunction with the Receiver's prior Reports. Capital terms not defined in this Eighth Report are as defined in prior Reports or the Receivership Order. All references to currency are in Canadian dollars unless otherwise stated.
- 7. In preparing the Eighth Report and making comments herein, the Receiver has been provided with, and has relied upon, certain unaudited, draft and/or internal financial information of COGI, the books and records of COGI, and information from other third-party sources (collectively, the "Information"). The Receiver has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with generally accepted assurance standards or other standards established by the Chartered Professional Accountants of Canada.
- 8. Copies of the relevant documents relating to these proceedings are available on the Receiver's website at www.mnpdebt.ca/cogi.

PURPOSE OF THE REPORT

- 9. The purpose of the Eighth Report is to provide this Honourable Court with an update as to the Receiver's activities, including the Receiver's comments and information in respect of:
 - (i) Activities of the Receiver since the date of the Seventh Report; and
 - (ii) A proposed increase in the Receiver's Borrowing Powers.

ACTIVITIES OF THE RECEIVER

- 10. Since its last Report, the Receiver has:
 - (i) Together with its consultant Niven Fischer Energy Services Inc. continued to operate the oil and gas properties of COGI;
 - (ii) Distributed sale proceeds from the Lamont Sale in accordance with the Court Order dated August 16, 2017;



- (iii) Continued negotiations with respect to collection of a note receivable owing to COC1 and entered into an amended forbearance agreement with respect thereof;
- (iv) Continued in efforts to collect outstanding accounts receivable;
- (v) Continued work on oil and gas recompletion opportunities;
- (vi) Engaged in negotiations and discussions with various creditors, including working interest partners, and municipalities with respect to outstanding property taxes; and
- (vii) Attended at meetings with ATB and representatives of some of the German Investors with respect to an assignment of ATB's security and indebtedness.

DISTRIBUTION OF PROCEEDS FROM LAMONT SALE

11. On August 16, 2017, the Court approved the Receiver's fees and the fees of its counsel to-date, and authorized the distribution of the proceeds from the Lamont Sale (the "Distribution Order"). Accordingly, the Receiver made the distribution of those funds to ATB. Following the distribution, counsel for the Receiver was advised that the AER intended to appeal the Distribution Order, in light of their pending application before Justice Wakeling at the Court of Appeal. AER did proceed to file a Notice of Appeal, but that Notice was later withdrawn following the release of Justice Wakeling's decision.

PROPERTY TAXES AND OTHER RECEIVERSHIP EXPENSES

- 12. The Receiver has received property tax bills from thirty-five municipalities since the date of Receivership. Some of these properties had actually been transferred to Proven Oil Asia Ltd., Arrowpoint Oil and Gas Ltd., and other entities, prior to the Receivership, but the municipalities and affected parties had not always been notified of these transfers by COGI prior to the Receivership.
- The Receiver is required to pay approximately \$2.138 million for property taxes that are owing and outstanding up to September 30, 2017.
- 14. Additional expenses are continuing to be incurred for operation of the assets, contract operating expenses, and the continued work-over program. The Receiver has estimated the direct costs of the work-over program will be approximately \$1.750 million over the period of November 2017 to March 2018.
- 15. Collection efforts for accounts receivable continues. However, efforts have been hampered in part by the difficulty in sorting out the inter-related accounting between the various COGI entities. The payment of newly accruing accounts receivable is also being delayed by the COGI partners while older pre-receivership accounts are being reconciled and agreed to by the various parties.
- 16. The Receiver was unable to conduct a successful sales process in 2016, largely due to the fact that COGI's liability management rating (LMR) was so low. The Receiver has now disclaimed many of the uneconomic properties and is in the process of completing a work-over program which should result in the LMR being raised to a point where it will be satisfactory to the AER, in order to be in a position to sell and transfer those properties in 2018.
- 17. The Receiver anticipates that it will require an additional \$6 million to fund the receivership until the end of March, 2018. The Receiver has currently borrowed \$6.5 million, and has borrowing power of up to \$9.5 million. Accordingly, the Receiver requires an additional \$3 million in authorized borrowings, up to \$12.5 million.



18. During the course of the Receivership, the Receiver has had to obtain financing through Receiver's Borrowings in order to fund the continued operations of the Receivership. ATB has been the lender pursuant to the Receiver's Certificates issued to date. ATB or its assignee, will be the lender with respect to any future Receiver's Certificates issued, and is in support of this request for an increase in borrowing power.

INTERIM RECEIPTS AND DISBURSEMENTS

19. Attached hereto as **Appendix "A"** is a copy of the Statement of Receipts and Disbursement for the period October 26, 2017 to September 30, 2017.

CONCLUSION

- 20. Based upon the foregoing the Receiver seeks the Court's approval for the following;
 - (i) The activities of the Receiver as described in this Report; and
 - (ii) An order increasing the Receiver's borrowing powers to \$12.5 million.

All of which is respectfully submitted this 20th day of October, 2017.

MNP Ltd.

In its capacity as Receiver-Manager of COGI Limited Partnership, Canadian Oil & Gas International Inc., Conserve Oil Group Inc. and Conserve Oil 1st Corporation And not in its personal capacity

Per: Victor P. Kroeger, CIRP, LIT, CPA, CA, CFE

Senior Vice President



APPENDIX A



COGI Limited Partnership, Canadian Oil & Gas International Inc. and Conserve Oil Group Inc. - In Receivership

Interim Statement of Receipts and Disbursements For the Period October 26, 2015 to September 30, 2017

Receipts 1,202,912.35 Receiver's Certificate 5,900,000.00 Cash in Bank 1,491,497.38 Cash in Bank - Proven Oil Canada 845.00 Interest Income 2,255.57 Rental Income 71,389.30 Accounts Receivable 428,539.41 Sale of Assets 3,128,652.79 Settlement Funds (Bentley) 153,751.96 Miscellaneous Refunds 11,426.78 GST Collected (Net) (166,828.38) Total Receipts 12,224,442.16 Disbursements Bank Charges 1,387.44 Filing Fees 280.00 Interest Expense 402,871.24 Change of locks 247.50 Pre-Receivership Payroll 64,404.50 Legal Fees and Disbursements (Schedule 2) 1,971,061.66 Consulting Services - Niven Fischer Energy Services Inc. (Schedule 2) 1,804,616.71 CCAA Administration Charge (Schedule 3) 200,000.00 Payments to Arrow Point and POA 435,175.48 Funds transferred to bky estate 42,800.71 Funds Paid in Escrow		October 26/15 September 30/17 \$
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General Bank Account (72,461.06) Funds Held in Interest Bearing Account 794,040.28		
Funds Held in Interest Bearing Account 794,040.28		(72,461.06)
	<u> </u>	

COGI Limited Partnership, Canadian Oil & Gas International Inc. and Conserve Oil Group Inc. - In Receivership

Interim Statement of Receipts and Disbursements

Net Receipts from Operations For the Period October 26, 2015 to September 30, 2017

	October 26/15 September 30/17 \$
Receipts	
Net Revenues	26,378,138.30
Total Receipts	26,378,138.30
Disbursements	
Consulting Services	48,941.52
Operating Expenses	17,427,364.27
Payroll Services	130.20
Insurance	235,061.25
General and Administration Charges	38,875.72
Occupation Rent	278,751.62
Telephone and Utilities	1,928,272.30
Property Taxes	255,952.95
Royalty and Lease Payments	4,961,876.12
Total Disbursements	25,175,225.95
Net Receipts from Operations	1,202,912.35

COGI Limited Partnership, Canadian Oil & Gas International Inc. and Conserve Oil Group Inc. - In Receivership

Summary of Professional Fees and Disbursements For the Period October 26, 2015 to September 30, 2017

Amount

	Invoice	Invoice	1					Paid
Description	Number	Date	Fees	Disbursements	Subtotal	GST	Total	(Net of GST)
MAND 144 to Energy District Control (December 1)			ss	us.	()	G	G	vs
Figure 1 and	7476200	7,000	00 000 070	706.40	07 000 770	00000	00 000	0.000
Tol life period October 22, 2010 to Novermen 30, 2010	1410203	01-090-00	243,002.00	04.00	744,000.40	74.007,7	20.106,002	744,000.40
For the period December 1, 2015 to December 31, 2015	7498217	15-Jan-16	107,065.50	252.30	107,317.80	5,365.89	112,683.69	107,317.80
For the period January 1, 2016 to January 31, 2016	7519153	10-Feb-16	132,800.00	332.92	133,132.92	6,656.65	139,789.57	133,132.92
For the period February 1, 2016 to February 29, 2016	7550152	10-Mar-16	97,651.50	92.93	97,744.43	4,887.22	102,631.65	97,744.43
For the period March 1, 2016 to March 31, 2016	7593865	08-Apr-16	100,361.50	52.82	100,414.32	5,020.72	105,435.04	100,414.32
For the period April 1, 2016 to April 30, 2016	7656952	06-May-16	87,595.00		87,595.00	4,379.75	91,974.75	87,595.00
For the period May 1, 2016 to May 31, 2016	7689446	07-Jun-16	104,389.50	5,861.79	110,251.29	5,512.56	115,763.85	110,251.29
For the period June 1, 2016 to June 30, 2016	7720384	22-Jul-16	104,184.00	3,221.18	107,405.18	5,370.26	112,775.44	107,405.18
For the period July 1, 2016 to July 31, 2016	7736834	19-Aug-16	71,841.00	1,806.82	73,647.82	3,682.39	77,330.21	73,647.82
For the period August 1, 2016 to August 31, 2016	7751525	12-Sep-16	81,432.50	950.92	82,383.42	4,119.17	86,502.59	82,383.42
For the period March 1, 2016 to August 31, 2016 (Bankruptcy)	7753633	14-Sep-16	20,879.50	•	20,879.50	1,043.98	21,923.48	20,879.50
For the period September 1, 2016 to September 30, 2016	7782094	25-Oct-16	90,298.00	27.64	90,325.64	4,516.28	94,841.92	90,325.64
For the period October 1, 2016 to October 31, 2016	7790157	04-Nov-16	38,497.50	38.97	38,536.47	1,926.82	40,463.29	38,536.47
For the period November 1, 2016 to November 30, 2016	7819826	14-Dec-16	64,805.50	20.05	64,825.55	3,241.28	68,066.83	64,825.55
For the period December 1, 2016 to December 31, 2016	7837465	13-Jan-16	51,814.00	105.95	51,919.95	2,596.00	54,515.95	51,919.95
For the period January 1, 2017 to January 31, 2017	7864004	14-Feb-17	68,651.00	38.98	68,689.98	3,434.50	72,124.48	68,689.98
For the period February 1, 2017 to February 28, 2017	7901777	16-Mar-17	53,992.00	74.10	54,066.10	2,703.30	56,769.40	54,066.10
For the period March 1, 2017 to March 31, 2017	7936852	06-Apr-17	47,746.00	35.23	47,781.23	2,389.06	50,170.29	47,781.23
For the period April 1, 2017 to April 30, 2017	8015200	11-May-17	29,622.00	13.00	29,635.00	1,481.75	31,116.75	29,635.00
For the period May 1, 2017 to May 31, 2017	8960908	27-Jun-17	46,443.50	51.51	46,495.01	2,324.75	48,819.76	46,495.01
For the period June 1, 2017 to June 30, 2017	8078386	14-Jul-17	54,196.50	46.59	54,243.09	2,712.15	56,955.24	54,243.09
For the period July 1, 2017 to July 31, 2017	8095499	08-Aug-17	30,946.50	63.97	31,010.47	1,550.52	32,560.99	31,010.47
For the period August 1, 2017 to August 31, 2017	8118553	11-Sep-17	61,562.50	85.64	61,648.14	3,082.41	64,730.55	61,648.14
SubTotal - MNP Ltd.'s Fees and Disbursements			1,790,657.00	13,959.71	1,804,616.71	90,230.83	1,894,847.54	1,804,616.71
DLA Piper (Canada) LLP (Legal Counsel)								
For the period October 27, 2015 to November 15, 2015	1589698	19-Nov-15	95,517.50	1,023.61	96,541.11	4,798.61	101,339.72	96,541.11
For the period October 30, 2015 to November 30, 2015	1596501	10-Dec-15	95,691.50	3,013.27	98,704.77	4,925.98	103,630.75	98,704.77
For the period November 30, 2015 to December 15, 2015	1598036	21-Dec-15	70,535.50	981.79	71,517.29	3,562.62	75,079.91	71,517.29
For the period December 1, 2015 to December 31, 2015	1604137	21-Jan-16	96,994.50	1,398.93	98,393.43	4,908.75	103,302.18	98,393.43
For the period January 4, 2016 to January 15, 2016	1604138	21-Jan-16	69,916.50	651.64	70,568.14	3,519.11	74,087.25	70,568.14
For the period January 8, 2016 to January 29, 2016	1610068	11-Feb-16	49,458.00	545.76	50,003.76	2,478.74	52,482.50	50,003.76
For the period Feb 1, 2016 to Feb 14, 2016	1611509	23-Feb-16	53,527.50	624.99	54,152.49	2,687.15	56,839.64	54,152.49
For the period February 16, 2016 to February 29, 2016	1614370	14-Mar-16	48,046.00	317.06	48,363.06	2,415.55	50,778.61	48,363.06
For the period February 29, 2016 to March 15, 2016	1616807	31-Mar-16	58,291.50	1,238.00	59,529.50	2,954.20	62,483.70	59,529.50
For the period February 29, 2016 to March 15, 2016	1616809	31-Mar-16	15,617.50	•	15,617.50	780.88	16,398.38	15,617.50

COGI Limited Partnership, Canadian Oil & Gas International Inc. and Conserve Oil Group Inc. - In Receivership

Summary of Professional Fees and Disbursements For the Period October 26, 2015 to September 30, 2017

COGI Limited Partnership, Canadian Oil & Gas International Inc. and Conserve Oil Group Inc. - In Receivership

Summary of Professional Fees and Disbursements For the Period October 26, 2015 to September 30, 2017

								Amount
	Invoice	Invoice						Paid
Description	Number	Date	Fees	Disbursements	Subtotal	GST	Total	(Net of GST)
			to	69	(S)	(s)	(S)	69
For the period June 1, 2016 to June 30, 2016	16-1280	15-Jul-16	191,117.50	1,344.38	192,461.88	9,623.09	202,084.97	192,461.88
For the period July 1, 2016 to July 31, 2016	16-1296	15-Aug-16	172,747.50	2,446.82	175,194.32	8,759.72	183,954.04	175,194.32
For the period August 1, 2016 to August 31, 2016	16-1310	16-Sep-16	193,472.50	29,602.70	223,075.20	11,153.66	234,228.86	223,075.20
For the period September 1, 2016 to September 30, 2016	16-1325	14-Oct-16	224,080.00	3,452.55	227,532.55	11,376.62	238,909.17	227,532.55
For the period October 1, 2016 to October 31, 2016	16-1334	09-Nov-16	193,707.50	6,705.29	200,412.79	10,020.64	210,433.43	200,412.79
For the period November 1, 2016 to November 30, 2016	16-1353	15-Dec-16	190,155.00	16,292.75	206,447.75	10,322.39	216,770.14	206,447.75
For the period December 1, 2016 to December 31, 2016	16-1370	31-Dec-16	159,190.00	3,099.54	162,289.54	8,114.48	170,404.02	162,289.54
For the period January 1, 2017 to January 31, 2017	17-1387	15-Feb-17	177,927.50	4,627.45	182,554.95	9,127.75	191,682.70	182,554.95
For the period February 1, 2017 to February 28, 2017	17-1402	15-Mar-17	155,070.00	3,368.69	158,438.69	7,919.43	166,358.12	158,438.69
For the period February 1, 2017 to February 28, 2017 (Reactivations)	17-1416	15-Mar-17	21,442.50	800.00	22,242.50	1,112.13	23,354.63	22,242.50
For the period March 1, 2017 to March 31, 2017	17-1422	13-Apr-17	181,851.25	2,614.64	184,465.89	9,223.29	193,689.18	184,465.89
For the period March 1, 2017 to March 31, 2017 (Reactivations)	17-1432	13-Apr-17	24,600.00	•	24,600.00	1,230.00	25,830.00	24,600.00
For the period April 1, 2017 to April 30, 2017	17-1442	18-May-17	167,753.75	590.93	168,344.68	8,417.23	176,761.91	168,344.68
For the period April 1, 2017 to April 30, 2017 (Reactivations)	17-1451	18-May-17	13,987.50	450.00	14,437.50	721.88	15,159.38	14,437.50
For the period May 1, 2017 to May 31, 2017	17-1461	16-Jun-17	172,585.00	3,024.75	175,609.75	8,780.49	184,390.24	175,609.75
For the period May 1, 2017 to May 31, 2017 (Reactivations)	17-1470	16-Jun-17	5,325.00	200.00	5,525.00	276.25	5,801.25	5,525.00
For the period June 1, 2017 to June 30, 2017	17-1482	17-Jul-17	136,918.75	2,971.83	139,890.58	6,994.03	146,884.61	139,890.58
For the period June 1, 2017 to June 30, 2017 (Reactivations)	17-1491	17-Jul-17	675.00	•	675.00	33.75	708.75	675.00
For the preiod July 1, 2017 to July 31, 2017	17-1500	08-Sep-17	120,300.00	18,043.62	138,343.62	6,917.18	145,260.80	
For the period July 1, 2017 to July 31, 2017 (Reactivations)	17-1502	22-Aug-17	15,025.00	1,300.00	16,325.00	816.25	17,141.25	16,325.00
SubTotal - Niven Fischer Energy Services Inc.			4,078,526.25	200,840.11	4,279,366.36	213,936.56	4,493,302.92	4,141,022.74

COGI Limited Partnership and Canadian Oil & Gas International Inc. (collectively, "COGI")

Companies' Creditors Arrangement Act
Schedule of Outstanding Obligations Covered by the Administration Charge

Рауее	Description	Invoice #	Invoice Date Fees	Disbursements	SubTotal	Pro-Rata %	Pro-Rata Amount	GST	Total Payment	Remaining Balance
MNP Ltd., Monitor	For the period October 1-26, 2015	7447801	28-Oct-15 67,737.50		67,737.50	23%	46,939.02	2,346.95	49,285.97	20,798.48
DLA Piper (Canada) Ltd., Monitor's Legal Counsel		1589689	19-Nov-15 16,397.50	486.85	16,884.35	%9	11,700.09	585.00	12,285.09	5,184.26
Field LLP, COGI's Legal Counsel Field LLP, COGI's Legal Counsel Field LLP, COGI's Legal Counsel Less: Retainer Held	For the period June 18 to August 28, 2015 For the period August 31 to October 19, 2015 For the period to October 26, 2015	366193 370749 372942	31-Aug-15 46,681,00 20-Oct-15 84,775.00 12-Nov-15 15,135.00	312.21 501.91 0 423.89	46,993.21 85,276.91 15,558.89 (50,000.00) 97,829.01	34%	67,791.07	3,389.55	71,180.62	30,037.94
Biake, Cassels & Graydon LLP, ATB's Legal Counsel Blake, Cassels & Graydon LLP, ATB's Legal Counsel	For the period to September 29, 2015 For the period to October 30, 2015	1866199	30-Sep-15 37,022.00 30-Oct-15 68,319.50	116.40	37,138.40 69,029.90 106,168.30 \$288,619.16	37%	73,569.82	\$6,321.51	73,569.82	32,598.48 \$88,619.16

*** Administration Charge is to a maximum of \$200,000.