| I hereby certify this to be a true copy of |  |
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| the original DCC                           |  |

eck of the Court

COURT FILE NUMBER

1501-12220

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

**CALGARY** 

**APPLICANT** 

**ALBERTA TREASURY BRANCHES** 

**RESPONDENTS** 

COGI LIMITED PARTNERSHIP, CANADIAN OIL & GAS INTERNATIONAL INC., AND CONSERVE OIL GROUP INC. and CONSERVE OIL 1<sup>ST</sup> CORPORATION

**DOCUMENT** 

**ORDER** 

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY

FILING THIS DOCUMENT

Carole J. Hunter

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E-mail: carole.hunter@dlapiper.com

File No.: 16155-00002

| DATE ON WHICH ORDER WAS PRONOUNCED:  | February 28, 2019                        |
|--------------------------------------|--|
| LOCATION WHERE ORDER WAS PRONOUNCED: | Calgary                                  |
| NAME OF JUSTICE WHO MADE THIS ORDER: | The Honourable Madam Justice K.M. Horner |

UPON THE APPLICATION of MNP Ltd., in its capacity as receiver and manager (the "Receiver") of the assets, undertakings and properties of COGI Limited Partnership, Canadian Oil & Gas International Inc., Conserve Oil Group Inc. and Conserve Oil 1st Corporation (collectively, the "Debtor") for an order approving the assignment of debt and security agreement dated as of January 31, 2019 between Powerwood Limited ("Powerwood") and the Receiver (the "Assignment Agreement"), which Assignment Agreement is attached as Appendix "A" to the Confidential Supplement to the Fourteenth Report of the Receiver dated February 19, 2019 (the "Confidential Supplement");

AND UPON reading the Receivership Orders dated October 26, 2015 and January 6, 2016 (collectively, the "Receivership Order"), the Receiver's Application filed February 19, 2019, the Fourteenth Report of the Receiver dated February 19, 2019 (the "Fourteenth Report") and the Confidential Supplement, AND UPON hearing the submissions of counsel for the Receiver and any other parties present;

## IT IS HEREBY ORDERED AND DECLARED THAT:

- 1. All capitalized terms not otherwise defined herein shall have the meaning set forth in the Fourteenth Report.
- Service of notice of this Application and supporting materials is hereby declared to be good and sufficient, 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.

## **APPROVAL OF TRANSACTIONS**

3. The Assignment Agreement is hereby approved, and the execution of the Assignment Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the transaction contemplated by the Assignment Agreement.

## SEALING

- 4. The Confidential Supplement shall be sealed on the Court file and shall not form part of the public record, notwithstanding Division 4, Part 6 of the Alberta Rules of Court.
- 5. 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 that:

THIS ENVELOPE CONTAINS THE CONFIDENTIAL SUPPLEMENT TO THE RECEIVER'S FOURTEENTH REPORT DATED FEBRUARY 19, 2019 FILED IN COURT FILE NO. 1501-12220, WHICH IS SEALED PURSUANT TO THE SEALING ORDER ISSUED BY THE HONOURABLE MADAM JUSTICE K.M. HORNER ON FEBRUARY 28, 2019.

6. The Receiver shall serve by courier, fax transmission, email transmission or ordinary post, a copy of this Order on all parties present at this Application and such service shall be deemed good and sufficient for all purposes.

## **MISCELLANEOUS MATTERS**

- 7. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals regulatory and administrative bodies are hereby respectfully requested to make such orders as to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.
- 8. 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.
- 9. Service of this Order on any party not attending this application is hereby dispensed with.

Marenothern.

J.C.Q.B.A