

COURT FILE NUMBER 1701-03460

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE Calgary

PLAINTIFF(S) Alberta Energy Regulator

DEFENDANT(S) Lexin Resources Ltd., 1051393 B.C. Ltd., 0989 Resource Partnership, LR Processing Ltd. and LR Processing Partnership

DOCUMENT **AFFIDAVIT**

Clerk's Stamp

CLERK OF THE COURT

FILED

OCT 17 2017

JUDICIAL CENTRE
OF CALGARY

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Keely R Cameron
Alberta Energy Regulator
Suite 1000, 250 5 Street SW
Calgary, AB T2P 0R4
Telephone: 403-476-9381
Facsimile: 403-297-7031

AFFIDAVIT OF HÉLÈNE DE BEER

SWORN ON OCTOBER 16, 2017

I, Hélène de Beer, of Calgary, Alberta, MAKE OATH AND SWEAR:

1. I am employed as a Director of Oil and Gas in the Closure and Liability Group with the Alberta Energy Regulator ("**AER**" or "**Regulator**") and as such have direct personal knowledge of the matters herein deposed to except where stated to be based upon information, in which case, I do verily believe such matters to be true.

Background

2. The AER is a corporation established by the *Responsible Energy Development Act*, SA 2012, c. R-17.3 ("**REDA**"). Under REDA, the AER is tasked with overseeing the safe, efficient, orderly and environmentally responsible development of energy resources in Alberta.

3. Lexin Resources Ltd. ("**Lexin**") is incorporated under the laws of the Province of British Columbia, and is extra-provincially registered in Alberta. Lexin is an AER licensee, and I am aware that it currently holds 1,662 operational licenses (1,380 wells, 81 facilities and 201 pipelines) (the "**Sites**"), as well as licences respecting 124 abandoned wells, 5 abandoned facilities and 6 abandoned pipelines (the "**Abandoned Sites**"). The Sites and Abandoned Sites are hereinafter collectively referred to as the "**Lexin Sites**".

4. On March 20, 2017, on the application by the AER, the Court of Queen's Bench (the "**Court**") granted an order (the "**Receivership Order**") appointing Grant Thornton Limited (the "**Receiver**") as receiver and manager of Lexin.

5. On June 13, 2017, the receivership was expanded by way of Consent to Receivership Order to add into the receivership additional related entities of Lexin. I have reviewed the application filed in support of the order and understand that at the time of the application it was believed that this order would enable a more effective sales process and ensure that equipment located at Lexin Sites was clearly part of the sales process. Attached hereto as exhibit "**A**" to this Affidavit is a copy of the filed Application by the Receiver.

Prejudice Associated with the Delay

6. The appointment of a receiver by the AER was unprecedented and was not taken lightly. It followed an extensive and unsuccessful attempt to try to bring Lexin into compliance with AER requirements.

7. One of the reasons the AER sought the appointment of a receiver was to enable Lexin's Sites to be transferred to responsible parties, so that they could resume production and prevent premature abandonment. This in turn would reduce the environmental liabilities of Lexin and risk to the Orphan Well Association ("**OWA**") and public.

8. I understand from reviewing the receiver's reports that the process to date has been fraught with a number of challenges. This has resulted in high receivership costs and a longer sales process than had been anticipated.

9. The AER is funded by a levy collected from industry annually based on a budget approved by the Government of Alberta. This unprecedented situation was not part of the AER's budget, the funding of this receivership may impact its ability to carry out activities as budgeted.

10. In addition to funding the receivership, which has placed a burden on AER resources, the AER has had to spend a disproportionate amount of staff resources overseeing this matter and sending staff out to inspect the Lexin Sites.

11. AER field staff advise that, inevitably, the Lexin Sites will continue to deteriorate as this process drags on due to lack of operation and maintenance. This will not only reduce value for creditors and the saleability of the assets which may already be prejudiced by the failure of Lexin to maintain its sites prior to receivership but more importantly could result in increased impacts to the environment.

12. A number of the Lexin Sites have not been operating for over a year, as a result, pursuant to *Directive 013: Suspension Requirements for Wells* certain wells sites may need to be downhole suspended in the near future to mitigate risks to public health and safety. Should this occur, it will result in an additional burden to the orphan fund and may negatively impact the chances of these sites being assumed by responsible parties and resuming production.

13. I also understand that the longer the receivership process draws out, the longer landowners go without surface lease payments which may result in a significant burden.

14. I also understand that the inability to sell Lexin Sites so that they be assumed by responsible parties may also be impacting third party industry members whose operations have been impacted by suspension of Lexin's licenses. This includes wells that require access to Lexin facilities in order to produce.

Equipment Issues

15. I have had an opportunity to review the fifth Receiver's report dated October 12, 2017 ("**Fifth Report**") and understand that there are two entities that appear to be related to Lexin that are asserting ownership over a number of Lexin Sites.

16. The AER through its counsel has previously advised these entities that if they do have an interest in the equipment, they may also have obligations under the AER's legislation. Attached hereto as exhibit "**B**" to this Affidavit is a copy of the correspondence dated April 20, 2017 and October 2, 2017.

17. The AER has regulatory oversight over wells and facilities and their associated equipment. Various approvals are required depending on the type of equipment on site and pursuant to section 32 of the *Oil and Gas Conservation Act* ("**OGCA**"), responsibilities, obligations or liabilities on a licensee, approval holder or working interest participant extends to associated equipment and non-licensed facilities. Attached hereto as exhibit "**C**" to this Affidavit is a copy of section 32 of the OGCA.

18. Earlier this year, the AER brought an application and was successful in obtaining an order that prohibits removal of equipment from Lexin Sites without AER approval or an order from the Court ("**Equipment Order**"). Attached hereto as exhibit "D" to this Affidavit is a copy of the Order dated March 3, 2017.

19. In certain cases removal of equipment from a site requires AER approval as it will change the licensing requirements. Such changes may impact the likelihood of a site resuming operations. Attached hereto as exhibit "E" to this Affidavit is a copy of sections 9.020 and 15.050 of the *Oil and Gas Conservation Rules*.

20. Removal of equipment and infrastructure from a site that is still capable of operating creates risks for remaining equipment and infrastructure on the site and can result in increased safety concerns and environmental impacts. Such removal can impact the ability of a site to resume operations.

Other Claims to the Equipment

21. The AER has a statutory lien pursuant to section 103 of the OGCA in respect of Lexin's debt to the AER, applicable upon Lexin's interest in any wells, facilities and pipelines, land or interests in land, including mines and minerals, equipment and petroleum substances (the "**Lien**"). This statutory Lien is stated to have priority over all other liens, charges, rights of set-off, mortgages and other security interests. Attached hereto as exhibit "F" to this Affidavit is a copy of section 103 of the OGCA.

22. Closure and liability staff of the AER advises that the AER has taken steps to enforce its Lien through garnishment activities. This has resulted in the collection of \$112,659.48 from third parties, so that the total amount owed by Lexin to the AER is approximately \$1,076,251.18.

23. I understand that some of the equipment claimed forms part of one or more facilities licensed to Lexin.

24. I am advised by closure and liability staff, that for one of the sites where equipment is claimed, 14-16-022-27W4, according to AER records, the site was declared surface abandoned as of August 8, 2013. Pursuant to AER requirements, the equipment was required to be removed by August 8, 2014.

25. I also understand that to the extent that the equipment is located on a site where crown mineral rights have expired; the Crown has a claim to the equipment under the *Mines and Minerals Act*. Attached hereto as exhibit "G" to this Affidavit is a copy of correspondence from counsel for the Department of Energy and a spreadsheet prepared by the Department of Energy in relation to one of the equipment claims.

26. Further delay will frustrate the receivership and prejudice stakeholders including the AER. A timely conclusion to this matter is necessary so that landowners have some certainty as to what will happen to the infrastructure on their land and the AER may return to its core business of regulating upstream energy resource activity.

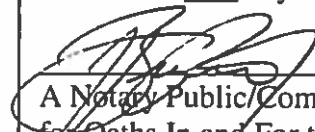
28. I make this Affidavit in support of the receiver's request that it be permitted to proceed with the sales process and for no improper purpose.

(Commissioner for Oaths in and for the
Province
of Alberta)

(Signature)

Hekne de Beer
(Print Name)

This is Exhibit " A " to the Affidavit of
Hélène de Beer
Sworn this 16 day of October, 2017


A Notary Public/Commissioner
for Oaths In and For the Province of Alberta

JAMES BRENT PRENEVOST
Barrister & Solicitor

Clerk's stamp

CLERK OF THE COURT
FILED
MAR 13 2017
CALGARY, ALBERTA

FORM 27
[RULE 6.3]

COURT FILE NUMBER 1701 - 03460

COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

PLAINTIFF/APPLICANT ALBERTA ENERGY REGULATOR

DEFENDANT/RESPONDENT LEXIN RESOURCES LTD.

DOCUMENT APPLICATION BY THE ALBERTA ENERGY
REGULATOR FOR THE APPOINTMENT OF A
RECEIVER

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT JENSEN SHAWA SOLOMON DUGUID HAWKES LLP
Barristers
800, 304 - 8 Avenue SW
Calgary, Alberta T2P 1C2

Christa Nicholson
Phone: 403 571 1520
Fax: 403 571 1528
File: 13817.001

NOTICE TO RESPONDENT(S):

This Application is made against you. You are a Respondent.

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 15, 2017

Time: 3:00 pm

Where: Calgary Courts Centre

Before Whom: The Honourable Justice P.R. Jeffrey

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. The Applicant, the Alberta Energy Regulator (the "AER"), seeks an Order:
 - (a) abridging the time for, and validating service of, this Application on the parties set out in the Service List attached as Schedule "A" and the materials filed in support of this Application, if necessary, and dispensing with service on any party not served;
 - (b) appointing Grant Thornton Limited ("Grant Thornton") as receiver (the "Receiver") pursuant to section 243 (1) of the *Bankruptcy and Insolvency Act*, RSC 1985 B-3, (the "BIA"), and section 13(2) of the *Judicature Act*, R.S.A. 2000, c J-2, as amended, over the current and future assets, undertakings and properties of Lexin Resources Ltd. ("Lexin") on specific terms, including granting an Order in substantially the form attached as Schedule "B" or such other Order as this Honourable Court may grant (where the attached Schedule "C" is a blackline comparison of Schedule "B" to the Alberta Template Receivership Order); and
 - (c) such further and other relief as may be sought by AER and this Honourable Court may deem appropriate.

Grounds for making this application:

Lexin's Outstanding Debt to AER and AER as Secured Creditor

2. Lexin owes the AER a debt for Lexin's non-payment of the 2016 Orphan Fund Levies and 2016 Administration Levies (the "Debt"). The AER is entitled to recover any money payable to it, *inter alia*, in an action in debt pursuant to the *Responsible Energy Development Act*, SA 2012, c R-17.3 ("REDA").
3. Pursuant to section 103(2) of the *Oil and Gas Conservation Act*, RSA 2000, c O-6 (the "OGCA"), the AER maintains a statutory lien to secure the Debt (the "Lien") and, therefore, the AER is a secured creditor of Lexin.
4. Section 103 of the OGCA also provides that the Lien is to be enforced by garnishment. The AER enforced its Lien security by serving on Lexin a notice of garnishment. The AER was able to successfully garnish the amount of \$112,971.81, which it applied to reduce the Debt, leaving a total amount currently outstanding of \$1,075,938.85.

Lexin's Inability to Care for its Sites

5. Lexin is licensee of oil and gas sites in Alberta and holds operational licenses from the AER in respect of 1662 sites (the "Sites").
6. On February 10, 2017, Lexin advised the AER that it may not be in a position to address the care of its sour gas sites which it admitted posed a risk to the health and safety of the public.
7. On February 14, 2017, the AER issued an order suspending all of Lexin's operational well, facility, and pipeline licenses, and ceasing operations of the associated wells and facilities on the Sites (the "Suspension Order").
8. Those of the Sites that, to the AER's knowledge, have no viable working interest participants, have been deemed to be orphans by the AER for the purpose of suspension (the "OWA Sites"), so that the Orphan Well Association (the "OWA") has authority to access the properties and take steps to address any safety and environmental risks and has taken care and custody of the OWA Sites.
9. In addition to the Suspension Order and the orphaning of the OWA Sites for suspension purposes, to address safety and environment concerns associated with the removal of equipment from Sites which the AER had learned had been undertaken by Lexin and others, on February 14, 2017, the AER also sought from the Court, in Originating Application proceedings it commenced in Court of Queen's Bench Action No. 1701-02272 (the "AER Proceedings"), an Order directing that no person remove equipment from the Sites without AER approval or court order (the "Equipment Order"). The Equipment Order was granted on February 14, 2017 on an interim basis, was extended on February 17, 2017, and was then ultimately granted on the merits on March 3, 2017.
10. Lexin Sites other than the OWA Sites have not been deemed orphans by the AER at this time as there are other viable working interest participants ("WIPs") in those Sites who the AER looks to for their care and custody.
11. Since the Suspension Order was issued and the AER Proceedings were filed, Lexin has advised the AER that it is unable to address health, safety and environmental risks regarding the Sites, and that it does not have the financial means to address the same. Lexin is currently not addressing these risks.
12. For example, Lexin has indicated that it currently has only two employees, and that Telus has advised it may be disconnecting Lexin's 1-800 emergency line for reporting

health and safety or environmental emergencies. Lexin does not know if its emergency line is currently operational or not.

13. Since the Equipment Order was sought, Lexin brought an application in the AER Proceedings on February 27, 2017 ("Lexin Proceeding #1"). After the Equipment Order was granted, on March 7, 2017, Lexin brought a new proceeding by Originating Application filed in Court of Queen's Bench Action Number 1701-03310 ("Lexin Proceeding #2"). Both Lexin Proceeding #1 and Lexin Proceeding #2 (collectively, the "Lexin Proceedings") seek the following relief:
 - (a) an Order in the nature of *mandamus* directing the AER to forthwith take reasonable steps to remedy all health, safety and environmental issues that may exist at the Sites; and
 - (b) an Order directing the AER to issue abandonment orders for the OWA Sites that have already been designated as orphans by the AER for the purposes of suspension and have those sites transferred to the OWA.
14. The Lexin Proceedings are opposed by the AER and are returnable on March 22 and 23, 2017 (along with a Notice of Constitutional Question of Law filed by Lexin on March 9, 2017).
15. In and by virtue of the Lexin Proceedings, Lexin admits that it cannot care for the Sites and it cannot address any safety and environmental issues that may arise in respect to the Sites.

Lexin is Insolvent

16. Lexin would appear to owe many millions of dollars. Some creditors have judgments, writs, and have seized property.
17. Lexin cannot meet its liabilities as they generally become due, and/or has ceased paying its current obligations in the ordinary course of business as they generally become due, and is insolvent.

Numerous Claimants with Various Interests

18. In addition to the AER, there are numerous other secured and other claimants who claim an interest in Lexin's property and respecting the Sites, including municipal districts, and those with security interests and land charges.

19. Since the Equipment Order was granted on March 3, 2017, claimants have contacted the AER seeking to remove property from the Sites and have indicated an intention to pursue court proceedings respecting their claims to property on Sites.
20. Although the AER has obtained the Equipment Order, which allows it to try to ensure that equipment is safely removed from Lexin's AER licensed sites, it cannot determine which parties have valid claims to Lexin's property and the property on Sites, and the priority of same. A stay of proceedings contemplated by the Receivership Order would allow Lexin's property and the Sites to be preserved and protected insofar as the claimants' competing interests in Lexin's property and property on the Sites can be determined in accordance with the law.

Marketing and Sale of the Sites

21. Prospective purchasers have expressed interest in some of the Sites. The Sites ought to be appropriately and in a timely way marketed for sale and not, to the detriment of efficient development of the resource and Albertans' generally and causing unnecessary expense, prematurely abandoned.
22. Sales of the Sites to viable purchasers will reduce the current burden on the OWA regarding the OWA Sites and the WIPs regarding the balance of the Sites.
23. If liabilities can be assumed as part of any sales of the Sites, that would benefit the AER, OWA, and Albertans' generally; Lexin will also benefit by such a reduction of liabilities.

The Department of Energy (Alberta) and the OWA

24. Both the Department of Energy of Alberta and the OWA have advised they support the Court appointment of a Receiver respecting Lexin.

Appointing a Receiver is "Just or Convenient" and Necessary

25. In all of the circumstances, it is not only just or convenient but it is necessary, for a Receiver to be appointed by the Court and a stay of proceedings granted, in order to:
 - (a) if necessary, provide potential supplementary financial support to the OWA in respect of responding regarding the OWA Sites;
 - (b) provide breathing space and facilitate an orderly approach to claims pending a determination of entitlements to property of Lexin and that located on the Sites, and thus preserve and protect such property for the benefit of all stakeholders;

- (c) undertake a professional marketing process by a person with the appropriate legal authority for the sale of the Sites and, in a timely way, capitalize on the interest expressed in purchasing the Sites by prospective purchasers;
 - (d) facilitate the legal transfer of title to property to viable responsible parties, including, potentially, any liabilities associated with the sites (which are otherwise the responsibility of Lexin, and which, if reduced, would benefit Lexin); and
 - (e) avoid irreparable harm being suffered by Albertans including the AER, OWA, industry participants and Alberta taxpayers if the status quo continues.
26. Grant Thornton Limited has agreed to act as Receiver pursuant to the terms of the filed Consent to Act.
27. Such further and other grounds as counsel may advise and the Honourable Court may permit.

Material or evidence to be relied on:

28. The Affidavit of Laura Chant, sworn on March 11, 2017;
29. The Consent to Act as Receiver executed by a duly authorized representative of Grant Thornton; and
30. Such further and other materials as counsel may advise and this Honourable Court may permit.

Applicable rules:

31. The Applicant intends to rely upon the following rules:
- (a) the *Alberta Rules of Court*, AR 124/2010, as amended; including but not limited to Rules 1.2, 6.3, 13.5, and 11.27;
 - (b) such further and other rules as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

32. The Applicant intends to rely upon the following Acts:
- (a) the *Bankruptcy and Insolvency Act*, RSC 1985 B-3, section 243(1);

- (b) the *Judicature Act*, R.S.A. 2000, c J-2, as amended, section 13(2);
- (c) the *Responsible Energy Development Act*, R.S.A. 2000, c. R- 17.3, as amended;
- (d) the *Oil and Gas Conservation Act*, RSA 2000, c O-6, as amended; and
- (e) such further and other Acts and regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

33. There are no irregularities complained of or objections relied on.

How the application is proposed to be heard or considered:

34. Oral submission by counsel at an application before the Honourable Justice P.R. Jeffrey on Wednesday March 15, 2017 with one, some, or all of the parties present.

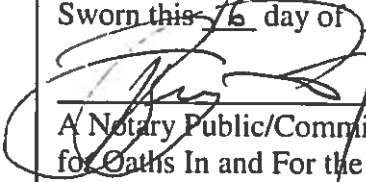
AFFIDAVIT EVIDENCE IS REQUIRED IF YOU WISH TO OBJECT.

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.

This is Exhibit " B " to the Affidavit of
Hélène de Beer

Sworn this 16 day of October, 2017


A Notary Public/Commissioner
for Oaths In and For the Province of Alberta

JAMES BRENT PRENEVOST
Barrister & Solicitor

Via Email: amckinnon@lerner.ca

April 20, 2017

Lerners LLP
130 Adelaide Street West, Suite 2400
Toronto, Ontario M5H 3P5

Attention: Mr. Angus McKinnon

Dear Sir:

Re: 1049597 B.C. Ltd. Equipment – Lexin Resources Ltd. (Lexin)

This letter is further to your correspondence dated March 10, 2017, in which you assert that your client, 1049597 B.C. Ltd., is the owner of equipment set out in schedules A and B to your letter. Please find below the preliminary response of the Alberta Energy Regulator (AER). In order to provide a more fulsome response, the AER requests that you provide copies of the agreements under which your client asserts its interests.

As you may be aware, the AER has a lien under section 103 of the *Oil and Gas Conservation Act (OGCA)* in respect of debts owed by Lexin to the AER on Lexin's interest in any wells, facilities and pipelines, land or interests in land, including mines and minerals, equipment and petroleum substances. This lien arose in June 2016 when Lexin failed to pay the first levy issued.

The AER has not been provided with any evidence to suggest Lexin does not have an interest in the equipment over which your client asserts an interest. In any event, the AER takes the position that, to the extent the equipment is part of a Lexin AER licensed well or facility, its lien attaches to same. Further, should the agreement(s) demonstrate your client has a beneficial or legal undivided interest in equipment located at a Lexin site or is part of a Lexin AER licensed well, facility or pipeline, your client may have end of life obligations regarding same under legislation administered by the AER that must be complied with prior removal of equipment.

Separate and apart from its lien under section 103 of the OGCA, the AER notes that under section 32 of the *OGCA* responsibilities, obligations or liabilities in respect of operation, suspension or abandonment of a well or facility or in respect of any matter arising from operation, suspension or abandonment of a well or facility, extend to associated equipment and non-licensed facilities located on the site or used in connection with the operation, suspension or abandonment of the well or facility, unless the equipment or facilities are exempted. The AER is not aware of any exemption from this provision.

Inquiries 1-855-297-8311
24-hour
emergency 1-800-222-6514

Finally, the AER notes that at least some of the equipment appears to be located on sites where either the minerals or surface leases have expired or have been cancelled or surrendered. Under both the *Mines and Minerals Act* and *Public Lands Act*, in such circumstances any chattel, building or other improvement located on site are forfeited to the Crown. Accordingly, kindly advise as to whether the Crown has been notified of your request and, if so, its position in respect of your client's claim to entitlement of equipment.

We await your response.

Yours truly,



Keely Cameron
AER Legal Counsel

cc: Robyn Gurofsky

From: Keely Cameron
To: "Buttery, Mary I.A."
Cc: Sean Sexton; Robyn Gurofsky; Cameron, Jessica
Subject: RE: In the Matter of the Receivership of Lexin Resources Ltd., 1051393 B.C. Ltd., 0989 Resource Partnership, LR Processing Ltd. and LR Processing Partnership.
Date: Monday, October 02, 2017 12:54:00 PM

Hi Mary,

You are correct that the *Oil and Gas Conservation Act* provides the Alberta Energy Regulator with a lien in certain circumstances but above and beyond that, depending on the nature of your client's interest they may have abandonment and/or reclamation obligations. We can discuss this further once you have resolved matters with the Receiver.

Keely Cameron

Legal Counsel

Alberta Energy Regulator

e keely.cameron@aer.ca tel 403-476-9381 fax 403-297-7031

Suite 1000, 250 – 5 Street SW, Calgary, Alberta T2P 0R4

inquiries 1-855-297-8311 24-hour emergency 1-800-222-6514 www.aer.ca

From: Buttery, Mary I.A. [<mailto:mbuttery@casselsbrock.com>]
Sent: Monday, October 02, 2017 12:35 PM
To: Keely Cameron
Cc: Sean Sexton; Christa Nicholson; Robyn Gurofsky; Cameron, Jessica
Subject: RE: In the Matter of the Receivership of Lexin Resources Ltd., 1051393 B.C. Ltd., 0989 Resource Partnership, LR Processing Ltd. and LR Processing Partnership.

Hi Keely.

My understanding is that the Oil and Gas Conservation Act provides that AER has a lien in respect of the debtor's interest. To the extent the equipment is owned by our client, your client would not have a lien.

We are compiling information requested by the Receiver and hope that we are able to sort this out with the Receiver.

In the interim, we are optimistic that all of the equipment and facilities are secured until ownership of the equipment can be sorted out.



Mary I.A. Buttery

Direct: +1 604 691 6118 • mbuttery@casselsbrock.com

2200 HSBC Building, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8

www.casselsbrock.com

From: Keely Cameron [<mailto:Keely.Cameron@aer.ca>]
Sent: Thursday, September 14, 2017 1:49 PM
To: Buttery, Mary I.A.
Cc: Sean Sexton; Christa Nicholson; Robyn Gurofsky; Cameron, Jessica
Subject: In the Matter of the Receivership of Lexin Resources Ltd., 1051393 B.C. Ltd., 0989 Resource Partnership, LR Processing Ltd. and LR Processing Partnership.

Ms. Buttery,

Please be advised that myself and Mr. Sean Sexton are handling this matter on behalf of the Alberta Energy Regulator. We understand that your client is asserting secured creditor status in relation to Jixin Resources Ltd., and is seeking to remove assets located at sites licensed to Lexin Resources Ltd. Be advised that the Alberta Energy Regulator has a statutory lien pursuant to section 103 of the *Oil and Gas Conservation Act* in respect of the assets of Jixin Energy Inc. in the amount of \$1,071.80.

In terms of your request, we ask that you contact the receiver to discuss same. To this end, we have copied counsel for the receiver on this email. Should the receiver confirm that your client has an entitlement to the equipment we would be happy to discuss this matter further.

Keely Cameron

Legal Counsel

Alberta Energy Regulator

e keely.cameron@aer.ca tel 403-476-9381 fax 403-297-7031

Suite 1000, 250 – 5 Street SW, Calgary, Alberta T2P 0R4

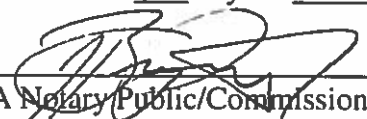
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This is Exhibit " C " to the Affidavit of
Hélène de Beer
Sworn this 14th day of October, 2017


A Notary Public/Commissioner
for Oaths In and For the Province of Alberta

JAMES BRENT PRENEVOST
Barrister & Solicitor



Province of Alberta

OIL AND GAS CONSERVATION ACT

**Revised Statutes of Alberta 2000
Chapter O-6**

Current as of June 7, 2017

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and

- (c) the Regulator determines that the transfer has resulted in suspension, abandonment and reclamation costs being transferred without a corresponding value in assets being transferred,

the Regulator may deem the transferor to be the licensee of the large facility.

2009 c20 s7, 2012 cR-17.3 s97(31)

Extended obligation

32 Where a provision of this Act or the regulations or rules imposes a responsibility, obligation or liability on a licensee, approval holder or working interest participant in respect of the operation, suspension or abandonment of a well or facility or in respect of any matter arising out of the operation, suspension or abandonment of a well or facility, the responsibility, obligation or liability extends also to associated equipment and non-licensed facilities that are located on the site or used in connection with the operation, suspension or abandonment of the well or facility, unless such equipment or facilities are exempted from the application of the provision by the regulations or rules.

RSA 2000 cO-6 s32, 2012 cR-17.3 s97(33)

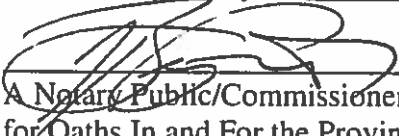
Part 7 Production

Designation of Fields, etc.

Regulation of production

33(1) The Regulator may, by order,

- (a) designate a field by describing the surface area of the field;
- (b) designate a pool by describing the surface area vertically above the pool and by naming the geological formation, member or zone in which the pool occurs or by some other method of identification that the Regulator in any case considers suitable;
- (c) designate the area that is to be allocated to a well in connection with fixing allowable production;
- (d) designate any stratum or sequence of strata as a zone, either generally or in respect of any designated area or any specified well or wells.

This is Exhibit " D " to the Affidavit of
Hélène de Beer
Sworn this 16 day of October, 2017

A Notary Public/Commissioner
for Oaths In and For the Province of Alberta

JAMES BRENT PRENEVOST
Barrister & Solicitor

Clerk's stamp



COURT FILE NUMBER 1701-02272

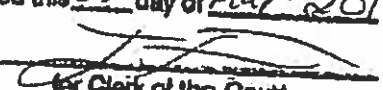
COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

APPLICANT ALBERTA ENERGY REGULATOR

RESPONDENT LEXIN RESOURCES LTD.

DOCUMENT ORDER

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

Dated this 03 day of Mar 2017

for Clerk of the Court

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT JENSEN SHAWA SOLOMON DUGUID HAWKES LLP
Barristers
800, 304 - 8 Avenue SW
Calgary, Alberta T2P 1C2

Christa Nicholson
Phone: 403 571 1520
Fax: 403 571 1528
Email: nicholsonc@jssbarristers.ca
File: 13817-001

DATE ON WHICH ORDER WAS PRONOUNCED: March 3, 2017
LOCATION OF HEARING OR TRIAL: Calgary Courts Centre
NAME OF JUDGE WHO MADE THIS ORDER: Mr. Justice W.A. Tillemann

UPON THE APPLICATION of the Applicant, the Alberta Energy Regulator (the "AER"), brought by
Originating Application filed February 14, 2017 returnable at 1:00 p.m. on February 14, 2017;
AND UPON NOTING the Interim Order granted by the Honourable Justice W. A. Tillemann on
February 14, 2017, directing the parties to return to Court on February 17, 2017 to determine if

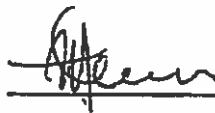
there should be an extension of the Interim Order; **AND UPON NOTING** the Order granted by the Honourable Justice W.A. Tilleman on February 17, 2017, extending the Interim Order and directing the parties to return to Court on March 3, 2017 to argue the merits of the Originating Application; **AND UPON HAVING READ** the Affidavits filed by the AER, namely: (a) the Affidavit of Cory Schieman, sworn on February 14, 2017, including Exhibit "P" thereto which is closure/suspension order No. 2017-01 made by the AER on February 14, 2017 ("Suspension Order"), including a list of all of the sites for which Lexin is the licensee (the "Sites"), a copy of which is attached as Schedule "A"; Exhibit "W" thereto which is the Personal Property Security search results report conducted in respect of Lexin describing parties who, as at February 8, 2017, claim an interest or who have made registrations in respect of some or all of the Lexin's property including by virtue of security interests or writs of enforcement (the "PPR Claimants"); and Exhibit "X" thereto which is a list of all of working interest participants ("WIPs") in the Sites known to the AER (the "Known WIPs"); (b) the Supplemental Affidavit of Cory Schieman, sworn on February 15, 2017; (c) the Second Supplemental Affidavit of Cory Schieman, sworn on February 16, 2017; (d) the Affidavit of Jodi Halpin, sworn on February 16, 2017; (e) the Third Supplemental Affidavit of Cory Schieman, sworn on February 22, 2017; (f) the Supplemental Affidavit of Jodi Halpin, sworn February 23, 2017; and (g) the Affidavit of Helen Bowker, sworn March 2, 2017; **AND UPON HAVING READ** the Affidavits filed by the Respondent, Lexin Resources Ltd. ("Lexin"), namely: (a) the Affidavit of Tatsiana Okun, sworn February 16, 2017, and (b) the Affidavit of James Leeper, sworn February 23, 2017; **AND UPON HAVING READ** the Affidavit of Elaine Blais, filed on February 22, 2017, on behalf of the Department of Justice Canada; **AND UPON HAVING READ** the Transcript of Questioning of Cory Schieman, held February 24, 2017, and the answers to Undertakings of Cory Schieman from Questioning on February 24, 2017; **AND UPON HAVING READ** the Transcript of Questioning of Jodi Halpin, held February 24, 2017 and the answers to Undertakings of Jodi Halpin from Questioning on February 24, 2017; **AND UPON HAVING READ** the Transcript of Questioning of Tatsiana Okun, held February 27, 2017, and answers to Undertakings and Under Advisements of Tatsiana Okun from Questioning on February 27, 2017; **AND UPON HAVING READ** the Transcript of Questioning of James Leeper, held February 27, 2017; **AND UPON HAVING READ** the Brief of

Argument of the AER, filed March 1, 2017; **AND UPON HAVING READ** the Written Submissions of Lexin, filed March 1, 2017; **AND UPON NOTING** that equipment (the "Equipment") has been removed from the Sites without the AER's prior approval; **AND UPON NOTING** the AER's mandate is to provide for the efficient, safe, orderly and environmentally responsible development of energy resources in Alberta through the Regulator's regulatory activities; **AND UPON NOTING** that the Court has expressed concerns regarding the environment and safety arising from the removal of Equipment from the Sites; **AND UPON HEARING** oral submissions from counsel for the AER; counsel for the Department of Justice; counsel for Vulcan County; Counsel for the Orphan Well Association ("OWA"); and counsel for Lexin;

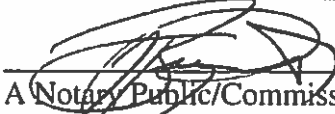
IT IS HEREBY ORDERED AND DECLARED THAT:

1. Pursuant to section 19(2) of the *Responsible Energy Development Act*, SA 2012, c R-17.3, all persons, including but not limited to Lexin and its directors, agents and employees as well as the Known WIPs, the PPR Claimants, and anyone claiming liens, charges, set-off rights, mortgages, and other security interests against Lexin, or affecting the Sites, and other persons are hereby ordered to refrain and are prohibited from removing Equipment from the Sites listed in the attached Closure Order (Schedule "A"), except:
 - (a) with the written prior approval of the AER; or
 - (b) if otherwise ordered by this Court on an application to this Court brought with not less than 7 days' notice to the AER.
2. The AER's application for an Order pursuant to section 19(3) of the *Responsible Energy Development Act* that, *inter alia*, Lexin, its Directors, agents and employees, comply with the Inspection Direction issued by the AER to Lexin on February 14, 2017, is adjourned *sine die*. This application may be brought back to this Court on 3 days' notice by the AER to Lexin.
3. The AER may serve this Order on any person without the attached Schedule "A", but if requested shall immediately serve that person with the attached Schedule "A".

4. The AER shall immediately post this Order on the AER website and all other orders in these proceedings, and any reasons for decision given respecting this Order.
5. The AER shall serve the PPR Claimants with this Order (excluding Schedule "A") at the addresses set forth in the attached Schedule "B".
6. The AER shall serve the Known WIPs with this Order (excluding Schedule "A") at the addresses set forth in the attached Schedule "C".
7. The AER may serve this Order upon any person it determines appropriate.
8. This Order does not make any determinations with respect to the property rights of any person regarding the Equipment, including the PPR Claimants or in respect of the lien claimed by the AER pursuant to sections 32 and 103 of the *Oil and Gas Conservation Act*, RSA 2000, c O-6; it is without prejudice to and does not derogate from any rights the AER or any person may have to assert a claim or lien respecting the Equipment.
9. Unless otherwise ordered or agreed to in writing, within 14 days of receipt of service of this Order, any interested party, including any Known WIPs and PPR Claimants, may apply to this Court to vary or amend this Order or seek any other relief it may deem appropriate on not less than 7 days' notice to the AER and to any other party likely to be affected by the Order sought, or upon such other notice, if any, as this Court may order.



Justice of the Court of Queen's Bench of Alberta

This is Exhibit " E " to the Affidavit of
Hélène de Beer
Sworn this 16 day of October, 2017

A Notary Public/Commissioner
for Oaths In and For the Province of Alberta

JAMES BRENT PRENEVOST
Barrister & Solicitor



Province of Alberta

OIL AND GAS CONSERVATION ACT

OIL AND GAS CONSERVATION RULES

Alberta Regulation 151/1971

With amendments up to and including Alberta Regulation 158/2017

Office Consolidation

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8.193 The licensee and operator of a well shall ensure that no vehicles operate within a 3-metre radius of the wellhead, except vehicles that are specifically required to do so as part of an operation being performed on a well.

AR 70/2013 s4

Part 9 Processing Plants

9.010 In this Part, except where the context otherwise requires, "sulphur" means all sulphur in whatever compound or physical form it may exist.

AR 151/71 s9.010,71/74

9.020(1) An application under section 39(1)(b) of the Act for approval of a new scheme or a major modification to an existing scheme for the processing of gas shall be filed with the Regulator and shall conform with the requirements of section 15.050.

(2) Repealed AR 14/98 s5.

(3) On the filing of a completed application for approval, or a major amendment of approval, of a scheme for the processing of gas and where it appears to the Regulator that its decision on the application

- (a)** may directly and adversely affect the rights of any person, the Regulator shall hold a public hearing or publish notice of the application, or
- (b)** would not directly and adversely affect the rights of any person, the Regulator may process the application without notice or hearing.

(4) Repealed AR 14/98 s5.

AR 151/71 s9.020,71/74,350/87,14/98,209/2011,89/2013

9.030(1) No person shall commence construction related to a new scheme or a major modification to an existing scheme for the processing of gas until the Regulator has approved the location, conservation levels and pollution control features of the scheme.

(2) No person shall commence processing operations related to a new scheme or a major modification to an existing scheme for the processing of gas until the Regulator has approved the scheme.

AR 151/71 s9.030,71/74,25/98,89/2013

- (n) an application under section 10.060 for approval of the production of one or more oil wells in accordance with good production practice;
- (o) an application under section 56 of the Act for a declaration or order under Part 9 of the Act to be retroactive to a date previous to the date the declaration or order is to be made.

AR 416/83 s5;32/2003;269/2006;203/2011;89/2013

15.010 to 15.040 Repealed AR 203/2011 s15.

Gas Processing and Underground Storage

15.050 An application under section 9.020 for approval of a new scheme or an amendment to an existing scheme for the processing of gas shall include

- (a) a completed form prescribed for that purpose and obtained from the Regulator entitled "Schedule 2 Production Facility Application" and the appropriate documentation to support the information provided on that form, as detailed in Directive 056, and
- (b) any other information that the Regulator may require.

AR 151/71 s15.050;69/72;71/74;179/76;229/79;
326/79;14/98;269/2006;208/2011;89/2013

15.060 to 15.090 Repealed AR 203/2011 s16.

15.100 Repealed AR 226/93 s32.

15.110 Repealed AR 226/93 s32.

15.120 Repealed AR 226/93 s32.

Production Tests and Measurement

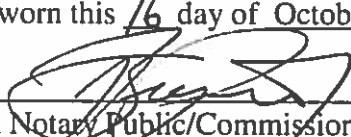
15.130 Repealed AR 36/2002 s76.

15.140(1) An application under section 14.040 for relief from the requirement of the measurement of gas produced from an oil producing pool shall include

- (a) a map showing the structure of the pool and indicating the positions of the gas caps,
- (b) a tabulation showing

This is Exhibit " F " to the Affidavit of
Hélène de Beer

Sworn this 16 day of October, 2017


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JAMES BRENT PRENEVOST
Barrister & Solicitor



Province of Alberta

OIL AND GAS CONSERVATION ACT

Revised Statutes of Alberta 2000
Chapter O-6

Current as of June 7, 2017

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persons who file a claim with the Minister within 6 months after the date of the sale and establish their entitlement to the money.

RSA 2000 cO-6 s102; 2006 c23 s60; 2012 cR-17.3 s97(25)

Enforcement of lien

103(1) In this section,

- (a) “debtor” means a person who is indebted to the Regulator for any costs, levy, fee, penalty or other amount;
- (b) “payor” means
 - (i) a purchaser, operator or other person who owes money to or holds or receives money on behalf of a debtor as a result of a sale of the debtor’s proportionate share of any gas, oil or other hydrocarbon produced from a well or facility, and
 - (ii) a person who holds or receives revenue owing to the debtor resulting
 - (A) from the use of a well or facility by another person, or
 - (B) from the provision of services by the debtor.
- (2) The Regulator has a lien in respect of a debtor’s debt on the debtor’s interest in any wells, facilities and pipelines, land or interests in land, including mines and minerals, equipment and petroleum substances, and when it arises, the lien has priority over all other liens, charges, rights of set-off, mortgages and other security interests.
- (3) The Regulator’s lien arises when the debtor fails to satisfy the debt when due, and expires on full satisfaction of the debt.
- (4) The Regulator may enforce its lien by serving on the debtor and the payor a notice of garnishment in the form prescribed by the regulations or rules.
- (5) On receipt of a notice of garnishment, the payor shall forward to the Regulator for payment on account of the debt owing to the Regulator all money and revenue referred to in subsection (1)(b) that is then owing or later becomes owing to the debtor.
- (6) The obligation to make payments under subsection (5) continues until the Regulator advises the payor that the debt has been paid in full.

(7) Any payment to the Regulator on the account of the debtor under this section is deemed to be a payment to the debtor and releases the payor from liability in debt to the debtor to the extent of the payment.

(8) A payor who fails to comply with a notice of garnishment is guilty of an offence.

(9) A payor who fails to comply with a notice of garnishment or makes payment to a debtor in contravention of the notice of garnishment is indebted to the Regulator for an amount equal to the amount the payor is required to pay pursuant to the notice of garnishment or the amount of the payment made to the debtor, whichever is less.

RSA 2000 cO-6 s103,2012 cR-17.3 s97(31),(32),(33)

Escaped substance

104(1) If oil, crude bitumen, water or any other substance, in this section referred to as the "escaped substance", has escaped or appears to have escaped from a well, facility or pipeline or from an unidentified source and it appears to the Regulator that the escaped substance may not otherwise be contained and cleaned up forthwith, the Regulator or its authorized representative may

- (a) direct the licensee, approval holder or operator of a well, facility or pipeline from which the escaped substance appears to have escaped
 - (i) to take steps the Regulator or its authorized representative considers necessary to contain and clean up the escaped substance and to prevent further escapes, and
 - (ii) to do anything else the Regulator or its authorized representative considers necessary to ensure the safety of the public and the environment,

or

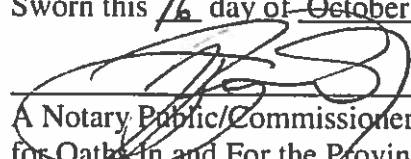
- (b) enter on the area where the escaped substance has escaped and conduct any operations the Regulator or its authorized representative considers necessary for the purposes set out in clause (a).

(2) When the Regulator or its authorized representative enters on an area pursuant to subsection (1)(b),

- (a) every person responsible for the escape of the escaped substance, every licensee, approval holder or operator of a

This is Exhibit "G" to the Affidavit of
Hélène de Beer

Sworn this 16 day of October, 2017


A Notary Public/Commissioner
for Oaths In and For the Province of Alberta

JAMES BRENT PRENEVOS¹
Barrister & Solicitor

From: Peter Mittal
To: mbuttery@casselsbrock.com
Subject: Lexin et al
Date: Tuesday, September 19, 2017 1:37:08 PM

Mary, your letter dated September 12, 2017 to Christa Nicholson was forward to me by her client.

My client, Her Majesty the Queen in right of Alberta, as represented by the Minister of Energy, has some concerns with the content of you letter. Pursuant to section 32 of the Mines and Minerals Act, when a Crown agreement expires, or is surrendered or cancelled, all equipment incidental to a well located on that agreement vests in Her Majesty. Section 32 of the Mines and Minerals Act is as follows:

Forfeiture of well, mine or quarry

32(1) Except as otherwise provided in the regulations, when an agreement expires or is surrendered or cancelled, the ownership of

(a) any well in the location and the installations and equipment, including casing, incidental to the well, and

(b) any mine or quarry in the location,

vests in the Crown in right of Alberta free and clear of all interests, charges and liens.

(2) Subsection (1) applies whether or not

(a) the well or its installations, equipment or casing or the mine or quarry, as the case may be, was the property of the former lessee, and

(b) any notice has been given or sent to any person owning or having an interest, charge or lien on the well or its installations, equipment or casing or in the mine or quarry, as the case may be, immediately before the vesting.

(3) Subsection (1) does not apply if

(a) the agreement expires but is renewed, or

(b) the agreement is terminated by reason of the exercise by the lessee of a right to apply for a lease that contains in its location the same well, mine or quarry.

(4) The Minister may give a written authorization to a former lessee of an agreement to which subsection (1) applies or to any other person to enter on the location of the former agreement for the purpose of

(a) removing any installations, equipment or casing incidental to the well,

(b) removing any installations or equipment incidental to the mine or quarry, or

(c) doing any act specified in the authorization in relation to the well, mine or quarry.

(5) If a well, mine or quarry becomes the property of the Crown under this section, the Minister has the same rights and duties that the former lessee had in respect of any right of entry order or surface lease relating to the land on which the well, mine or quarry is located.

(6) Notwithstanding subsection (5), the Minister is not subject to any penalty, debt or other obligation incurred by the former lessee under the right of entry order or surface lease.

(7) In subsections (5) and (6),

- (a) "right of entry order" means a right of entry order as defined in the *Surface Rights Act* and a right of entry order under Part 4 of the *Metis Settlements Act*;
- (b) "surface lease" means a lease or other instrument under which the surface of land is held for any purpose for which a right of entry order may be made under the *Surface Rights Act* or Part 4 of the *Metis Settlements Act*, and that provides for the payment of compensation.

1983 c36 s6, 1990 cM-14 3 s276; 1997 c17 s15

Attached to your letter is a listing of assets that your client is claiming. Some of these assets are on former Crown leases, and as such, my client is of the opinion that those some of those assets may vest in Her Majesty, in accordance with section 32 (may or may not fit what section 32 refers to). To the extent your client has assets on a current Crown lease, your letter serves as notice to my client that your client asserts a claim in its assets.

My client takes no position regarding assets on freehold mineral rights.

My client has taken the legal descriptions provided in the attachments to your letter, and has determined which assets are on Crown, former Crown, and freehold mineral rights. I would like to forward that information to you. Would you by chance have the list you provided in electronic form (Word/Excel) that my client can add information to?

I ask that you show some patience. I can advise that many of the assets are on freehold mineral rights, many are on active Crown agreements, and some of the assets might not fall within section 32. I believe that once I provide you my clients position re: specific assets, we can work together to come to a satisfactory resolution.

Please be advised that I will be away from the office from the 21st to 25th, inclusive. If, however, you wish to discuss this matter outside of that timeframe, please do not hesitate to call.

Piyush (Peter) Mittal
Barrister and Solicitor
Alberta Justice & Solicitor General
Energy Legal Services
9th Floor, 9945-108 Street
Edmonton, Alberta

T5K 2G6

Phone: (780) 427-1848

Fax: (780) 427-1871

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ENERGY LEASING PARTNERS Equipment Ltd.

Agreement Number	Legal Land Description	Cancellation Date	Cancellation Reason	Location (L2D)	Ref or ID	AER License	Equipment Description	Type	Manufacturer	Compressor				Serial	
										Vendor Unit Number	Trailer / Skid	Year	Compressor Serial No.		Driver Serial No.
003 5306100110	14-01-16-21W4	10/11/2018	Rental Default	06-14-01-16-21W4 06-14-01-16-21W4	1073	F3C233	Compressor Package Produced Water	3 Stage Recip	Compasx Compression	C-310	Skid	2-Jan-07	Genex H823-2 two stage, 3 stage, Serial No. H82-004824	CAT 3304MA 699p, Serial No. TBD	158
001 30180	33-008-02V954	12/1/2018	Rental Default	06-33-008-02V954 06-33-008-02V954	A0541342		Separator Fuel Gas Scrubber	Separator Scrubber	Proteco Le Teop						PE3145 1008 272
004 0402000022	27-020-28V944	04/20/18	Rental Default	06-27-020-28V944	A0480277		Separator	Separator	Brimley						215065
001 120995	01-01-16-21W4	10/13/2018	Rental Default	10-01-01-16-21W4 10-01-01-16-21W4	A0491336		Produced Water	Separator Scrubber	Parfedco Le Teop						PE3154 1008 2722
005 5504100318	28-008-02V954	10/28/2016	Rental Default	13-28-008-02V954 13-28-008-02V954	A0541341		Separator Fuel Gas Scrubber	Separator Scrubber							
008 0086040437	34-008-02V954	4/30/2013	Expiry	13-34-008-02V954 13-34-008-02V95400	1072	F31887 F31887	Compressor Package Water capacity 70 m3/metric, new point control Fuel Gas Scrubber Produced Water 18% Condensate NGL, butane	Recip	Toromont	Skid	2008	Cambridge G351814LE	JONZ - 2 stage 2 steps (11.0T and 7.8T)	4001079	
001 120995	01-01-16-21W4	4/25/60	Rental Default	15-01-01-16-21W4 15-01-01-16-21W4	A0491336	Vertical Separator Fuel Gas Scrubber	Separator Fuel Gas Scrubber	Separator Scrubber	Orem NATIONAL OIL WELL	Orem				03 439V6 OF 1183 JC 200 03 429V GS	