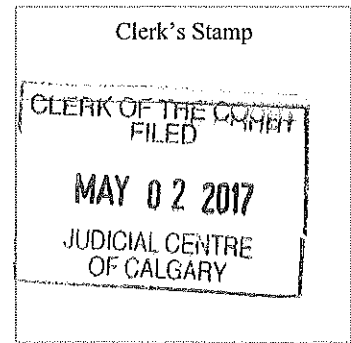


[Rules 6.3 and 10.52(1)]



COURT FILE NUMBER	1701-03460
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
APPLICANT/RESPONDENT	ALBERTA ENERGY REGULATOR
RESPONDENT/APPLICANT	LEXIN RESOURCES LTD.
DOCUMENT	APPLICATION BY LEXIN RESOURCES LTD. FOR DIRECTIONS ON DOCUMENTARY REVIEW
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	GROIA & COMPANY Professional Corporation ■ Lawyers 365 Bay Street, Suite 1100 Toronto, Ontario M5H 2V1 Fax: 416-203-9231 Bonnie Roberts Jones, LSUC # 41265L Tel: 416-203-4476

NOTICE TO RESPONDENTS:

**Alberta Energy Regulator,
Grant Thornton Limited as the Receiver of
Lexin Resources Ltd. and
Service List, Appendix "A" to this Application**

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: **May 4, 2017**
 Time: **10:00 a.m.**
 Where: **Calgary, Alberta**
 Before Whom: **The Honourable Justice 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. Lexin Resources Ltd. (“Lexin”) seeks an Order:
 - a. providing the Court’s advice and directions with respect to the review of the documents conducted by the Receiver under the Documentary Protocol Order, granted on April 4, 2017 (the “DPO”), including:
 - i. The timing for providing lists of documents by the Receiver to counsel for Lexin; and
 - ii. The timing for conducting privilege review of the documents;
 - b. declaring service of this Application good and sufficient and abridging the time for notice of this Application to the time actually given, if necessary;
 - c. costs of this Application; and
 - d. such further and other relief as counsel may advise and this Honourable Court may deem just.

Grounds for making this application:

2. On March 20, 2017, the Honourable Justice P.R. Jeffrey made an order appointing Grant Thornton Limited as the Receiver over all of Lexin’s current and future assets, undertakings and properties (the “Receivership Order”);
3. Prior to April 4, 2017, counsel for the Receiver and counsel for Lexin negotiated two protocols (a) the Protocol for the Review of Records by the Court-Appointed Receiver of Lexin Resources Ltd. and the Urgent Disclosure of Lexin Resources Ltd. to the Orphan Well Association (the “Disclosure Protocol”) and (b) the Protocol for the Disclosure of Records Seized by the Alberta Energy Regulator, setting out the process under which Lexin’s records will be gathered and organized by the Receiver, reviewed for privilege by counsel for Lexin and released to the Receiver, the Orphan Well Association and the Alberta Energy Regulator, where applicable;
4. The Court approved the Protocols in the DPO granted on April 4, 2017;
5. The Disclosure Protocol requires that general indexes of documents and boxes contained

description that is “sufficient for identifying its contents”;

6. The Disclosure Protocol sets out a specific definition of “Emergency Records” in Paragraph 24;
7. The Disclosure Protocol applies to and includes Lexin’s records;
8. To date, the Receiver provided 13 indexes of records under the Disclosure Protocol to counsel for Lexin including on April 13, 22, 24, 27 and 28, 2017;
9. The indexes provided by the Receiver do not comply with the Disclosure Protocol as they:
 - a. provide insufficient description of the records for the purposes of identifying records as Emergency Records and selecting records for privilege review;
 - b. do not fall within the definition of “Emergency Records” under the DPO;
 - c. include documents that are not Lexin’s records;
10. The Disclosure Protocol requires counsel for Lexin to complete privilege review within 48 hours of providing lists of reviewable records to the Receiver;
11. Counsel for Lexin has reviewed the majority of the indexes provided by the Receiver to date;
12. Lexin and its counsel need advice and directions of the Court as to (a) the timing for providing further lists of documents and (b) the timing for commencement and completion of its review;
13. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

14. Affidavit of Tatsiana Okun, sworn May 2, 2017;
15. Documentary Protocol Order, dated April 4, 2017 with attached Protocols;
16. Pleadings and proceedings in this action;
17. Such further and other materials as counsel may advise and this Honourable Court may permit.

Applicable rules:

18. Rules 1.3, 3.56, 3.65, 6.3, 6.4, 11.27, 11.29 and 13.5 of the *Alberta Rules of Court*, AR 124/2010; and
19. Such further and other Rules as counsel may advise.

Applicable Acts and regulations:

20. *Judicature Act*, RSA 2000, c J-2;

21. Such further and other Acts and regulations as counsel may advise.

Any irregularity complained of or objection relied on:

22. None

How the application is proposed to be heard or considered:

23. In person.

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.

APPENDIX 'A'

COURT FILE NUMBER	1701-03460
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
APPLICANT/ RESPONDENT	LEXIN RESOURCES LTD.
RESPONDENT/ APPLICANT	ALBERTA ENERGY REGULATOR
DOCUMENT	SERVICE LIST
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	GROIA & COMPANY Professional Corporation Lawyers 365 Bay Street, Suite 1100 Toronto, ON M5H 2V1 Facsimile: (403) 266-1395 Telephone: (416) 203-4476 Joseph Groia, LSUC #20612J Telephone: (416) 203-447232 Bonnie Roberts Jones, LSUC #41256L Counsels for the Applicants, Lexin Resources Ltd.

COMPANY	ADDRESSES	COMMENTS
Summit Acceptance Corp.	285028 Frontier Road Rocky View County, AB T1X 0V9	Attention: Mark Deering mdeering@summitfleet.com
MFC Energy Finance Inc./ MFC Bancorp Ltd.	1860 - 400 Burrard Street Vancouver, BC V6C 3A6	Mr. Ronald will give me a call back to confirm whether they want documents.
Taqa North	Attention: Doreen Brown 2100-308 4 Avenue SW Calgary, AB T2P 0H7	Doreen.brown@taqa.ca
Marquinn Industries Ltd.	Attention: Harvey Martin 7115 Sparrow Drive Leduc, AB T9E 7L1	harveymartin@marquinn.com
Baker Hughes Canada Company	Laura Easton DLA Piper (Canada) LLP 1000-250 2 Street SW Calgary, AB T2P OC1	Katharine Baily Katharine.bailey@bakerhughes.com
Her Majesty the Queen in Right of Alberta	c/o Service Alberta Crown Debt Collections, 1100-10830 Jasper Avenue, 8th Floor John E. Brownlee Building Edmonton, AB T5J 2B3	katherine.powers@gov.ab.ca
Deloitte Management Services LP	Thomas Gusa c/o Miller Thomson LLP 2700 Commerce Place 10155 102 Street Edmonton AB T5J 4G8 tgusa@millerthomson.com	
Municipal District of Ranchlands No. 66	PO Box 1060 Nanton, AB TOL 1R0	Send to both: Greg Brkich, C.A.O. cao@ranchland66.com Municipal District's solicitor as well at: Julie V. Shepherd jishepherd@mltaikins.com
Vulcan County	Greg Plester c/o Brownlee LLP 396 11 Ave SW Calgary, AB T2R OC3 gplester@brownleelaw.com	
Enerflex Ltd.	10121 Barlow Trail NE Calgary, AB T3J 3C6	sali@enerflex.com
Municipal District of Willow Creek No. 26	Attention: Joanne Hannah 26 Highway 520 W Claresholm, AB TOL 0T0	Finance@mdwillowcreek.com
1049597 BC Ltd.	1860-400 Burrard Street Vancouver BC V6C 3A6	

AltaGas Processing Partnership	Attention: Isla Tejada 1700, 355-4 Avenue SW Calgary, AB T2P QJ1	Ilsa.tejada-oreilly@altagas.ca
Triple Seven Integrity Management Inc.	Matthew Mowbrey c/o Warren Sinclair LLP 600-4911 51 Street Red Deer AB T4N 6V4 mmowbrey@warrensinclair.com	
Alberta Treasury Branches	Attention: Alex Corbett 600-444 7 Avenue SW Calgary, AB T2P OX8 acorbett@atb.com	
MFC Acquisition Inc., As Administrative Agent	1000 925 W. Georgia Street Vancouver, BC V6C 3L2	Attention: Samuel Morrow smorrow@mfcint.com
President Bonavista Energy Corporation (A5RX)	1500-525 8 Avenue SW Calgary, AB T2P 1G1 Colin.hennel@bonavistaenergy.com	
Caledonian Royalty Corporation (A684)	2200-300 5 Avenue SW Calgary, AB T2P 3C4 Attention: David.horn@caledonianroyalty.com Charles@selbypro.com	
President Canadian Natural Resources Limited (OHE9)	2100-855 2 Street SW Calgary, AB T2P 418 Orest.kotelko@cnrl.com	
President Coastal Resources Limited (OPR1)	1400-520 5 Avenue SW Calgary, AB T2P 3R7 rlakhoo@coastal.ab.ca	
President ConocoPhillips Canada Resources Corp. (A5G3)	1600-401 9 Avenue SW Calgary, AB T2P 2H7 regulatoryaffairsmailbox@conocophillips.com	
President Crescent Point Energy Corp. (A2J6)	2000-585 8 Avenue SW Calgary, AB T2P 1G1 regulatory@crescentpointenergy.com	
President Ember Resources Inc. (A1H9)	800-400 3 Avenue SW Calgary, AB T2P 4H2 tzorro@emberresources.com	

President Encana Corporation (0026)	500 Centre Street SE Calgary, AB T2G 1A6 Dawn.cochrane@encana.com	
President Exxon Mobil Canada Ltd. (0057)	505 Quarry Park Boulevard SE Calgary AB T2C 5N1 Ashley.l.laycraft@esso.ca	
President Houston Oil & Gas Ltd. (A74H)	800-903 8 Avenue SW Calgary, AB T2P OP7 <u>mark@houstonoil.ca</u>	
President Husky Oil Operations Limited (OR46)	707 8 Avenue SW Calgary, AB T2P 3G7 PO Box 6525 Stn D Husky.regulatory@huskyenergy.ca	
Penner Interwest Petroleums Ltd.	Ms. Nancy Penner c/o Parlee McLaws LLP 3400-150 6 Avenue SW Calgary, AB T2P 3Y7	<u>npenner@parlee.com</u> Spoke with Nancy Penner of Interwest Pet. And she advised on April 28, 2017 that the wish not to receive any documents unless asked.
President Lochwest Resources Ltd. (OMG8)	700 9 th Avenue SW, Suite 1900 Calgary, AB T2P 4B3	
President Murphy Canada Exploration Company (OMY7)	555 4 Avenue SW, Suite 2100 Calgary, AB T2P 3E7 Gaye_marshall@murphyoilcorp.com	
President New North Resources Ltd. (OCZ4)	320-700 4 Avenue SW Calgary, AB T2P 3J4 Pradeep@new-north.com	
President Omers Energy Inc. (A08E)	3000-520 3 Avenue SW Calgary, AB T2P OR3 Jessica.gregorash@omersenergy.com	
Mr. Paul Bothwell Pengrowth Energy Corporation (A5R5)	2100-222 3 Avenue SW Calgary, AB T2P OB4 Paul.bothwell@pengrowth.com	

President Penn West Petroleum Ltd. (OBP8)	200-207 9 Avenue SW Calgary, AB T2P 1K3 regulatory@pennwest.com	Attention: Sally (Executive Assistant) Sally.rotlisberger@conocophillips.com
President ConocoPhillips Canada Resources Corp. Formerly Phillips Petroleum Canada Ltd. (0945)	1600-401 9 Avenue SW Calgary, AB T2P 2H7	
President Pine Cliff Energy Ltd. (A1GR)	850-1015 4 Street SW Calgary, AB T2R 1J4 tmcneill@pinecliffenergy.com hisidoro@pinecliffenergy.com	
R.W. Berry Canada, Inc.	Pat Maguire c/o Bennett Jones LLP 840 7 Avenue SW, 1255 Calgary, AB T2P 3G2	
President Sanling Energy Ltd. (A7AZ)	1700-250 2 Street SW Calgary, AB T2P OC1 Kate.ramage@sanlingenergy.com Stuart.widmer@sanlingenergy.com	
President Prospex Resources Ltd. (A120)	c/o Paramount Resources Ltd. (04W4) 4700-888 3 Street SW Calgary, AB T2P 5C5	
President Signalta Resources Limited (OR89)	700-840 6 Avenue SW Calgary, AB T2P 3E5 Angela.meister@signalta.com	
President Southern Pacific Energy Ltd. (A5A6)	Rick Osuna 550 6 Avenue SW, 430 Calgary, AB T2P 0S2 rick.f.osuna@ca.owc.com c/o PricewaterhouseCoopers Inc. in its capacity as Court appointed Receiver of Southern Pacific Energy Ltd. and not in its personal capacity	
President Stockwork Properties Ltd. (OEN3)	501-888 4 Avenue SW Calgary AB T2P OV2 dmdixon@telus.net	
President Sutton Energy Ltd. (OM9E)	450-736 8 Avenue SW Calgary, AB T2P 1H4 B_gough@shaw.ca	

Michael Bolianatz TAQA North Ltd. (A2TG)	2100-308 4 Avenue SW Calgary, AB T2P OH7 regulatoryaffairs@taqa.ca	
President Tamarack Valley Energy Ltd. (A04N)	600-425 1 Street SW Calgary, AB T2P 3L8 Deb.kniss@tamarackvalley.ca	
President Trident Exploration (Alberta) Corp. (A663)	1000-444 7 Avenue SW Calgary, AB T2P OX8 phawke@tridentexploration.ca	
President Westhill Petroleum Ltd. (OEX2)	260-435 4 Avenue SW Calgary, AB T2P 3A8	
President Zargon Oil & Gas Ltd. (OMP9)	700-333 5 Avenue SW Calgary, AB T2P 3B6 rdoetzel@zargon.ca	
President 6058931 Canada Inc.	1650-801 6, Avenue SW Calgary, AB T2P 3W2 6058931_operations@questerre.com	
President Dauntless Energy Inc. (A6H3)	1410-606 4 Street SW Calgary, AB T2P 1T1	
President Freehold Royalty Trust	400-144 4 Avenue SW Calgary, AB T2P 3N4	reception@rife.com
President Bounty Developments Ltd. (OHP8)	1250-340 12 Avenue SW Calgary, AB T2R 1L5 Kelly@bountydev.com	
President The Paddon Hughes Development Co. Ltd. (OD74)	940-1122 4 Street SW Calgary, AB T2R 1M1 waldyk@paddonhughes.com	
President Bears paw Petroleum Ltd. (ONL1)	5309-333 96 Avenue NE Calgary, AB T3K OS3 gschermers@bears pawpet.com	
President Canadian Freehold Consulting (1991) Ltd.	47 Edgehill Crescent NW Calgary, AB T3A 2X5	
President Chessor Holdings Ltd.	460 30 Ave Avenue NW Calgary, AB T2M 2N4	Greg Chessor – on April 28, 2017, don't want to receive documents in this matter as they sold and wish to be removed, as he was just an investor (5%) in the well.
President Copper Creek Gold Corp.	710 750 West Pender Street Vancouver, BC V6C 2T7	Spoke with Stan Loh on April 28, 2017, he doesn't want to receive any documents pertaining to this matter.

President Country Rock Resources Ltd. (A2BY)		79 Windmill Way Calgary AB T3Z 1H5 Not finding this company online – as at April 28,2017	
President Direct Energy Marketing Limited (ORC3)		PO Box 4335 Stn C Calgary AB T2T 4K3 catherine.hiscocks@centrica.com	
President Long Term Asset Management Inc. (A6JF)		925 Veterans Boulevard NW Airdrie, AB T4A 2G6 maugust@ltam.ca	
President Newbert Petroleum Engineering Ltd. (OZ8W)		840 6 Ave Sw 300 Calgary, AB T2P 3E5 Cannot get through to the number on the internet	
President Scotia Oils Limited (ODK9)		1164-7620 Elbow Drive SW, Calgary, AB T2V 1K2	
President Roseland Development Ltd. (OM21)		602 25 Avenue SW Calgary, AB T2S OL6 The Contact detail on the internet is outdated as 403-245-5003 is home phone belonging to someone else.	
President Westhill Resources Limited (OT49)		300 5 Richard Way SW Calgary, AB T3E 7M8 wrltd@telus.net	
President 264646 Alberta Ltd.		4943 50 Street, 4th Floor Red Deer AB T4N 1Y1	
Christa Nicholson Counsel for Alberta Energy Regulator	The Alberta Energy Regulator c/o JSS Barristers & Solicitors 304 – 8 Avenue SW, Suite 800 Calgary, Alberta T2P 1C2 Attention: Christa Nicholson		nicholsonc@jssbarristers.ca
Brad Gilmour Laura Gill Counsel for the Orphan Well Association	Bennett Jones 4500 Bankers Hall East 855 2nd Street SW Calgary, AB T2P 4K7	P. 403 298 3382	Gilmourb@bennettjones.com Gilll@bennettjones.com
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Michael B. Niven, Q.C. and Hema Ahuja Counsel for Landowners: Section 23 Developments Ltd. and Alexander Soutzo	Carscallen LLP 1500 - 407 2 Street SW Calgary AB T2P 2Y3	403-298-8464 F. 403-262-2952	niven@carscallen.com Ahuja@carscallen.com
Doug Nishimura Counsel for Compass Compression Services Ltd.	Field Law LLP 400-444 7 Ave. S.W. Calgary AB T2P OX8	403 260 8548	dnishimura@fieldlaw.com
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Angus T. McKinnon Counsel for 1049597 BC Ltd.	Lerners LLP 130 Adelaide Street West, Suite 2400 Totonto, ON M5H 3P5	416 360 2632	amckinnon@lerners.ca
Sarah Gregory BC Oil & Gas Commission	BC Oil and Gas Commission PO Box 9331 Stn Prov Govt,		Sara.Gregory@bcogc.ca

Karen Fellowes Counsel for MNP, Trustee in Bankruptcy	DLA Piper (Canada) LLP		Karen.fellowes@dlapiper.com
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Glenn C. Blackett Counsel for various land owners	Carscallen LLP 1500-407 2 Street SW Calgary AB T2P 2Y6	P. 403-298-8474	<u>Blackett@Carscallen.com</u>
Patricia Johnston Keely Cameron Counsel for the AER	Alberta Energy Regulator 1000-250 5 Street SW Calgary AB T2P OR4	403-476-9381 Fax 403-297-7031	Patricia.johnston@aer.ca Keely.cameron(@aer.ca
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David Girard	MLT Aikins LLP 1600, 520 3rd Avenue SW Calgary, Alberta T2P OR3	(403) 693-4348	Dgirard@mltaikins.com
PrairieSky Royalty Ltd. Matthew McMahon	1700, 350-7 Avenue SW Calgary, AB T2P 3N9	(587) 293-4099	<u>matthew.mcmahon@prairiesky.com</u>
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Andrew Basi	Andrew.basi@ca.gt.com
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