

COURT FILE NUMBER **1701-03460**

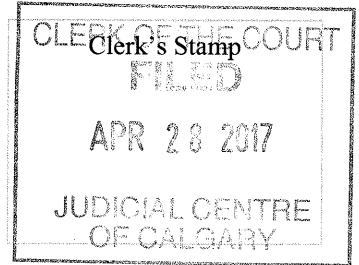
COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE Calgary

APPLICANT **ALBERTA ENERGY REGULATOR**

RESPONDENT **LEXIN RESOURCES LTD.**

DOCUMENT **APPLICATION BY RECEIVER:
INCREASE RECEIVER'S
BORROWINGS CHARGE &
EXAMINATION POWERS**



ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

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NOTICE TO RESPONDENTS: See Service List, Schedule "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 Courts Centre, 601-5th Street SW, Calgary AB
Before Whom The Honourable 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. Grant Thornton Limited, in its capacity as the court-appointed receiver ("**Receiver**") of Lexin Resources Ltd. ("**Lexin**"), seeks an Order for the following relief:
 - (a) Declaring service of this Application good and sufficient, and abridging the time for notice of this Application to the time actually given, if necessary;
 - (b) Increasing the Receiver's Borrowings Charge from \$200,000 to \$1,200,000;
 - (c) Providing the Receiver with advice and directions with respect to the ongoing administration of the Document Protocol Order, granted by the Court on April 4, 2017 (the "**DPO**"), including, but not limited to,
 - (i) the Receiver's request to compel further particulars of the articulation of privilege claims asserted on behalf of Lexin by Groia & Company; and
 - (ii) the Receiver's request to treat document requests from Lexin's working interest participants ("**WIPs**") akin to "Lexin Emergency Records" (as defined and detailed in the DPO);
 - (d) Granting the Receiver all of the powers of examination afforded to a trustee in bankruptcy pursuant to sections 163 to 167 of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended ("**BIA**"); and
 - (e) Ratifying and approving the Receiver's activities set out in the Receiver's First Report, dated March 30, 2017 (the "**First Report**") and the Receiver's Second Report, dated April 28, 2017 (the "**Second Report**").
2. Such further and other relief as this Honourable Court may deem just in the circumstances.

Grounds for making this application:**Background of Receivership Proceedings**

3. On March 20, 2017, this Court granted the Alberta Energy Regulator's ("**AER**") application to petition Lexin into receivership (the "**Receivership Order**"). All capitalized terms used but not otherwise defined herein shall have the meaning given to them in the Receivership Order or the DPO, as the case may be.
4. The Receivership Order appointed the Receiver over all of Lexin's Property, but provided that, while the Receiver may take possession and exercise control over the Property, the Receiver is not required to take possession or exercise physical control over any of Lexin oil or gas wells, pipelines, facilities or sites regulated by the AER (the "**Sites and Abandoned Sites**").

5. While the Receiver cannot take physical possession of the Sites and Abandoned Sites, the Receiver is authorized to engage persons to assist it with the exercise of its powers and duties conferred pursuant to the Receivership Order and to execute, assign, issue and endorse documents of whatever nature in respect of any of the Property, whether in the Receiver's name or on behalf of Lexin.
6. Where Lexin was the 100% WIP in the Sites, such sites are now under the care and custody of the Orphan Well Association ("OWA"); however, where there were other WIPs aside from Lexin, those Sites are under the care and custody of those other WIPs.

Increase to Receiver's Borrowings Charge

7. Pursuant to paragraph 22 of the Receivership Order, the Receiver is authorized to borrow up to \$200,000 for the purpose of funding the exercise of the powers and duties conferred upon by the Receiver pursuant to the Receivership Order, which borrowings are secured pursuant to the Receiver's Borrowings Charge.
8. The Receiver has issued a Receiver's Certificate in the amount of \$200,000 to the lender, AER, which is the maximum borrowing level presently permitted in the Receivership Order. The actual receipts and disbursements ("R&D") for the Lexin estate as at April 21, 2017 are \$205,441 and \$5,812 respectively.
9. The Receiver's projected R&D for the estate through to June 30, 2017, inclusive of the actual R&D to date, are \$1,252,191 and \$1,231,674 respectively. The projected R&D is comprised of, but not limited to, the following estimated expenditures:
 - (a) The Receiver's and its counsel's fees and disbursements in the approximate amount of \$700,000 (to date the majority of these expenses pertain to addressing immediate environmental and safety issues, administering the DPO, and attempting to obtain information regarding the various related party transfers);
 - (b) Expenditures pertaining to utilities and the preservation of Lexin's Property in the approximate amount of \$100,000;
 - (c) Expenditures pertaining to the recovery, relocation, cataloging, storage and accessing of Lexin Electronic and Paper Records in the approximate amount of \$200,000.
10. Several factors have contributed to the professional costs incurred to date in the within Receivership proceedings, including but not limited to:

- (a) the extensive difficulties the Receiver has encountered in accessing Lexin Records, as more particularly detailed at paragraphs 39 to 45 of the First Report;
 - (b) the requirement to develop document disclosure protocols in order to access Lexin Records due to the privilege claims asserted by Groia & Company on behalf of Lexin;
 - (c) the ongoing investigations required to ascertain the nature and extent of Lexin's ownership interests and transactions with potentially related parties;
 - (d) the necessity to field calls and answer questions from WIPs, the OWA and other interested parties in respect of Lexin's assets;
 - (e) the necessity to conduct urgent security reviews regarding requests to remove leased equipment from the Sites and Abandoned Sites pursuant to paragraph 5 of the Receivership Order;
 - (f) the requirement to provide the Receiver's position with respect to the application of the stay of proceedings granted in the within Receivership proceedings to the continuation of regulatory proceedings pending before the AER; and
 - (g) the initiation of appeal proceedings from the granting of the Receivership Order by Lexin.
11. In order to complete the administration of Lexin's receivership estate, the Receiver must first fully investigate the nature and extent of Lexin's ownership interests in the Property, which the Receiver will then market for sale.
 12. Additionally, while the OWA or other WIPs are responsible for the care and custody of the Sites and Abandoned Sites, the Receiver has entered into several agreements in order to preserve Lexin's Property.
 13. As noted above, the Receiver's Borrowings Charge is exhausted. As a result, the Receiver will require an increase in its borrowing powers from \$200,000 to \$1,200,000.

Advice & Directions on Document Protocol Order

Complaints Receiver has not Complied with DPO

14. On April 4, 2017, the Court approved the DPO outlining the processes to be followed by the Receiver, the OWA, AER and Groia & Company, to be able to access the electronic and hard copy records of Lexin in a manner that maintains the potential privilege over the Records asserted by Groia & Company.

15. The general summary of the DPO, as it applies to the OWA, is that the Paper Records are divided into two categories:
 - (a) Lexin Emergency Records – these are records identified by the Receiver as being immediately releasable to the OWA for public safety purposes regarding their use in the care and custody of the Abandoned Sites following a documentation process whereby Groia & Company are notified of the catalogued list of such documents by the Receiver; and
 - (b) Reviewable Paper Records – these are records which Groia & Company may review for privilege claims.
16. The Receiver has sent several sets of correspondence to Groia & Company containing general indices of Paper Records catalogued to date, including two lists of Paper Records which the Receiver has identified as Lexin Emergency Records immediately releasable to the OWA in accordance with the DPO.
17. As further detailed in the Second Report at paragraphs 78 to 81, Groia & Company has advised the Receiver of its position that the Receiver has not been compliant with the DPO on the basis that: i) the list of indexes of Records provided by the Receiver to Groia & Company do not provide sufficient description of files or box contents; and ii) that the Receiver has not been providing the indexes on a continuous basis.
18. The Receiver has responded to these complaints and advised, amongst other things, that the requests made by Groia & Company are beyond what is contemplated by the DPO and would unduly prejudice Lexin's estate, both from a cost and a timing perspective. The Receiver has also made arrangements for Groia & Company to attend at the Calgary Archives facility for Groia & Company to review all Records contained on the indexes delivered by the Receiver since April 22, 2017.
19. Should the Receiver and Groia & Company be unable to resolve the complaints alleged by Groia & Company that the Receiver has not been compliant with the DPO, the Receiver seeks the advice and directions of this Honourable Court to resolve same.

Request for Further & Better Particulars of Privilege Claims

20. Schedule B to the DPO also addresses Records that were previously seized by the AER (the "AER DPO"). As contemplated by the AER DPO, on April 12, 2017 a meeting was held

between the Receiver, its legal counsel, two representatives from the AER and Groia & Company (the “**DPO Meeting**”) to allow Groia & Company to review the Paper Records.

21. Groia & Company provided its index of documents marked “privilege” at the DPO Meeting in a letter to the Receiver. The Receiver is of the view that the general descriptions provided by Groia & Company are not sufficient to allow the Receiver to determine whether privilege claims being asserted are appropriate. The Receiver has requested clarification on the articulation of privilege asserted by Groia & Company.
22. The Receiver seeks the advice and direction of this Honourable Court with respect to a direction that Groia & Company be compelled to deliver to the Receiver a more fulsome articulation of the privilege claims being asserted, such that the Receiver can determine whether the claims are appropriate.

Document Requests from WIPs

23. The Receiver has received various requests from Lexin’s WIPs for access to Lexin’s well and facility files, which the Receiver understands are necessary for these WIPs to maintain the safe care and custody of the Sites under their control.
24. Due to the privilege assertions claimed by Groia & Company on behalf of Lexin, the Receiver has been unable to deliver the requested information to the WIPs. The Receiver proposed to Groia & Company that such document requests from Lexin’s WIPs be treated akin to requests for Lexin Emergency Records pursuant to the DPO. The Receiver has not received a response to that inquiry to date.
25. The Receiver seeks the advice and direction of this Honourable Court with respect to a direction that requests made to the Receiver from Lexin’s WIPs, in care and custody of the Sites, for documents pertaining to the operation of oil and gas facilities, be treated as requests for Lexin Emergency Records pursuant to the DPO.

Request for Examination Powers

26. As of the date of this Application, the Receiver has been unable to obtain copies of Lexin’s corporate records and minute books, despite numerous requests for their production and delivery to the Receiver. As a result, the Receiver is not able to definitively ascertain the business affairs of Lexin and the legal relationships between Lexin and several potentially related parties. This

information is necessary to understand the business affairs of Lexin and determine whether the Receiver should undertake a review of certain transactions entered into by Lexin.

27. Further, the Receiver has been advised by several potentially related parties that Lexin merely held certain Property in trust beneficially for these other parties. The Receiver has not obtained sufficient documentation evidencing these relationships to definitively ascertain the extent of Lexin's interest in the Property. The Receiver needs to understand the extent of Lexin's interest in the Property prior to undertaking a sales process with respect to Lexin's Property.
28. The Receiver is seeking the same powers of examination conferred upon a trustee in bankruptcy pursuant to sections 163 to 167 of the BIA, to examine those individuals specifically identified in the Second Report, and any other individual who the Receiver reasonably believes has knowledge of the Property or affairs of Lexin.
29. In the circumstances, it is just, reasonable and necessary to grant the Receiver the requested examination powers to assist the Receiver in its administration of the Property and maximization of value of the Property for the benefit of all of Lexin's stakeholders.
30. Such further and other grounds as counsel may advise and this Honourable Court permit.

Material or evidence to be relied on:

31. The Second Report of the Receiver, dated April 28, 2017.
32. The pleadings and Receiver's Reports previously filed in these proceedings.
33. Such further and other evidence as counsel may advise and this Honourable Court permit.

Applicable rules:

34. *Alberta Rules of Court*, AR 124/2010, and in particular, Rules 1.3, 3.75, 6.3, 6.4, 11.27, 11.29 and 13.5
35. *Bankruptcy and Insolvency General Rules*, and in particular Rules 3, 6 and 11.
36. Such further and other rules as counsel may advise and this Honourable Court permit.

Applicable Acts and regulations:

37. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended, and in particular Part XI thereof.
38. *Judicature Act*, RSA 2000, c J-2.

Any irregularity complained of or objection relied on:

39. None.

How the application is proposed to be heard or considered:

40. In person before the Honourable Justice P.R. Jeffrey, with some or all of the parties present.

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.

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Enerflex Ltd. 10121 Barlow Trail NE Calgary AB T3J 3C6	
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MFC Industrial Ltd. 1620 400 Burrard Street Vancouver BC V6C 3A6	
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Westhill Petroleum Ltd. (0EX2) 260-435 4 Avenue SW Calgary AB T2P 3A8	
Dauntless Energy Inc. (A6H3) 1410-606 4 Street SW Calgary AB T2P 1T1	
Royalty Trust 400-144 4 Avenue SW Calgary AB T2P 3N4	
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Chessor Holdings Ltd. 460 30 Ave Avenue NW Calgary AB T2M 2N4	
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Country Rock Resources Ltd. (A2BY) 79 Windmill Way Calgary AB T3Z 1H5	
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