



COURT FILE NUMBER      25-2332583  
                                 25-2332610  
                                 25-2335351

COURT                      COURT OF QUEEN'S BENCH OF ALBERTA IN BANKRUPTCY  
                                 AND INSOLVENCY

JUDICIAL CENTRE                      CALGARY

PROCEEDINGS                      IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A  
                                 PROPOSAL OF MANITOK ENERGY INC.

                                 IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A  
                                 PROPOSAL OF RAIMOUNT ENERGY CORP.

                                 IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A  
                                 PROPOSAL OF CORINTHIAN OIL CORP.

DOCUMENT                      **APPLICATION**

ADDRESS FOR SERVICE  
AND CONTACT  
INFORMATION OF PARTY  
FILING THIS DOCUMENT

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File No.                      1001023920

Box No.                      39

### **Notice to the Respondents**

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	November 19, 2019
Time	1:00 pm
Where	Calgary Courts Centre
Before Whom	Justice B.E.C. Romaine on the Commercial List

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. Alvarez & Marsal Canada Inc. in its capacities as Receiver and Manager (**Receiver**) and Trustee in Bankruptcy (**Trustee**) of Manito Energy Inc. (**Manitok**) seeks an order, substantially in the form attached hereto as Schedule A:
  - (a) if rectification or other relief is granted to Persist Oil and Gas Ltd. (**Persist**) such that the Nisku Pipelines and Facilities (as defined below) were not sold by the Receiver to Persist, (i) confirming the Nisku Pipelines and Facilities were Discharged Assets under the order, filed in these proceedings on July 9, 2019 (**Partial Discharge Order**), and (ii) deeming the Receiver and Trustee to have renounced, disclaimed and been discharged over the Persist Nisku Assets in accordance with the terms of the Partial Discharge Order; and
  - (b) such further and other relief as counsel may advise and this Honourable Court may grant.

**Grounds for making this application:**

2. Persist purchased various oil and gas assets from the Receiver under a twice-amended agreement of purchase and sale (**Persist-Manitok PSA**). The Persist-Manitok PSA was court-approved by order, filed January 18, 2019, which was itself amended (**Persist-Manitok SAVO**). The Receiver's sale to Persist closed on April 15, 2019.
3. On the face of the Persist-Manitok PSA, Persist purchased seventeen Nisku pipeline segments and three Nisku facilities (the **Nisku Pipelines and Facilities**), as are more particularly described in Appendix A of the Receiver's Thirteenth Report.
4. On October 4, 2019, Persist filed and served an Application to amend the previously-amended Persist-Manitok SAVO to specifically exclude the Nisku Pipelines and Facilities from its purchase (**Persist Application**). On November 7, 2019, Persist filed an Amended Application to, *inter alia*, rectify the second amendment to the Persist-Manitok PSA on the basis that Persist did not purchase the Nisku Pipelines and Facilities.
5. The Receiver and Trustee previously advised Persist that they would not object to the Persist Application subject to certain conditions. Such conditions included that the AER would not object to a concurrent application by the Receiver and Trustee to have the Nisku Pipelines and Facilities treated as Discharged Assets under the Partial Discharge Order.
6. The Nisku Pipelines and Facilities would have been captured by the Partial Discharge Order's definition of Discharged Assets had they been recognized as forming part of the Manitok estate when the Partial Discharge Order was granted.
7. Such further and other grounds as counsel may advise.

**Material or Evidence to be relied on:**

8. The Sixth, Eleventh and Thirteenth Reports of the Receiver.
9. The Receivership Order, Persist-Manitok SAVO and Partial Discharge Order.

10. Such further and other materials as counsel may advise.

**Application Rules:**

11. Rule 6.3(1) and 6.9 of the *Alberta Rules of Court*.
12. Such further and other Rules as counsel may advise.

**Applicable Acts and regulations:**

13. The *Alberta Rules of Court*.
14. Such further and other Acts and regulations as counsel may advise.

**Any irregularity complained of or objection relied on:**

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

**How the application is proposed to be heard or considered:**

16. It is proposed that the application be heard 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 rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

## **Schedule A**

COURT FILE NUMBER	25-2332583 25-2332610 25-2335351
COURT	COURT OF QUEEN'S BENCH OF ALBERTA IN BANKRUPTCY AND INSOLVENCY
JUDICIAL CENTRE	CALGARY
PROCEEDINGS	IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF MANITOK ENERGY INC.  IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF RAIMOUNT ENERGY CORP.  IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF CORINTHIAN OIL CORP.
DOCUMENT	<b>ORDER</b>
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	Norton Rose Fulbright Canada LLP 400 3rd Avenue SW, Suite 3700 Calgary, Alberta T2P 4H2 CANADA  <b>Attention: Howard A. Gorman, QC and D. Aaron Stephenson</b> Telephone: +1 403.267.8144 Facsimile: +1 403.264.5973 <a href="mailto:howard.gorman@nortonrosefulbright.com">howard.gorman@nortonrosefulbright.com</a> <a href="mailto:aaron.stephenson@nortonrosefulbright.com">aaron.stephenson@nortonrosefulbright.com</a> File No. 1001023920 Box No. 39
DATE ON WHICH ORDER WAS PRONOUNCED:	November 19, 2019
NAME OF JUDGE WHO MADE THIS ORDER:	Romaine J.
LOCATION OF HEARING:	Calgary, Alberta

**UPON** the Application of Alvarez & Marsal Canada Inc. in its capacities as the receiver and manager (**Receiver**) and trustee in bankruptcy (**Trustee**) of Manito Energy Inc. (**Manitok**); **AND UPON** reviewing the sale approval and vesting order for the Receiver's sale of Manito assets to Persist Oil and Gas Inc. (**Persist**), filed January 18, 2019, as amended by order, filed April 12, 2019 (**Persist-Manitok SAVO**); **AND UPON** reviewing the order, filed July 9, 2018 (**Partial Discharge Order**); **AND UPON** reviewing the Sixth, Eleventh and Thirteenth Reports of

the Receiver, filed January 7, September 12 and November 8, 2019; **AND UPON** hearing from counsel for the Receiver, counsel for Persist, counsel for the Alberta Energy Regulator, and any other parties present:

**IT IS HEREBY ORDERED AND DECLARED THAT:**

1. The time for service of this application and all supporting materials is abridged, if necessary, and service of this application and all supporting materials is deemed good and effective.
2. The assets listed in Schedule 1 hereto, which are the subject of a rectification and amendment order that was granted to Persist concurrently with this order (such assets being the **Nisku Pipelines and Facilities**), are Discharged Assets (as defined in the Notice of Partial Discharge, which forms part of the Partial Discharge Order) and shall be deemed to have been Discharged Assets when the Partial Discharge Order was granted on July 9, 2019.
3. The Receiver and Trustee are hereby deemed to have renounced, disclaimed and been discharged over the Nisku Pipelines and Facilities in accordance with the terms of the Partial Discharge Order.
4. This Order must be served only on those interested parties that attended or were represented at the within application, and service may be effected by facsimile, electronic mail, personal delivery or courier. Service of this order on any party not attending this application is hereby dispensed with.

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J.C.Q.B.A.

## Schedule 1

### List of Nisku Pipelines and Facilities

#### Nisku Facilities

Area	Licence	Description	Surface Location	Licensee
WAYNE	F3802	Satellite	05-18-028-20W4	Manitok Energy Inc.
WAYNE	F3812	Satellite	11-12-028-21W4	Manitok Energy Inc.
WAYNE	F3831	Satellite	12-34-028-21W4	Manitok Energy Inc.

#### Nisku Pipelines

Area	Licence No.	From Location	From Facility	To Location	To Facility	Licensee
WAYNE	27754-17	12-07-28-20W4	Pipeline	05-18-028-20W4	Satellite	Manitok Energy Inc.
WAYNE	27754-18	12-07-028-20W4	Pipeline	05-18-028-20W4	Satellite	Manitok Energy Inc.
WAYNE	27754-19	05-18-028-20W4	Satellite	14-13-028-21W4	Pipeline	Manitok Energy Inc.
WAYNE	27754-22	11-12-028-21W4	Well	08-23-028-21W4	Satellite	Manitok Energy Inc.
WAYNE	27754-24	15-12-028-21W4	Well	11-12-028-21W4	Satellite	Manitok Energy Inc.
WAYNE	27754-25	16-12-028-21W4	Well	11-12-028-21W4	Satellite	Manitok Energy Inc.
WAYNE	27754-26	12-34-028-21W4	Satellite	08-23-028-21W4	Satellite	Manitok Energy Inc.
WAYNE	27754-32	15-12-028-21W4	Well	11-12-028-21W4	Satellite	Manitok Energy Inc.
WAYNE	27754-41	05-13-028-21W4	Well	11-12-028-21W4	Satellite	Manitok Energy Inc.
WAYNE	57270-1	11-12-028-21W4	Pipeline	06-13-028-21W4	Pipeline	Manitok Energy Inc.
WAYNE	57273-7	08-23-028-21W4	Satellite	14-14-028-21W4	Well	Manitok Energy Inc.
WAYNE	57273-8	08-23-028-21W4	Satellite	14-14-028-21W4	Well	Manitok Energy Inc.
WAYNE	57273-9	08-23-028-21W4	Satellite	14-14-028-21W4	Well	Manitok Energy Inc.
WAYNE	57273-10	14-13-028-21W4	Pipeline	05-18-028-20W4	Well	Manitok Energy Inc.
WAYNE	57273-14	08-23-028-21W4	Satellite	09-27-028-21W4	Pipeline	Manitok Energy Inc.
WAYNE	57273-16	15-27-028-21W4	Pipeline	12-34-028-21W4	Satellite	Manitok Energy Inc.
WAYNE	57273-17	03-18-028-20W4	Well	12-07-028-20W4	Pipeline	Manitok Energy Inc.