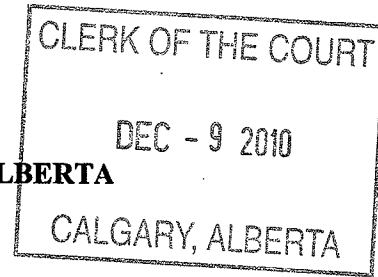


Form 27  
[Rule 6.3]



COURT FILE NUMBER **0801-08487**  
COURT **COURT OF QUEEN'S BENCH OF ALBERTA**

JUDICIAL CENTRE **CALGARY**

PLAINTIFF(S) **ALBERTA TREASURY BRANCHES**

DEFENDANT(S) **APEX ENERGY (CANADA) INC.**

DOCUMENT **APPLICATION BY  
DELOITTE & TOUCHE INC., in its  
capacity as the Court-Appointed Receiver  
and Manager of APEX ENERGY  
(CANADA) INC. and of certain interests  
of WORKMAN ENERGY LTD.**

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF  
PARTY FILING THIS  
DOCUMENT

R.J. DANIEL GILBORN  
**Borden Ladner Gervais LLP**  
1900, 520 3<sup>rd</sup> Ave. S.W.  
Calgary, AB T2P 0R3  
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File No. 406200-000003



**NOTICE TO THE ATTACHED SERVICE LIST (SCHEDULE 'B')**

This application is made against you or may affect you. You are a respondent, a party to this proceeding or an interested party.

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: Wednesday, December 15, 2010  
Time: 9:00 AM  
Where: Calgary Courts Centre, 601 - 5 Street SW, Calgary, Alberta  
Before Whom: The Honourable Madam Justice C.A. Kent (in chambers)

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. DELOITTE & TOUCHE INC., in its capacity as the Court-Appointed Receiver and Manager of APEX ENERGY (CANADA) INC. and of certain interests of WORKMAN ENERGY LTD. (the "Receiver") requests from this Court an Order substantially in the form of **SCHEDULE 'A'** attached hereto, which includes, without limiting, the following relief:

- (a) Abridging, if necessary, the time for and declaring service of this application and supporting materials good and sufficient;
- (b) Approval of the Receiver's Interim Statement of Receipts and Disbursements for the period from October 7, 2008 to December 7, 2010; and
- (c) Approval of an interim distribution to the Plaintiff, up to the value of the Plaintiff's Indebtedness, of all funds held in trust and any further amounts that may be collected by the Receiver net of payment of those amounts required to complete the administration of the estate.

**Grounds for making this application:**

2. The Receiver was appointed by this Honourable Court as a receiver and manager of all the current and future assets, undertakings and properties of Apex Energy (Canada) Inc. ("**Apex**") by way of Order dated October 7, 2008 (the "**Receivership Order**").

3. By way of a Consent Amending Order of this Honourable Court, dated March 20, 2009, the Receivership Order was amended and the duties and powers of the Receiver extended to include all of Workman Energy Ltd.'s ("**Workman**") right, title and interest in and to the Workman Interests (as such term is defined in the Joint Venture Agreement made June 22, 2000, between Apex and Workman) and all other assets, whether personal, real, or tangible held by Workman used or acquired in connection with or in any manner related to the Workman Interests (the "**Expanded Receivership Order**").

4. By way of two Approval and Vesting Orders of this Honourable Court, both dated July 22, 2009, this Court approved the sale of substantially all the assets (with some exceptions) covered by the Receivership Order and Expanded Receivership Order to two purchasers (the "**Sale**").

5. By way of further Order of this Honourable Court, dated January 22, 2010 (the "**Claims and Distribution Order**"):

- (a) The Receiver was authorized and directed to distribute the sum of \$1,335,000.00, as realized from the Sale, to the secured creditor ATB;

- (b) The Receiver was directed to hold the amount of approximately \$636,814.91, pending the determination of certain Trust Claims and Lien Claims as defined in the Affidavit of Vanessa Grant sworn January 13, 2010, or pending further order of the Court; and
- (c) Setting out a process for determination of the Lien Claims.

6. Since the time of the granting of the Claims and Distribution Order:

- (a) The Trust Claims have all been settled by the Receiver as further detailed in the Receiver's Third Report; and
- (b) The Lien Claims have all been either allowed, disallowed or settled by the Receiver (as the case may be) as further detailed in the Receiver's Third Report and there will be no further process taken under any of the said claims;

(collectively referred to as the "**Claims Settlements**").

7. The Claims Settlements were all done in a reasonable manner, and in the best interests of the received entities.

8. Since the time of the granting of the Claims and Distribution Order, the Receiver has continued to collect cash receipts and pay cash disbursements, as set out in the Receiver's latest Statement of Receipts and Disbursements included in the Receiver's Third Report (the "**Operating Activities of the Receiver**").

9. As a result of the Claims Settlements and the Operating Activities of the Receiver, the Receiver presently has funds on hand of approximately \$902,085, as set out in the statement of receipts and disbursements in the Third Report. The Receiver proposes that the majority of that amount be distributed to ATB as an interim distribution in order pay down the outstanding indebtedness and accruing interest (the "**Distribution**").

10. The Receiver further proposes that \$54,900 of the aforesaid amount be excepted from the Distribution and continue to be held by the Receiver as funds which, in the *bona fide* estimate of the Receiver, are required for payments, expenses and professional fees necessary to complete the administration of the within receivership and managership, until the time of the Receiver's application for discharge.

11. ATB's security is, in the opinion of the Receiver's counsel, valid and enforceable, and all other potential priority claimants, namely from the Lien Claims and Trust Claims, have been dealt with. Accordingly, it is just and convenient at this time to make the Distribution to ATB to further retire its indebtedness. The Distribution is in the best interest of the stakeholders of the received entities.

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

12. In making the within Application, the Receiver shall rely on the Third Report of the Receiver to this Honourable Court (filed), the Affidavit(s) proving service (filed), the pleadings and other orders filed in the within Action and the previous Reports of the Receiver and Affidavits of its representatives.

**Applicable rules:**

13. Rules 6.3(3), 6.4, 6.47, 9.2, 9.4, 11.21, 11.27, 11.30, and 13.5(2) of the Alberta *Rules of Court*, A.R. 124/2010.

**Applicable Acts and regulations:**

14. Part XI of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 and s. 13 of the *Judicature Act*, R.S.A. 2000, c. J-2.

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

15. N/A.

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

16. In person, with one, some or all the parties present. The Receiver reserves the right to request, on behalf of those parties who may request the same and subject to the Court's discretion, leave that some parties may attend via video or teleconference in accordance with Rule 6.10. However, the Receiver proposes to appear personally.

**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           **0801-08487**  
COURT                           **COURT OF QUEEN'S BENCH OF ALBERTA**  
  
JUDICIAL CENTRE           **CALGARY**  
PLAINTIFF(S)               **ALBERTA TREASURY BRANCHES**  
DEFENDANT(S)              **APEX ENERGY (CANADA) INC.**  
DOCUMENT                   **ORDER**

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF  
PARTY FILING THIS  
DOCUMENT

R.J. DANIEL GILBORN  
**Borden Ladner Gervais LLP**  
1900, 520 3<sup>rd</sup> Ave. S.W.  
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Email: [dgilborn@blg.com](mailto:dgilborn@blg.com)  
File No. 406200-000003



NAME OF THE JUDGE GRANTING THIS ORDER: The Honourable Madam Justice C.A. Kent

DATE THIS ORDER WAS PRONOUNCED: December 15, 2010

PLACE WHERE THIS ORDER WAS GRANTED: Calgary, Alberta

## **ORDER**

**UPON THE APPLICATION** of Deloitte & Touche Inc. in its capacity as the Receiver and Manager (the "Receiver") of APEX ENERGY (CANADA) INC. ("Apex") and certain interests of WORKMAN ENERGY LTD. ("Workman") (collectively, the "Received Assets and Entities"); **UPON HAVING READ** the Reports of the Receiver to the Court, including the Third Report of the Receiver (the "Third Report") dated December 7, 2010, filed; **UPON HAVING READ** the Affidavit(s) proving service; **UPON HEARING** from counsel for the Receiver; **AND UPON** the within Application being unopposed:

**IT IS HEREBY ORDERED, ADJUDGED AND DECLARED, AS FOLLOWS, THAT:**

1. There has been good and sufficient service of the Application and materials in support thereof, the period for service of the same is abridged to the time given (as necessary), this application is properly returnable on December 15, 2010 and any further service of the Application and materials in support or notice of this application upon any other interested party is hereby dispensed with.

2. Capitalized terms herein shall take on the meanings set out in the Receiver's reports to the Court, in particular the Third Report.

3. The Receiver's statement of receipts and disbursements for the period from October 7, 2008 to December 7, 2010 , as set out in the Third Report, and more particularly Schedule '1' thereto, is approved.

4. The Court approves of and the Receiver is authorized to make an interim distribution to ATB up to the amount the value of the ATB Indebtedness, of all funds held in trust and any further amounts that may be collected by the Receiver net of payment of those amounts required to complete the administration of the estate, all as defined and set out in the Third Report (the "Distribution").

5. The Receiver is hereby further authorized to take any act and execute any document that may be, in the opinion of the Receiver or its counsel acting reasonably, necessary to effect the Distribution.

6. The Receiver shall hold \$54,900 back from the Distribution, in anticipation of further expenses, payments and funds necessary to complete the administration of the Received Assets and Entities and professional fees associated therewith, all as further set out in the Third Report.

---

Justice of the Court of Queen's Bench of Alberta

## Schedule B

**SERVICE LIST**  
**APEX ENERGY (CANADA) INC.**

<p>Fraser Milner Casgrain LLP  3000, 237 - 4th Ave. SW  Calgary, AB T2P 4X7  <b>Attention: Robert Kennedy</b>  <b>Email: <a href="mailto:Robert.kennedy@fmc-law.com">Robert.kennedy@fmc-law.com</a></b>  <b>Fax: (403) 268-3100</b></p>	<p>Bennett Jones LLP  4500, 855 - 2nd Street SW  Calgary AB T2P 4K7  <b>Attention: Alexis Magi</b>  <b>Email: <a href="mailto:magia@bennettjones.com">magia@bennettjones.com</a></b>  <b>Fax: (403) 265-7219</b></p>
<p>McCarthy Tétrault LLP  #3300, 421 - 7th Ave. SW  Calgary, AB T2P 4K9  <b>Attention: Sean F. Collins</b>  <b>Email: <a href="mailto:scollins@mccarthy.ca">scollins@mccarthy.ca</a></b>  <b>Fax: (403) 260-3501</b></p>	<p>Borden Ladner Gervais LLP  1900, 520 Third Avenue S.W.  Calgary, AB T2P 0R3  <b>Attention: R. J. Daniel Gilborn</b>  <b>Email: <a href="mailto:dgilborn@blg.com">dgilborn@blg.com</a></b>  <b>Fax: (403) 266-1395</b></p>
<p>Deloitte &amp; Touché  Chartered Accountants  3000, 700 - 2nd Street SW  Calgary, AB T2P 0S7  <b>Attention: Vanessa Grant &amp; Victor Kroeger</b>  <b>Email: <a href="mailto:vgrant@deloitte.ca">vgrant@deloitte.ca</a></b>  <b>Email: <a href="mailto:vkroeger@deloitte.ca">vkroeger@deloitte.ca</a></b>  <b>Fax: (403) 718-3696</b></p>	<p>Docken &amp; Company  900, 800 – 6<sup>th</sup> Ave. SW  Calgary, AB T2P 3G3  <b>Attention: Mark C. Freeman</b>  <b>Email <a href="mailto:mfreeman@docken.com">mfreeman@docken.com</a></b>  <b>Fax: (403) 269-8246</b></p>
<p>Macleod Dixon LLP  #3700, 400 - 3rd Ave. SW  Calgary, AB T2P 4H2  <b>Attention: Kevin Barr</b>  <b>Email: <a href="mailto:kevin.barr@macleoddixon.com">kevin.barr@macleoddixon.com</a></b>  <b>Fax: (403) 264-5973</b></p>	<p>Parlee McLaws LLP  3400, 150 - 6th Ave. SW  Calgary, AB T2P 3Y7  <b>Attention: G. Scott Watson</b>  <b>Email: <a href="mailto:swatson@parlee.com">swatson@parlee.com</a></b>  <b>Fax: (403) 265-8263</b></p>
<p>Carscallen Leitch LLP  1500, 407 - 2nd Street SW  Calgary, AB T2P 2Y3  <b>Attention: Glen Blackett &amp; Lindsay R. Grice</b>  <b>Email: <a href="mailto:blackett@cllawyers.com">blackett@cllawyers.com</a></b>  <b>Email: <a href="mailto:grice@cllawyers.com">grice@cllawyers.com</a></b>  <b>Fax: (403) 262-2952</b></p>	<p>Davison Worden LLP  1710, 540 – 5<sup>th</sup> Ave. SW  Calgary, AB T2P 0M2  <b>Attention: Laura C. Snowball</b>  <b>Email: <a href="mailto:lsnowball@davisonworden.com">lsnowball@davisonworden.com</a></b>  <b>Fax: (403) 262-7011</b></p>

<p>Davison Worden LLP  1710, 540 – 5<sup>th</sup> Ave. SW  Calgary, AB T2P 0M2  <b>Attention: Ryana K. Mather</b>  <b>Email: <u>mather@davisonworden.com</u></b>  <b>Fax: (403) 262-7011</b></p>	<p>EnCana Corporation  421 - 7th Ave. SW  Calgary, AB T2P 2S5  <b>Attention: Lisa Fast</b>  <b>Email: <u>lisa.fast@encana.com</u></b>  <b>Fax: (403) 645-3400</b></p>
<p>Precision Drilling Corporation  4200, 150 - 6th Ave. SW  Calgary, AB T2P 3Y7  <b>Attention: Brian Petovello</b>  <b>Email: <u>bpetovello@precisiondrilling.com</u></b></p>	<p>Warren Sinclair LLP  600, 4911 – 51<sup>st</sup> Street  Red Deer, AB T4N 6V4  <b>Attention: Barry M. Wilson, Q.C.</b>  <b>Email: <u>bwilson@warrensinclair.com</u></b></p>
<p>Kirwin LLP  #200, 10339 – 124<sup>th</sup> Street  Edmonton, AB T5N 3W1  <b>Attention: Gregory P. Shewchuk</b>  <b>Email: <u>gslaw@schel.com</u></b>  <b>Fax: (780) 453-3281</b></p>	<p>Macleod Dixon LLP  #3700, 400 - 3rd Ave. SW  Calgary, AB T2P 4H2  <b>Attention: Howard A. Gorman and Robert T. Malcolm, Q.C.</b>  <b>Email: <u>howard.gorman@macleoddixon.com</u></b>  <b>Email: <u>bob.malcolm@macleoddixon.com</u></b>  <b>Fax: (403) 264-5973</b></p>
<p>Miller Lehane &amp; Wild  1, 5035 – 49<sup>th</sup> Street  Innisfail, AB T4G 1V3  <b>Attention: J. J. Lehane, QC</b>  <b>Fax: (403) 227-2929</b></p>	<p>Rising Star Energy Corp.  1004 Hunterston Hill NW  Calgary, AB T2K 4N8</p>
<p>MMCII Energy ULC  1700, 250 – 6<sup>th</sup> Ave. SW  Calgary, AB T2P 3H7</p>	<p>Vermilion Resources Ltd.  3700, 400 – 3<sup>rd</sup> Ave. SW  Calgary, AB T2P 2H2</p>