



COURT FILE NUMBER 1701-00143
 COURT COURT OF QUEEN'S BENCH OF ALBERTA
 JUDICIAL CENTRE CALGARY
 PLAINTIFF BUSINESS DEVELOPMENT BANK OF CANADA
 DEFENDANT QUATTRO EXPLORATION AND PRODUCTION LTD.

IN THE MATTER OF THE RECEIVERSHIP OF
 QUATTRO EXPLORATION AND
 PRODUCTION LTD.

DOCUMENT **AMENDED APPLICATION FOR DISCHARGE**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
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NOTICE TO THE ATTACHED SERVICE LIST (SCHEDULE "A")

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 master/judge.

To do so, you must be in Court when the application is heard as shown below:

Date December 13, 2018
 Time 4:00 PM
 Where Calgary Courts Centre, 601-5th Street SW, Calgary AB
 Before Whom The Honourable Mr. Justice J.T. Eamon

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. Hardie & Kelly Inc. (“**HKI**”) is the court-appointed receiver and manager (the “**Receiver**”) of the debtor, Quattro Exploration and Production Ltd. (the “**Debtor**” or “**Quattro**”), pursuant to a receivership order (the “**Receivership Order**”) dated February 2, 2017 (the “**Receivership Date**”).
2. The Receiver seeks an Order substantially in the form attached hereto as **Schedule “B”**, including orders:
 - (a) declaring the time for service of this Amended Application to be good and sufficient and declaring that no other persons are required to have been served with this Application;
 - (b) approving the Receiver’s Final Statement of Receipts and Disbursements, as attached to the Receiver’s Supplement to the Ninth Report dated December 3, 2018 (the “**Final Report Supplement**”);
 - (c) ratifying and approving the Receiver’s activities since April 24, 2018, and in particular those activities set out in the Receiver’s Ninth Report dated October 12, 2018 (the “**Final Report**”) and in the Receiver’s Final Report Supplement;
 - (d) approving the accounts for the administration of the Receivership as follows:
 - (i) approving the Receiver’s fees and disbursements rendered to date, which total \$335,073.20 (plus GST), without the necessity of a formal passing of accounts;
 - (ii) approving the fees and disbursements of the Receiver’s primary legal counsel, Borden Ladner Gervais LLP (“**BLG**”), rendered to date, which total \$609,526.69 (plus GST), without the necessity of a formal passing of accounts;
 - (iii) approving the fees and disbursements of the Receiver’s legal counsel in Saskatchewan, McDougall Gauley LLP (“**McDougall**”), rendered to date, which total \$135,416.81 (plus GST and PST), without the necessity of a formal passing of accounts; and
 - (iv) approving the Receiver’s, BLG’s and McDougall’s final fees and disbursements to complete all final matters relating to these proceedings, of approximately \$100,000, without the necessity of a formal passing of accounts;
 - (e) authorizing and directing the Receiver to distribute any residual funds of the Debtor, which remain in the Receiver’s operational trust account after payment of the final professional fees and disbursements and any final expenses for the receivership (the “**Residual Funds**”), to the Business Development Bank of Canada (“**BDC**”) as partial satisfaction of the Interim Credit Facility (as described below);
 - (f) authorizing and directing the Receiver to release certain funds to BDC, which have been held in a segregated trust account by the Receiver for BDC, because they were inadvertently paid to Quattro in or around the onset of the Receivership;

- (g) discharging the Receiver as receiver and manager of the Debtor, including without limitation, declaring that the Receiver has satisfied all of its obligations under and pursuant to the terms of the Orders granted in the within proceedings;
- (h) releasing and holding the Receiver harmless from any and all actions and claims resulting, arising from or in any way connected with the performance of its duties and activities in the within Receivership, except those occurring by fraud, gross negligence or wilful misconduct;
- (i) authorizing the Receiver to destroy the Debtor's pre-receivership books and records (the "**Corporate Records**") within 30 days of the hearing of this Application, unless collected by the Debtor's former directors or by the regulatory bodies in Alberta, Saskatchewan, and British Columbia, as applicable;
- (j) discharging HKI as court-appointed monitor ("**Monitor**") of the Debtor, pursuant to an Initial Order under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 (the "**CCAA**") granted on September 8, 2016 (the "**Initial Order**"); and
- (k) such further and other relief as Counsel may advise and this Honourable Court may permit.

Grounds for making this application:

Background

3. Quattro was an exploration and production company, based in Calgary, Alberta, whose common shares traded on the TSX Venture Exchange under the symbol "TSXV:QXP". Quattro was formed under the laws of Alberta, was extra-provincially registered in Saskatchewan and British Columbia, and owned oil and gas assets in all three Provinces.
4. Quattro's primary secured creditor was BDC at all relevant times.
5. On August 10, 2016, Quattro filed a Notice of Intention to Make a Proposal (the "**NOI**"), pursuant to the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 the ("**BIA**"). HKI was appointed Proposal Trustee in respect of the NOI.
6. However, on September 8, 2016, the Court granted an Initial Order in respect of Quattro, to permit Quattro to attempt to restructure under the CCAA (the "**CCAA Proceedings**"). Among other things, the CCAA Proceedings caused the NOI to terminate. HKI was appointed Monitor under the Initial Order and BLG acted as HKI's counsel in this capacity.
7. The Initial Order granted several charges over the Property in favour of the Monitor, BLG and BDC. In particular, paragraphs 33 to 43 of the Initial Order granted:

- (a) an “**Administrative Charge**” in favour of the Monitor and BLG (as well as the Debtor’s legal counsel), as security for professional fees and disbursements incurred in connection with the CCAA Proceedings; and
 - (b) an “**Interim Lender’s Charge**” to secure indebtedness incurred by the Debtor under an “**Interim Credit Facility**” granted by BDC to the Debtor, for the purposes of the CCAA Proceedings.
8. HKI and BLG incurred fees and disbursements in the CCAA Proceedings and the Debtor made interim borrowings from BDC.
9. Ultimately, HKI, in its capacity as Monitor, determined that a viable plan of arrangement or compromise under the CCAA was unlikely, and HKI supported BDC’s application for the Receivership Order.
10. Like the Initial Order, the Receivership Order granted several charges over the Property in favour of the Receiver, its legal counsel and BDC. In particular, paragraphs 19 to 25 of the Receivership Order:
 - (a) granted the Receiver and its counsel a charge on the Property, as security for professional fees and disbursements that the Receiver and its counsel may incur in the receivership proceedings (the “**Receiver’s Charge**”); and
 - (b) empowered the Receiver to borrow such monies from time to time as it may consider necessary or desirable, and granted a charge on the Property as security for such borrowings (the “**Receiver’s Borrowings Charge**”).
11. Under paragraph 34, the Receivership Order also continued the Administration Charge and Interim Lender’s Charge created by the Initial Order.
12. The Receiver and its legal counsel (BLG and McDougall) incurred fees and disbursements during the course of the receivership, and the Receiver made borrowings from BDC pursuant to the Receiver’s Borrowings Charge.

The Receiver’s Realizations

13. As set out in the Receiver’s prior reports filed in the within proceedings (the “**Prior Receiver’s Reports**”), between February 2017 and May 2018, the Receiver took possession of and realized on the Property.
14. In particular, the Receiver has completed (with the Court’s approval) seventeen asset sale transactions to realize on the Property. The final transaction was an asset sale to Tallahassee

Exploration Inc. (“**Tallahassee**”), as described in the Receiver’s Eight Report dated April 12, 2018 (the “**Eight Report**”). The sale to Tallahassee closed on or around May 11, 2018.

15. Consequently, all of the Debtor’s producing oil and gas properties have now been sold and realized upon by the Receiver, or have been shut-in and renounced by Receiver, as the Receiver determined they were not economically viable or saleable.
16. There is no further Property of Quattro to be dealt with by the Receiver, with the exception of the Receiver finalising certain post-receivership operated and non-operated joint venture billings, as described in the Final Report and the Final Report Supplement.

Final Distributions and Releases

17. The Receiver has prepared a Final Statement of Receipts and Disbursements, which is dated as of November 30, 2018 and attached to the Receiver’s Final Report Supplement. Specifically, as at November 30, 2018, the Receiver maintains approximately \$440,000 in its operational trust account and estimates that Residual Funds in the amount of \$340,000 will remain after the Receiver completes the final administration of the Debtor’s estate, including payment of final professional fees and disbursements.
18. Because the Receiver will pay the Receiver’s Charge, and has already paid the Administrative Charge and the Receiver’s Borrowings Charge, the Receivership Order directs that the Residual Funds be paid to BDC as partial satisfaction for the Interim Credit Facility, as secured by the Interim Lender’s Charge.
19. After the payment of the Residual Funds to BDC, approximately \$1.3 million will remain outstanding under the Interim Credit Facility. As such, there will be no distribution to any of Debtor’s pre-receivership creditors. The total shortfall to BDC, Quattro’s primary secured creditor, will amount to approximately \$11.2 million.
20. In addition to the Receiver’s operational trust account, since the Receivership Date, the Receiver has held \$54,856.68 in a segregated trust account (the “**Trust Funds**”) in favour of BDC because of an inadvertent payment by BDC to the Debtor in or around the commencement of the Receivership (as described in the Final Report). Given that substantial amounts will be owing to BDC after payment of the Residual Funds, including under the Interim Credit Facility which has priority, the Receiver considers it appropriate to release the Trust Funds to BDC.

21. Finally, as described in the Receiver's Final Report and in the Final Report Supplement, certain "**Mineral Lessors**" made an application in these proceedings, in which they requested relief relating to pre-receivership lease payments. The Court dismissed the Mineral Lessors' application on October 25, 2018, and the Mineral Lessors have not appealed that dismissal order. Accordingly, no distribution or order is appropriate in favour of the Mineral Lessors.

Proposed Discharge of the Receiver

22. In light of the foregoing, the administration of the Debtor's estate is now substantially complete. In particular, the only outstanding issues for the Receiver to complete are:
- (a) finalising the general administration of the Receivership, including the payment of final fees and disbursements of the Receiver and its counsel;
 - (b) finalising certain post-receivership operated and non-operated joint venture billings;
 - (c) the payment of the Residual Funds to BDC in partial satisfaction of the Interim Credit Facility, as secured by the Interim Lender's Charge; and
 - (d) releasing the Trust Funds to BDC, in partial satisfaction of the Interim Credit Facility, as secured by the Interim Lender's Charge;
- (the "**Outstanding Matters**").
23. Because the administration of the Debtor's estate is substantially complete, it is appropriate for the Receiver to be discharged, subject to the completion of the Outstanding Matters.
24. Following the Receiver's completion of the Outstanding Matters, the Receiver seeks the approval of this Honourable Court to destroy the Debtor's Corporate Records, unless the Debtor's former directors or the regulatory bodies in Alberta, Saskatchewan, and British Columbia (as applicable), collect the Corporate Records within a reasonable time. Such an order is appropriate since: (i) Quattro's former directors have been notified of this Application; (ii) the Court granted a bankruptcy order in respect of Quattro on April 12, 2017 and the Receiver anticipates that Quattro will be dissolved; and (iii) the storage of the Corporate Records is a continuing expense to the Receiver.
25. Moreover, since all of the commercially viable Property of Quattro has been sold, and because the Receivership Order lifted the stay in the CCAA Proceedings, it is also appropriate for the Court to formally discharge HKI as Monitor of the Debtor.
26. Finally, the accounts of the Receiver and its legal counsel are fair and reasonable since, among other things: (i) the receivership has included seventeen assets sale transactions, concerning assets

located across Alberta, Saskatchewan and British Columbia; (ii) the Receiver has dealt with regulators in all three Provinces; and (iii) the Receiver has dealt with the repeated correspondence and concerns of the Mineral Lessors.

Material or evidence to be relied on:

27. The Ninth Report of the Receiver, dated October 12, 2018.
28. The Supplement to the Ninth Report of the Receiver, dated December 3, 2018.
29. The Prior Receiver's Reports, pleadings, affidavits and other materials filed in these proceedings.
30. Such further and other material or evidence as Counsel may advise and this Honourable Court may permit.

Applicable rules:

31. The *Alberta Rules of Court*, AR 124/2010.
32. The *Bankruptcy and Insolvency General Rules*.
33. Such further and other rules as Counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

34. Part XI of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3.
35. Section 13 of the *Judicature Act*, RSA 2000, c J-2.
36. *Companies' Creditors Arrangement Act*, RSC 1985, c C-36.
37. 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:

38. None.

How the application is proposed to be heard or considered:

39. In person 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.

Schedule "A"

Service List

COURT FILE NUMBER	1701-00143
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JUDICIAL CENTRE	Calgary
PLAINTIFF	BUSINESS DEVELOPMENT BANK OF CANADA
DEFENDANT	QUATTRO EXPLORATION AND PRODUCTION LTD., QUATTRO INNOVATIONS INC. and QUATTRO GUATEMALA S.A.

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<p>Leonard Van Betuw 83 Discovery Ridge Mount SW Calgary, AB T3H 3G2</p>			

Schedule "B"

Proposed Form of Discharge Order

COURT FILE NUMBER 1701-00143
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF BUSINESS DEVELOPMENT BANK OF CANADA
DEFENDANT QUATTRO EXPLORATION AND PRODUCTION LTD.
IN THE MATTER OF THE RECEIVERSHIP OF
QUATTRO EXPLORATION AND PRODUCTION LTD.

DOCUMENT **ORDER FOR DISCHARGE**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
Lisa Hiebert
Borden Ladner Gervais LLP
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Calgary, AB T2P 0R3
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File No. 436743.19

DATE ON WHICH ORDER WAS PRONOUNCED: December 13, 2018

NAME OF JUSTICE WHO MADE THE ORDER: Honourable Mr. Justice J.T. Eamon

LOCATION OF HEARING: Calgary, Alberta

UPON the application of Hardie & Kelly Inc. (“**HKI**”), as amended (the “**Application**”), in its capacity as the court-appointed receiver and manager (the “**Receiver**”) of the debtor, Quattro Exploration and Production Ltd. (the “**Debtor**” or “**Quattro**”), and not in its personal capacity; **AND UPON** having read the Ninth Report of the Receiver dated October 12, 2018 (the “**Final Report**”), the Supplement to the Ninth Report of the Receiver dated December 3, 2018 (the “**Final Report Supplement**”), the Receiver’s prior reports, and other pleadings, affidavits and documents filed in these proceedings, including the receivership order (the “**Receivership Order**”) granted on February 2, 2017 (the “**Receivership Date**”); **AND UPON** noting that HKI was appointed by the Court as the monitor of the Debtor (the “**Monitor**”), pursuant to an Initial Order under the *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36 (the “**CCAA**”) granted on September 8, 2016 (the “**Initial Order**”); **AND UPON** hearing from counsel for the Receiver and counsel for any other interested parties appearing at the hearing of this Application:

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Capitalized terms not otherwise defined herein, have the meanings ascribed to them in the Receivership Order or Initial Order, as applicable.
2. The time for service of this Application, the Final Report and Final Report Supplement, is hereby declared to be good and sufficient and no other person is required to have been served with notice of this application and the time for service of this Application is hereby abridged to that actually given.
3. The Receiver's Final Statement of Receipts and Disbursements, as attached to the Receiver's Final Report Supplement, is hereby approved and ratified.
4. The Receiver's activities since April 24, 2018 to the date hereof, as set out in the Receiver's Final Report, are hereby approved and ratified.
5. The accounts rendered by the Receiver for fees and disbursements, in the amount \$335,073.20 (plus GST), as described in the Receiver's Final Report, are hereby approved without the necessity of a formal passing of its accounts.
6. The accounts rendered by the Receiver's legal counsel, Borden Ladner Gervais LLP ("**BLG**"), for its fees and disbursements, in the amount of \$609,526.69 (plus GST), as described in the Receiver's Final Report, are hereby approved without the necessity of a formal assessment of its accounts.
7. The accounts rendered by the Receiver's legal counsel in Saskatchewan, McDougall Gauley LLP ("**McDougall**"), for its fees and disbursements, in the amount of \$135,416.81 (plus GST and PST), as described in the Receiver's Final Report, are hereby approved without the necessity of a formal assessment of its accounts.
8. The Receiver's, BLG's and McDougall's estimated fees and disbursements for the within Application, and all final, incidental or ancillary duties or responsibilities in connection with the completion of the administration of the Debtor, of approximately \$100,000, are hereby approved without the necessity of a formal passing or assessment of accounts.
9. The Receiver is hereby authorized and directed to pay (i) the fees and disbursements set out at paragraphs 5 to 8 above, as applicable, (ii) any final post-receivership operated and non-operated

joint venture billings, as described in the Final Report and Final Report Supplement, and then (iii), a final distribution of any residual funds in the Receiver's operational trust account (the "**Residual Funds**") to the Business Development Bank of Canada ("**BDC**") as partial satisfaction of the Interim Lender's Charge.

10. The Receiver is hereby authorized and directed to release the \$54,856.68 that the Receiver currently holds in a segregated trust account (the "**Trust Funds**") to BDC as partial satisfaction of the Interim Lender's Charge.
11. Upon the Receiver filing with the Clerk of the Court a sworn affidavit of a licensed trustee employed by the Receiver confirming that all matters set out in this Order have been completed, including payment of accounts, distribution of funds and delivery of records, the Receiver shall be discharged as Receiver of the Debtor, provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the Receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of the Receiver in its capacity as Receiver.
12. On the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any fraud, gross negligence or willful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing, any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
13. No action or other proceedings shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver, except with prior leave of this Court on Notice to the Receiver, and upon such terms as this Court may direct.
14. The Receiver shall use reasonable efforts to deliver to the Orphan Well Association and the British Columbia Oil and Gas Commission, the Debtor's well surface land, engineering, pipeline and environmental files with respect to disclaimed properties located in Alberta and British Columbia, respectively.

15. The Receiver is hereby authorized to destroy the Debtors' pre-receivership books and records unless any such books and records are collected by (i) the regulatory bodies in Alberta, Saskatchewan and British Columbia, as applicable, within 30 days of this Order; or (ii) the Debtors' former directors within 45 days of This Order.
16. HKI, in its capacity as court-appointed Monitor under the Initial Order, is hereby discharged as Monitor, provided that HKI shall continue to have the benefit of the provisions of all Orders made in the proceedings under CCAA, including all approvals, protections and stays of proceedings in favour of HKI in its capacity as Monitor.
17. Service of this Order shall be deemed good and sufficient by serving the same on:
 - a. the persons listed on the service list (attached as **Schedule "A"** to the Application); and
 - b. by posting a copy of this Order on the Receiver's website.
18. No other persons are entitled to be served with a copy of this Order.

Justice of the Court of Queen's Bench of Alberta