

District of: Alberta
Division No. 02 - Calgary
Court No. 25-1822699
Estate No. 25-1822699

FORM 67
Notice of Bankruptcy and First Meeting of Creditors
(Subsection 102(1) of the Act)

In the matter of the bankruptcy of
Pocket Energy Ltd.
of the Town of Crossfield, in the Province of Alberta

Take notice that:

1. Pocket Energy Ltd. filed (or was deemed to have filed) an assignment on the 20th day of December 2013, and the undersigned, Hardie & Kelly Inc, was appointed as trustee of the estate of the bankrupt by the official receiver (or the Court), subject to affirmation by the creditors of the trustee's appointment or substitution of another trustee by the creditors.

2. The first meeting of creditors of the bankrupt will be held on the 9th day of January 2014, at 3:00 PM, at the office of Hardie & Kelly Inc., at 110, 5800 - 2nd Street SW, Calgary, Alberta.

3. To be entitled to vote at the meeting, a creditor must lodge with the trustee, before the meeting, a proof of claim and, where necessary, a proxy.

4. Enclosed with this notice is a proof of claim form, proxy form, and list of creditors with claims amounting to \$25 or more showing the amounts of their claims.

5. Creditors must prove their claims against the estate of the bankrupt in order to share in any distribution of the proceeds realized from the estate.

Dated at the City of Calgary in the Province of Alberta, this 23rd day of December 2013.

Hardie & Kelly Inc - Trustee

Per:



Marc Kelly
Suite 110, 5800 2nd Street SW
Calgary AB T2H 0H2
Phone: (403) 252-1766 Fax: (403) 640-0591

District of: Alberta
 Division No. 02 - Calgary
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Original Amended

-- Form 78 --

Statement of Affairs (Business Bankruptcy) made by an entity
 (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)

In the matter of the bankruptcy of
 Pocket Energy Ltd.
 of the Town of Crossfield, in the Province of Alberta

To the bankrupt:

You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the bankruptcy, on the 19th day of December 2013. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

LIABILITIES (as stated and estimated by the officer)	ASSETS (as stated and estimated by the officer)
1. Unsecured creditors as per list "A" 6,659,073.71	1. Inventory 0.00
Balance of secured claims as per list "B" 0.00	2. Trade fixtures, etc. 0.00
Total unsecured creditors 6,659,073.71	3. Accounts receivable and other receivables, as per list "E"
2. Secured creditors as per list "B" 0.00	Good 0.00
3. Preferred creditors as per list "C" 0.00	Doubtful 0.00
4. Contingent, trust claims or other liabilities as per list "D"	Bad 0.00
estimated to be reclaimable for 0.00	Estimated to produce 0.00
Total liabilities 6,659,073.71	4. Bills of exchange, promissory note, etc., as per list "F" 0.00
Surplus NIL	5. Deposits in financial institutions 0.00
	6. Cash 163.59
	7. Livestock 0.00
	8. Machinery, equipment and plant 0.00
	9. Real property or immovable as per list "G" 0.00
	10. Furniture 0.00
	11. RRSPs, RRIFs, life insurance, etc. 0.00
	12. Securities (shares, bonds, debentures, etc.) 0.00
	13. Interests under wills 0.00
	14. Vehicles 0.00
	15. Other property, as per list "H" 1.00
	If bankrupt is a corporation, add:
	Amount of subscribed capital 0.00
	Amount paid on capital 0.00
	Balance subscribed and unpaid 0.00
	Estimated to produce 0.00
	Total assets 164.59
	Deficiency 6,658,909.12

I, Norman B. Webb, of the City of Calgary in the Province of Alberta, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of my affairs on the 19th day of December 2013 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED)
 before me at the City of Calgary in the Province of Alberta, on this 19th day of December 2013.




 Norman B. Webb

A Commissioner for Oaths
 in and for the Province of Alberta
 KARINA FAY SHELTON
 My appointment expires May 03, 2014

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FORM 78 – Continued

List "A"
 Unsecured Creditors

Pocket Energy Ltd.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	721433 Alberta Ltd.	7 Spruce Drive Sedgewick AB T0B 4C0	20,000.00	0.00	20,000.00
2	824273 Alberta Ltd.	104, 331 - 3rd Avenue Strathmore AB T1P 1T5	42,500.00	0.00	42,500.00
3	CRA - Canada Revenue Agency - Tax - Prairie 838064764	c/o Edmonton Tax Services Office Revenue Collections Division Regional Intake Centre for Insolvency 9700 Jasper Avenue Edmonton AB T5J 4C8	1.00	0.00	1.00
4	Cumming, Geoff	507 Princeton Way SW Calgary AB T2P 3R8	656,000.00	0.00	656,000.00
5	FMI Consultants	204, 1122 - 16 Ave. SW Calgary AB T2R 0T6	45,250.00	0.00	45,250.00
6	Husky Energy Ltd. Attn: Jonathan Nowicki	Land Department 111 - 5 Avenue SW Calgary AB T2P 3Y6	0.00	0.00	0.00
7	Husky Energy Ltd. Attn: Ryan Curry	111 - 5 Avenue SW Calgary AB T2P 3Y6	0.00	0.00	0.00
8	Husky Oil Operations Limited Attn: Ashley Adame 0000502687	P.O. Box 6525, Station D Calgary AB T2P 3G7	2,309,072.71	0.00	2,309,072.71
9	Schreiner, Kevin	Box 380 Crossfield AB T0M 0S0	375,000.00	0.00	375,000.00
10	St. Alban's Capital	507 Princeton Way SW Calgary AB T2P 5N4	48,750.00	0.00	48,750.00
11	St. Albans' Capital Loan	507 Princeton Way SW Calgary AB T2P 5N4	2,850,000.00	0.00	2,850,000.00
12	Wheeler, Brant	104, 331 - 3 Avenue Strathmore AB T1P 1T5	312,500.00	0.00	312,500.00
Total:			6,659,073.71	0.00	6,659,073.71

19-Dec-2013

Date


 Norman B. Webb

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FORM 78 -- Continued

List "B"
Secured Creditors

Pocket Energy Ltd.

No.	Name of creditor	Address	Amount of claim	Particulars of security	When given	Estimated value of security	Estimated surplus from security	Balance of claim unsecured
			Total:			0.00	0.00	0.00

19-Dec-2013

Date



Norman B. Webb

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FORM 78 -- Continued

List "C"
Preferred Creditors for Wages, Rent, etc.

Pocket Energy Ltd.

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
Total:					0.00	0.00	0.00

19-Dec-2013
Date


Norman B. Webb

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FORM 78 -- Continued

List "D"
Contingent or Other Liabilities

Pocket Energy Ltd.

No.	Name of creditor or claimant	Address and occupation	Amount of liability or claim	Amount expected to rank for dividend	Date when liability incurred	Nature of liability
Total:			0.00	0.00		

19-Dec-2013

Date



Norman B. Webb

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FORM 78 -- Continued

List "E"
Debts Due to the Bankrupt
Pocket Energy Ltd.

No.	Name of debtor	Address and occupation	Nature of debt	Amount of debt (good, doubtful, bad)	Folio of ledgers or other book where particulars to be found	When contracted	Estimated to produce	Particulars of any securities held for debt
				0.00				
			Total:	0.00			0.00	
				0.00				

19-Dec-2013

Date



Norman B. Webb

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FORM 78 – Continued

List "F"

Bills of Exchange, Promissory Notes, Lien Notes, Chattel
Mortgages, etc., Available as Assets

Pocket Energy Ltd.

No.	Name of all promissory, acceptors, endorsers, mortgagors, and guarantors	Address	Occupation	Amount of bill or note, etc.	Date when due	Estimated to produce	Particulars of any property held as security for payment of bill or note, etc.
Total:				0.00		0.00	

19-Dec-2013

Date



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FORM 78 – Continued

List "G"
Real Property or Immovables Owned by Bankrupt
Pocket Energy Ltd.

Description of property	Nature of bankrupt interest	In whose name does title stand	Total value	Particulars of mortgages, hypothecs, or other encumbrances (name, address, amount)	Equity or surplus
			Total:	0.00	0.00

19-Dec-2013

Date



Norman B. Webb

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FORM 78 -- Concluded

List "H"
 Property

Pocket Energy Ltd.

FULL STATEMENT OF PROPERTY

Nature of property	Location	Details of property	Original cost	Estimated to produce
(a) Stock-in-trade			0.00	0.00
(b) Trade fixtures, etc.			0.00	0.00
(c) Cash in financial institutions			0.00	0.00
(d) Cash on hand		Cash on hand	163.59	163.59
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	0.00
(g) Furniture			0.00	0.00
(h) Life insurance policies, RRSPs, etc.			0.00	0.00
(i) Securities			0.00	0.00
(j) Interests under wills, etc.			0.00	0.00
(k) Vehicles			0.00	0.00
(l) Taxes			0.00	0.00
(m) Other		Petroleum and natural gas interests	0.00	1.00
			Total:	164.59

19-Dec-2013

Date



Norman B. Webb

District of: Alberta
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FORM 31
Proof of Claim
(Sections 50.1, 81.5, 81.6, Subsections 65.2(4), 81.2(1), 81.3(8), 81.4(8), 102(2), 124(2), 128(1),
and Paragraphs 51(1)(e) and 66.14(b) of the Act)

In the matter of the bankruptcy of
Pocket Energy Ltd.
of the Town of Crossfield, in the Province of Alberta

All notices or correspondence regarding this claim must be forwarded to the following address:

In the matter of the bankruptcy of Pocket Energy Ltd. of the Town of Crossfield in the Province of Alberta and the claim of _____, creditor,
I, _____, (name of creditor or representative of the creditor), of the city of _____ in the province of _____, do hereby certify:

- 1. That I am a creditor of the above named debtor (or I am _____ (position/title) of _____ creditor).
- 2. That I have knowledge of all the circumstances connected with the claim referred to below.
- 3. That the debtor was, at the date of bankruptcy, namely the 20th day of December 2013, and still is, indebted to the creditor in the sum of \$ _____, as specified in the statement of account (or affidavit) attached and marked Schedule "A", after deducting any counterclaims to which the debtor is entitled. (The attached statement of account or affidavit must specify the vouchers or other evidence in support of the claim.)

4. (Check and complete appropriate category.)

A. UNSECURED CLAIM OF \$ _____
(other than as a customer contemplated by Section 262 of the Act)

That in respect of this debt, I do not hold any assets of the debtor as security and
(Check appropriate description.)

- Regarding the amount of \$ _____, I claim a right to a priority under section 136 of the Act.
- Regarding the amount of \$ _____, I do not claim a right to a priority.
(Set out on an attached sheet details to support priority claim.)

B. CLAIM OF LESSOR FOR DISCLAIMER OF A LEASE \$ _____

That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows:
(Give full particulars of the claim, including the calculations upon which the claim is based.)

C. SECURED CLAIM OF \$ _____

That in respect of this debt, I hold assets of the debtor valued at \$ _____ as security, particulars of which are as follows:
(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)

D. CLAIM BY FARMER, FISHERMAN OR AQUACULTURIST OF \$ _____

That I hereby make a claim under subsection 81.2(1) of the Act for the unpaid amount of \$ _____
(Attach a copy of sales agreement and delivery receipts.)

- E. CLAIM BY WAGE EARNER OF \$ _____
- That I hereby make a claim under subsection 81.3(8) of the Act in the amount of \$ _____,
- That I hereby make a claim under subsection 81.4(8) of the Act in the amount of \$ _____,
- F. CLAIM BY EMPLOYEE FOR UNPAID AMOUNT REGARDING PENSION PLAN OF \$ _____
- That I hereby make a claim under subsection 81.5 of the Act in the amount of \$ _____,
- That I hereby make a claim under subsection 81.6 of the Act in the amount of \$ _____,
- G. CLAIM AGAINST DIRECTOR \$ _____

(To be completed when a proposal provides for the compromise of claims against directors.)

That I hereby make a claim under subsection 50(13) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

- H. CLAIM OF A CUSTOMER OF A BANKRUPT SECURITIES FIRM \$ _____

That I hereby make a claim as a customer for net equity as contemplated by section 262 of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

5. That, to the best of my knowledge, I _____ (am/am not) (or the above-named creditor _____ (is/is not)) related to the debtor within the meaning of section 4 of the Act, and _____ (have/has/have not/has not) dealt with the debtor in a non-arm's-length manner.

6. That the following are the payments that I have received from, and the credits that I have allowed to, and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of Section 2 of the Act: (Provide details of payments, credits and transfers at undervalue.)

7. (Applicable only in the case of the bankruptcy of an individual.)

- Whenever the trustee reviews the financial situation of a bankrupt to redetermine whether or not the bankrupt is required to make payments under section 68 of the Act, I request to be informed, pursuant to paragraph 68(4) of the Act, of the new fixed amount or of the fact that there is no longer surplus income.
- I request that a copy of the report filed by the trustee regarding the bankrupt's application for discharge pursuant to subsection 170(1) of the Act be sent to the above address.

Dated at _____, this _____ day of _____,

Witness

Creditor

Phone Number: _____
Fax Number : _____
E-mail Address : _____

NOTE: If an affidavit is attached, it must have been made before a person qualified to take affidavits.

WARNINGS: A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor.

Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.

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FORM 36
Proxy
(Subsection 102(2) and paragraphs 51(1)(e) and 66.15(3)(b) of the Act)

In the matter of the bankruptcy of
Pocket Energy Ltd.
of the Town of Crossfield, in the Province of Alberta

I, _____, of _____, a creditor in the above matter, hereby
appoint _____, of _____, to be
my proxyholder in the above matter, except as to the receipt of dividends, _____ (with or without)
power to appoint another proxyholder in his or her place.

Dated at _____, this _____ day of _____, _____.

Witness

Individual Creditor

Witness

Name of Corporate Creditor

Per _____
Name and Title of Signing Officer

Return To:

Hardie & Kelly Inc - Trustee
Suite 110, 5800 2nd Street SW
Calgary AB T2H 0H2
Phone: (403) 252-1766