



COURT FILE NUMBER	2001-01349
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
PLAINTIFF	ROYAL BANK OF CANADA
DEFENDANT	PETRO WEST LIMITED PARTNERSHIP and PETRO WEST LTD.
APPLICANT	ERNST & YOUNG INC., in its capacity as receiver and manager of PETRO WEST LIMITED PARTNERSHIP and its general partner, PETRO WEST LTD.
DOCUMENT	APPLICATION (Final Distribution, Approval of Receiver's Fees and Disbursements, Approval of Receiver's Activities, and Discharge of Receiver)
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	MLT AIKINS LLP 2100, 222 3 Ave Calgary, Alberta T2P 0B4 Attention: Ryan Zahara/Catrina Webster Counsel for the Receiver, Ernst & Young Inc. Phone: 403.693.5420/4347 Fax: 403.508.44349 File: 0107691.00003

COM May 12 2021
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\$50
J. Lema

NOTICE TO RESPONDENTS (SERVICE LIST APPENDED AS SCHEDULE "A"):

This application is made against you. You are the 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:	May 12, 2021
Time:	10:00 am
Where:	WEBEX
Before Whom:	The Honourable Justice M.J. Lema

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. An Order abridging the time for service of notice of this Application and deeming service of this notice of Application and materials in support thereof good, valid, timely and sufficient.
2. An Order substantially in the form attached hereto as **Schedule "B"** approving, among other things, the following:
 - a. a final distribution of proceeds;
 - b. the Receiver's fees and disbursements, including the fees of its legal counsel, MLT Aikins LLP;
 - c. the Receiver's activities, including approval of the Receiver's Final Statement of Receipts and Disbursements; and
 - d. the Receiver's discharge,in respect of the receivership of Petro West Limited Partnership and Petro West Ltd. (collectively, "**Petro West**" or the "**Debtors**") as recommended by Ernst & Young Inc., Court-appointed receiver (the "**Receiver**") of Petro West.
3. An Order granting such other and further relief as the circumstances may require and as this Honourable Court shall deem appropriate.

Grounds for Making the Application:

4. By way of a Receivership Order granted on January 30, 2020 (the "**Receivership Order**"), the Receiver was appointed over all of the assets, undertakings, and properties of Petro West (collectively, the "**Assets**"). The Assets of Petro West include a beneficial ownership interest in a single commercial property municipally located at 1210 – 8th Street S.W, Calgary, Alberta (the "**Petro West Property**").
5. On January 11, 2021, the Receiver, as vendor, and 2316223 Alberta Ltd., an entity within the Steiner Group ("**Steiner Group**"), entered into a purchase and sale agreement (the

“Petro West PSA”) for the sale of the Petro West Property (the **“Petro West Transaction”**).

6. On January 18, 2021, the Court granted a Sale Approval and Vesting Order (the **“Sale Approval and Vesting Order”**) approving the Petro West PSA and the Petro West Transaction which had a closing date of March 31, 2021.
7. The Receiver has executed its duties pursuant to the Receivership Order, including, among other things, the following:
 - a. securing, insuring, and preserving the Petro West Assets and the Petro West Property;
 - b. retaining a property manager to manage the Petro West Property on the Receiver’s behalf;
 - c. collecting rents from tenants and paying operating costs of the Petro West Property;
 - d. implementing and completing a sale process, with the assistance of a sale advisor,
 - e. completing the Petro West Transaction; and
 - f. facilitating the completion of trust audits with the Canada Revenue Agency.
8. The Receiver’s activities as set out in the First Report of the Receiver dated January 15, 2021, including any confidential supplements thereto, and the Second Report of the Receiver dated May 3, 2021 (the **“Second Report”**) have been commercially reasonable.
9. The fees and disbursements of the Receiver and of MLT Aikins LLP as set out in the Second Report are reasonable.
10. The Receiver is proposing a final distribution of funds to the Canada Revenue Agency respecting GST liability, to Royal Bank of Canada, as first-ranking secured creditor of Petro West, for administrative and operating costs.
11. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or Evidence To Be Relied Upon:

- (a) This Notice of Application, filed;
- (b) The First Report of the Receiver dated January 15, 2021, including any confidential supplements thereto filed;
- (c) The Second Report of the Receiver dated May 3, 2021;
- (d) The Receivership Order, filed on January 31, 2020;
- (e) The Sale Approval and Vesting Order, filed on January 19, 2021;
- (f) The Affidavit of Service of Joy Mutuku, to be filed;
- (g) The inherent jurisdiction of this Honourable Court to control its own process; and
- (h) Such further and other material as counsel may advise and this Honourable Court may permit.

Applicable Rules:

- (a) Rules 11.27 and 13.5 and Part 6, Division 4 of the Alberta *Rules of Court*.

Applicable Acts and Regulations:

- (a) *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, section 243.

How the Application is Proposed to be Heard or Considered:

- (a) Before the Honourable Justice M.J. Lema via Webex

WARNING TO THE RESPONDENTS:

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"
SERVICE LIST

COURT FILE NUMBER: 2001-01349

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

APPLICANT ROYAL BANK OF CANADA

RESPONDENTS **ERNST & YOUNG INC.**, in its capacity as receiver and manager of **PETRO WEST LIMITED PARTNERSHIP AND PETRO WEST LTD.**

PARTY FILING THIS DOCUMENT **ERNST & YOUNG INC.**, in its capacity as receiver and manager of WILLOW PARK LIMITED PARTNERSHIP, WILLOW PARK CAPITAL CORP., WESLEY CHURCH BUILDING LIMITED PARTNERSHIP, WESLEY CHURCH BUILDING INC., PARAMOUNT BUILDING LIMITED PARTNERSHIP and PARAMOUNT BUILDING LTD.

SERVICE LIST
Revised May 3, 2021

NAME, ADDRESS, EMAIL ADDRESS, and FAX NUMBER	COUNSEL FOR (ON BEHALF OF)
MLT Aikins LLP Attention: Ryan Zahara Phone: 403.693.5420 FAX: 403.508.4349 Email: rzahara@mltaikins.com Catrina Webster Phone: 403.693.4347 FAX: 403.508.4349 Email: cwebster@mltaikins.com	Ernst & Young Attention: Peter Chisholm Phone: 403.206.5061 Email: peter.chisholm@ca.ey.com
McMillan LLP Attention: Adam Maerov Phone: 403.215.2752 FAX: 403.531.4720	Royal Bank of Canada

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McCarthy Tetrault LLP Attention: Sean Collins Phone: 403.260.3531 FAX: 403.260.3501 Email: scollins@mccarthy.ca	Petro West Limited Partnership and Petro West Ltd.
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Canada Revenue Agency

Surrey National Verification and Collection
Centre

9755 King George Boulevard

Surrey, BC V3T 5E1

Phone: 866.891.7403

FAX: 866.219.0311

Department of Justice

900-840 Howe St.

Vancouver, BC V6Z 2S9

Fax No. 604-666-1462

SCHEDULE "B"
PROPOSED FORM OF ORDER

COURT FILE NUMBER	2001-01349
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
PLAINTIFF	ROYAL BANK OF CANADA
DEFENDANT	PETRO WEST LIMITED PARTNERSHIP and PETRO WEST LTD.
APPLICANT	ERNST & YOUNG INC., in its capacity as receiver and manager of PETRO WEST LIMITED PARTNERSHIP and its general partner, PETRO WEST LTD.
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ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	MLT AIKINS LLP Barristers and Solicitors 2100, 222 3 rd Avenue S.W. Calgary, Alberta T2P 0B4 Phone: 403.693.5420/4347 Fax: 403.508.4349 Attention: Ryan Zahara/Catrina Webster File: 0107691.00003

DATE ON WHICH ORDER WAS PRONOUNCED: MAY 12, 2021

LOCATION OF HEARING OR TRIAL: EDMONTON, ALBERTA

NAME OF JUDGE WHO MADE THIS ORDER: HONOURABLE JUSTICE M.J. LEMA

UPON THE APPLICATION of Ernst & Young Inc., filed May 3, 2021 (the "**Application**"), in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertaking, property and assets of Petro West Limited Partnership and Petro West Ltd. (the "**Debtors**" or "**Petro West**"), for an Order for the final distribution of proceeds, approval of the Receiver's fees and disbursements, approval of the Receiver's activities and discharge of the Receiver; **AND UPON HAVING READ** the First Report of the Receiver dated January 15, 2021 (the "**Receiver's First Report**") and the Second Report of the Receiver dated May 3, 2021 (the "**Receiver's Second Report**") and the Affidavit of Service of Joy Mutuku sworn May 11, 2021; **AND UPON** hearing

counsel for the Receiver and all other interested parties present; **AND UPON** being satisfied that it is appropriate to do so, **IT IS ORDERED THAT:**

1. Service of notice of the Application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of the Application, and time for service of the Application is abridged to that actually given.
2. The Receiver's accounts for fees and disbursement, as set out in the Receiver's Second Report are hereby approved without the necessity of a formal passing of accounts.
3. The accounts of the Receiver's legal counsel, MLT Aikins LLP, for its fees and disbursements, as set out in the Receiver's Second Report, are hereby approved without the necessity of a formal assessment of its accounts.
4. The Receiver's activities as set out in the Receiver's First Report and Receiver's Second Report filed herein, and the Statement of Receipts and Disbursements as attached to the Receiver's Second Report, are hereby ratified and approved.
5. The Receiver is authorized and directed to make the following distributions:
 - (a) \$5,296.00 payable to the Canada Revenue Agency;
 - (b) a holdback of \$30,000.00 for accrued and final professional fees of the Receiver and the Receiver's counsel and administrative and operating costs incurred by the Receiver in connection to complete the administration of the Petro West receivership; and
 - (c) the balance of monies available in the Receivership estate, net of above costs, payable to Royal Bank of Canada as the first ranking secured creditor.
6. 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 in 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.

7. 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.
8. Upon the Receiver filing with the Clerk of the Court a sworn affidavit of a licenced Trustee employed by the Receiver confirming that:
 - (a) the estate has been fully administered and all monies have been distributed including the distribution of funds in accordance with paragraph 5 of this Order have been completed,

then the Receiver shall be discharged as Receiver of the Debtors, 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 stay of proceedings in favour of the Receiver in its capacity as Receiver.

9. To the extent Alvarez & Marsal Canada Inc., in its role as Interim Receiver over the estates of Petro West (the "**Interim Receiver**"), under the Interim Receivership Order dated December 20, 2019 under the Alberta Court of Queen's Bench File No. 1901-18029 (the "**Interim Receivership Order**"), is holding any residual funds (the "Surplus Funds") at the conclusion of its administration of the estate of Petro West under the Interim Receivership Order, the Interim Receiver is hereby ordered to release any Surplus Funds to the Royal Bank of Canada.
10. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by facsimile,

electronic mail, personal delivery or courier. Service is deemed to be effected the day of the transmission or delivery of such documents.

11. Service of this Order on any party not attending the Application is hereby dispensed with.

The Honourable Justice M.J. Lema
Justice of the Court of Queen's Bench of Alberta