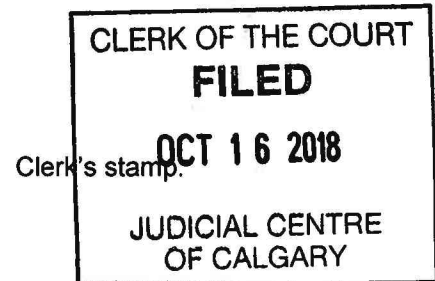


Form 27
[Rules 6.3 and 10.52(1)]



COURT FILE NUMBER 1501-00044

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

APPLICANTS **IN THE MATTER OF Section 43 of the *Trustee Act*,
RSA 2000, c. T-8**

**AND IN THE MATTER OF the Winding-Up of Dixie
Energy Trust**

DOCUMENT **APPLICATION OF THE CLAIMS ADMINISTRATOR OF
DIXIE ENERGY TRUST**

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT Dentons Canada LLP
Bankers Court
15th Floor, 850 - 2nd Street S.W.
Calgary, Alberta T2P 0R8

Attention: David Mann / Afshan Naveed
Ph. (403) 268-7097 / 7015
Fx. (403) 268-3100
File No.: 131048-90

NOTICE TO RESPONDENT(S): SEE ATTACHED SERVICE LIST

This application is made against you. You are a respondent.

You may have the right to state your side of this matter before the Court.

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

Date: October 31, 2018

Time: 2:00 p.m.

Where: Calgary Courts Centre,
601 - 5 Street SW,
Calgary, AB T2P 5P7

Before: The Honourable Madam Justice K.M. Eidsvik

Go to the end of this document to see what you can do and when you must do it.

Remedy claimed or sought:

1. Deloitte Restructuring Inc. ("**Deloitte**"), in its capacity as the court-appointed claims administrator, (the "**Claims Administrator**") of Dixie Energy Trust (the "**Trust**"), Dixie Energy Ltd. in its capacity
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as administrator (the "**Administrator**") of the Trust, Computershare Trust Company of Canada, the Trustee of the Trust (the "**Trustee**") and Computershare Investor Services Inc. who acts in a capacity as depository agent (the "**Depository Agent**") for the Trust, jointly seek an Order, in substantially the form attached hereto as Schedule "A":

- (a) validating service of this Application and the supporting materials and, if necessary, dispensing with service of any party not served;
- (b) authorizing the Depository Agent to make a final distribution as set out in the Third and Final Report of the Claims Administrator dated October 11, 2018 (the "**Final Report**");
- (c) approving the actions, conduct and activities of the Claims Administrator to date, as outlined in the Final Report;
- (d) declaring that Deloitte has duly and properly discharged its duties, responsibilities and obligations as Claims Administrator;
- (e) discharging and releasing Deloitte of any and all further obligations as Claims Administrator and any and all liability in respect of any act done by Deloitte in these proceedings, and its conduct as Claims Administrator pursuant to its appointment in accordance with the Claims Procedure Order (as defined below), or otherwise;
- (f) authorizing the Depository Agent to pay any undistributed funds into Court pursuant to Rule 13.48(c) of the Alberta *Rules of Court*, following expiry of six (6) months from the date the final distribution has been mailed out;
- (g) discharging the Trustee and Administrator from their duties under the Trust and thereafter winding up the Trust; and
- (h) such further and other relief as may be sought by the Claims Administrator, the Administrator, the Trustee or the Depository Agent and this Honourable Court may permit.

Grounds for making this application:

2. On January 20, 2015, the Administrator, in its capacity as administrator of the Trust, obtained an order of this Honourable Court pursuant to the *Trustee Act*, RSA 2000, T-8 (the "**Claims Procedure Order**").
3. The Claims Procedure Order appointed Ernst & Young Inc. ("**EY**") as claims administrator of the Trust in respect of the winding-up of the Trust.
4. On August 10, 2016, the Court issued an Order substituting Deloitte as Claims Administrator in place of EY in conjunction with Robert Taylor's move to Deloitte.
5. Deloitte has performed its mandate as Claims Administrator under the Claims Procedure Order, and it is now appropriate that Deloitte be discharged as Claims Administrator of the Trust.
6. The Trustee and Administrator have performed their duties under the Trust and it is now appropriate that the Trust be terminated.
7. The reasons more particularly described in the Final Report.

8. The reasons more particularly described in the Affidavit of Calvin Yau, sworn October 16, 2018, filed.
9. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

10. The Third and Final Report of the Claims Administrator.
11. The Affidavit of Calvin Yau, sworn October 16, 2018.
12. The Second Report of the Claims Administrator.
13. The First Report of the Claims Administrator.
14. Pleadings filed herein.
15. Such further and other material as counsel may advise and this Honourable Court may permit.

Applicable rules:

16. *Alberta Rules of Court*, Alta Reg 124/2010.
17. Such further and other rules as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

18. *Trustee Act*, RSA 2000, c. T-8 and the regulations thereunder.
19. 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:

20. None.

How the application is proposed to be heard or considered:

21. In person before the Honourable Madam Justice K.M. Eidsvik of the Commercial List.

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"

Clerk's stamp:

COURT FILE NUMBER 1501-00044
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
APPLICANT **IN THE MATTER OF Section 43 of the *Trustee Act*,
RSA 2000, c. T-8**

**AND IN THE MATTER OF the Winding-Up of Dixie
Energy Trust**

DOCUMENT

ORDER

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT

Dentons Canada LLP
Bankers Court
15th Floor, 850 - 2nd Street S.W.
Calgary, Alberta T2P 0R8
Attention: David Mann / Afshan Naveed
Ph. (403) 268-7097 / 7015
Fx. (403) 268-3100
File No.: 131048-90

DATE ON WHICH ORDER WAS PRONOUNCED:	
LOCATION WHERE ORDER WAS PRONOUNCED:	Calgary, Alberta
NAME OF JUDGE WHO MADE THIS ORDER:	The Honourable Madam Justice K.M. Eidsvik

ORDER

UPON the application of Deloitte Restructuring Inc., in its capacity as the Court-appointed claims administrator (the "**Claims Administrator**") of Dixie Energy Trust (the "**Trust**"), appointed by a substitution order dated August 10, 2016, following the initial order dated January 20, 2015 with respect to Dixie Energy Ltd. (the "**Administrator**"), in its capacity as administrator of the Trust appointing the Claims Administrator (the "**Claims Procedure Order**"); **AND UPON** hearing counsel for the Claims Administrator, Computershare Trust Company of Canada (the "**Trustee**"), and Computershare Investor Services Inc. (the "**Depository Agent**"), and others who have appeared in person; **AND UPON** having read the Affidavit of Calvin Yau, sworn October 16, 2018, filed; **AND UPON** having read the Affidavit of _____ (the "**Service Affidavit**"); **AND UPON** having read the Third and Final Report of the Claims Administrator, dated October 11, 2018 (the "**Final Report**") and the pleadings and proceedings filed in this action;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. The time for service of the Application and the Final Report is abridged, the Application is properly returnable today, service of the Application and the Final Report on the service list, in the manner described in the Service Affidavit, is good and sufficient, and no other persons, other than those appearing on the service list (the "**Service List**"), attached as an exhibit to the Service Affidavit, which Service List includes those listed as requiring notice in paragraph 21 of the Claims Procedure Order, if any, are entitled to service of the Application or the Final Report.
2. All capitalized terms in this Order shall have the meanings set out in the Final Report or the Claims Procedure Order, as the context requires.

FINAL DISTRIBUTION

3. The Proposed Final Distribution as attached to the Final Report, is hereby ratified and approved.
4. The Claims Administrator and the Depository Agent be and are authorized and directed to make the Proposed Final Distribution as described in the Final Report.
5. Concurrently with making the Final Distribution, the Depository Agent shall issue a notice, in substantially the form attached hereto as "**Schedule "A"**", to all Unitholders that any uncashed cheques will be paid into Court six (6) months following the mail out of the Final Distribution.
6. The Depository Agent shall hold undistributed funds for a maximum of six (6) months following the mail out of the Final Distribution; whereupon the Depository Agent shall deliver any undistributed funds to the Clerk of the Court under cover of a reporting letter in substantially the form attached hereto as **Schedule "B"**, to the Credit of this Action.

ACTIVITIES AND DISCHARGE OF CLAIMS ADMINISTRATOR

7. The Claims Administrator's activities as set out in the Final Report and in all of its other reports filed herein, are hereby ratified and approved.
8. Upon the filing of this Order, the Claims Administrator shall be discharged as the claims administrator of the Trust and shall have no further liabilities, obligations, responsibilities or duties with respect to the Trust, including, without limitation, any duties arising under the *Trustee Act*, RSA 2000, c.T-8 (the "**Act**"), Claims Procedure Order, or any other order issued in the connection with the proceedings.
9. From and including the date of the Claims Procedure Order up to the date of the Final Report, and based on the evidence that is currently before this Honourable Court:
 - (a) the Claims Administrator has exercised its powers and performed its duties and functions, including, but not limited to, those under the Act, the Claims Procedure Order, and all other orders issued in connection with the within proceedings, honestly and in good faith;

- (b) the actions and conduct of the Claims Administrator are approved and the Claims Administrator has satisfied all of its duties and obligations as claims administrator of the Trust;
 - (c) the Claims Administrator shall not be liable for any act or omission, including, without limitation, any act or omission pertaining to the discharge of the Claims Administrator's duties as claims administrator of the Trust, save and except for any liability arising out of fraud or wilful misconduct on the part of the Claims Administrator or as may otherwise be granted leave by this Honourable Court; and
 - (d) any and all claims against the Claims Administrator arising from, relating to, or in connection with, the performance of the Claims Administrator's duties and obligations as claims administrator of the Trust, save and except for claims based on fraud or wilful misconduct on the part of the Claims Administrator or as otherwise granted leave by this Honourable Court, shall be forever barred and extinguished.
10. No action or proceeding arising from, relating to, or in connection with, the performance of the Claims Administrator's duties and obligations as claims administrator of the Trust may be commenced or continued without the prior leave of this Honourable Court, on notice to the Claims Administrator, and on such terms as this Honourable Court may direct.

DISCHARGE OF THE ADMINISTRATOR AND TRUSTEE AND WINDING UP OF THE TRUST

11. The activities of the Administrator and the Trustee of the Trust, are contained in the Affidavit of Calvin Yau, sworn October 16, 2018.
12. Upon: (i) the filing of this Order, (ii) making of the Final Distribution, (iii) payment of any remaining operating expenses of the Trust, (iv) providing the Unitholders with their appropriate tax forms, (v) preparing and filing the required tax filings by the Trust with the Canada Revenue Agency, (vi) providing notice to Unitholders that have not collected their Final Distribution that their monies will be paid into Court, (vii) payment of said monies into Court, and (viii) payment of any remaining funds from those held back for operating expenses to a charity of the Administrator's choice, the Trust shall be terminated and the Administrator shall be discharged as the Administrator and the Trustee shall be discharged as the trustee of the Trust without any new trustee being appointed in the Trustee's place and the Trustee shall not be required to pass its accounts pursuant to the Act other than the financial disclosure in the form and content previously filed in these proceedings.
13. From and including the date of the Claims Procedure Order up to the date of the Final Report, and based on the evidence that is currently before this Honourable Court:
- (a) the Administrator and the Trustee have exercised their powers and performed their duties and functions, including, but not limited to, those under the Trust, the Act, the Claims Procedure Order, and all other orders issued in connection with the within proceedings, honestly and reasonably;
 - (b) the actions and conduct of the Administrator and the Trustee are approved and the Administrator and the Trustee have satisfied all of their duties and obligations to the Trust;

- (c) the Administrator and the Trustee shall not be liable for any act or omission, including, without limitation, any act or omission pertaining to the discharge of the Administrator's duties to the Trust, or the Trustee's duties as trustee of the Trust, or any person, of whose claim the Administrator or the Trustee had not had notice at the time of Final Distribution, save and except for any liability arising out of fraud or wilful misconduct on the part of the Administrator or the Trustee or as may otherwise be granted leave by this Honourable Court; and
- (d) any and all claims against the Administrator and the Trustee arising from, relating to, or in connection with, the performance of their duties and obligations as Administrator and Trustee of the Trust, save and except for claims based on fraud or wilful misconduct on the part of the Administrator and the Trustee or as otherwise granted leave by this Honourable Court, shall be forever barred and extinguished.

GENERAL

- 14. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Claims Administrator and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Claims Administrator, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Claims Administrator and its agents in carrying out the terms of this Order.
- 15. The Claims Administrator and any other interested party, shall be at liberty to apply for further advice, assistance, and directions, as may be necessary, in order to give full force and effect to the terms of this Order.
- 16. This Order shall be served only upon: (a) those interested parties who received formal notice of this application, (b) those interested parties attending or represented at the within application, and (c) those requesting notice pursuant to paragraph 21 of the Claims Procedure Order, if any.

Service may be effected by:

- (a) facsimile, electronic mail, personal delivery or courier; and
- (b) by posting to the Claims Administrators website with respect to these proceedings at www.insolvencies.deloitte.ca/en-ca/Pages/Dixie-Energy-Ltd.aspx?searchpage=Search-Insolvencies.aspx

Service is deemed to be effected the next business day following the transmission, delivery or posting to website, of such documents.

- 17. Service of this Order on any party not addressed in the preceding paragraph is hereby dispensed with.

Justice of the Court of Queen's Bench of Alberta

SCHEDULE "A"

[INSERT LETTERHEAD]

NOTICE TO UNITHOLDER

[INSERT DATE AND ADDRESS]

RE: Dixie Energy Trust – Unitholder Distribution

Please find attached the Final Distribution payable to you as a Unitholder of the Dixie Energy Trust (the "Distribution Amount").

Please note that, should you fail to cash the Distribution Amount prior to _____, on [INSERT DATE] the Distribution Amount will be paid into Court to the credit of Action No. 1501-00044.

Should you wish to collect the Distribution Amount after [INSERT DATE], please contact the Clerk of the Court at Calgary Courts Centre, 603N-601 5 St SW, Calgary AB, T2P 5P7 or otherwise make an Application to the Court for payment of the Distribution Amount.

DATED the _____ day of _____, 20__.

[DEPOSITORY AGENT], solely in its capacity as
Depository Agent of the Trust, and not in its
personal capacity.

Per: _____

Name:

Title:

SCHEDULE "B"

[INSERT LETTERHEAD OF DEPOSITORY AGENT]

[INSERT DATE]

Alberta Court of Queen's Bench
Accounting Section
Calgary Courts Centre
603N-601 5 St SW
Calgary AB, T2P 5P7

Attention: Clerk of the Court

RE: In the Matter of the Section 43 of the *Trustee Act*, RSA 200, c T-8 and in the Matter of the Winding-up of Dixie Energy Trust (Action No. 1501-00044)

Further to the Order of **[INSERT DETAILS OF ORDER]**, a copy of which is attached for your reference, and Rule 13.48(c) of the Alberta *Rules of Court*, please find enclose a cheque in the amount of \$_____ to be deposited to the credit of the within Action (the "**Undistributed Funds**").

The amount(s) owing to, and the last known contact details of, the respective beneficiaries of the Undistributed Funds are:

Unitholder Name	Unitholder Address	Amount Owing
TOTAL:		

A notice was sent to the last known address of the Unitholders advising them that they will need to make an application to the Court for payment out of Court of the amount owing to them.

[INSERT SIGNATURE BLOCK OF DEPOSITORY AGENT]