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cc: Steve, Neg,
EMMA

This order is SIGNED.

Dated: November 8, 2017

R. KIMBALL MOSIER
U.S. Bankruptcy Judge



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

In re: US OIL SANDS INC., Debtor in a Foreign Proceeding.	Case No. 17-29716 Chapter 15 Judge R. Kimball Mosier
In re: US OIL SANDS (UTAH) INC., Debtor in a Foreign Proceeding.	Case No. 17-29717 Chapter 15 Judge R. Kimball Mosier

ORDER GRANTING EX PARTE MOTION OF THE RECEIVER REQUESTING (1) AN EXPEDITED HEARING ON THE (A) RECEIVER'S MOTION FOR JOINT ADMINISTRATION AND (B) RECEIVER'S PETITION FOR RECOGNITION AS FOREIGN MAIN PROCEEDING PURSUANT TO SECTION 1517 OF THE UNITED STATES BANKRUPTCY CODE AND RELATED RELIEF, AND (2) SHORTENING OF TIME FOR NOTICE AND OBJECTION TO THE RELIEF REQUESTED THEREIN

Upon consideration of the *Ex Parte Motion of the Receiver Requesting (1) an Expedited Hearing on the (A) Receiver's Motion for Joint Administration and (B) Receiver's Petition for Recognition as Foreign Main Proceeding Pursuant to Section 1517 of the United States*

Bankruptcy Code and Related Relief, and (2) Shortening of Time for Notice and Objection to the Relief Requested Therein (the "Ex Parte Motion") filed by FTI Consulting Canada Inc., solely in its capacity as court appointed receiver and manager (the "Receiver") of the assets, properties, and undertakings of US Oil Sands Inc. and US Oil Sands (Utah) Inc. (collectively, the "Chapter 15 Debtors"), under the Canadian Bankruptcy and Insolvency Act based upon the *Receivership Order* dated September 14, 2017, entered by the Court of Queen's Bench of Alberta in a proceeding brought before it, and authorized foreign representative of the Chapter 15 Debtors, requesting entry of an order (1) granting an expedited hearing on the (a) *Receiver's Motion for Joint Administration* (the "Joint Administration Motion") and (b) *Receiver's Petition for Recognition as Foreign Main Proceeding Pursuant to Section 1517 of the United States Bankruptcy Code and Related Relief* (the "Petition for Recognition, and together with the Joint Administration Motion, the "Motions"), and (2) shortening time for notice and objection to the relief requested in the Motions. The Court finds that the Ex Parte Motion was properly served under all the circumstances of these cases and that no further notice of the Ex Parte Motion is required.

The Court has reviewed the Ex Parte Motion, the *Declaration of Deryck Helkaa in Support of Receiver's Motion for Joint Administration*, the *Declaration of Deryck Helkaa in Support of Receiver's Petition for Recognition as Foreign Main Proceeding Pursuant to Section 1517 of the United States Bankruptcy Code and Related Relief*, and the entire record before the Court in these Chapter 15 cases, and under the Local Rules of Bankruptcy Practice for the District of Utah, the Federal Rules of Civil Procedure, and applicable law and for good cause shown, therefore

IT IS HEREBY ORDERED AS FOLLOWS:

- The Motion is GRANTED as set forth below.

2. The Court will hold a hearing (the "**Hearing**") to consider the relief requested in the Motions on November 16, 2017, at 10:00 a.m., Prevailing Mountain Time, at the United States Bankruptcy Court, Frank E. Moss, U.S. Courthouse, 350 South Main Street, Courtroom No. 369, Salt Lake City, Utah, 84101.

3. Objections, if any, to the relief requested in either of the Motions shall be filed on the Court's docket and served on counsel to the Receiver so that such objection is received no later than 12:00 p.m. on November 15, 2017.

4. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

End of Document

Fill in this information to identify the case:

United States Bankruptcy Court for the:
District of Utah

Case number (if known): _____ Chapter 15

Check if this is an amended filing

Official Form 401
Chapter 15 Petition for Recognition of a Foreign Proceeding 12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. Debtor's name US Oil Sands Inc.

2. Debtor's unique identifier For non-individual debtors:

Federal Employer Identification Number (EIN) _____

Other 89196 9503, Describe Identifier Business Number (Canada)

For individual debtors:

Social Security number: xxx - xx- _____

Individual Taxpayer Identification number (ITIN): 9 xx - xx - _____

Other _____, Describe Identifier _____

3. Name of foreign representative(s) FTI Consulting Canada Inc.

4. Foreign proceeding in which appointment of the foreign representative(s) occurred ACMO S.A.R.L. v. US Oil Sands Inc. and US Oil Sands (Utah) Inc., Court of Queen's Bench Alberta, Court File No. 1701-12253

5. Nature of the foreign proceeding Check one:

Foreign main proceeding

Foreign nonmain proceeding

Foreign main proceeding, or in the alternative foreign nonmain proceeding

6. Evidence of the foreign proceeding

A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached.

A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.

Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached. Receivership Order, ACMO S.A.R.L. v. US Oil Sands Inc. and US Oil Sands (Utah) Inc., Court of Queen's Bench of Alberta, Court File No. 1701-12253

7. Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?

No. (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)

Yes

Debtor US Oil Sands Inc. Case number (if known) _____

8. Others entitled to notice Attach a list containing the names and addresses of:

(i) all persons or bodies authorized to administer foreign proceedings of the debtor,

(ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and

(iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.

9. Addresses Country where the debtor has the center of its main interests: Canada

Debtor's registered office: 1600, 521 - 3rd Ave SW
Number Street

P.O. Box _____

Calgary, AB T2P 3T3
City State/Province/Region ZIP/Postal Code

Canada
Country

Individual debtor's habitual residence: _____

Address of foreign representative(s): 440 2nd Avenue SW, Suite 720
Number Street

P.O. Box _____

Calgary, AB T2P 5E9
City State/Province/Region ZIP/Postal Code

Canada
Country

10. Debtor's website (URL) www.usoilsandsinc.com

11. Type of debtor Check one:

Non-individual (check one):

Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1.

Partnership

Other. Specify: _____

Individual

SUPPLEMENT TO CHAPTER 15 PETITION
(US Oil Sands Inc.)

Debtor US Oil Sands Inc. Case number (if known) _____

12. Why is venue proper in this district?

- Check one:
- Debtor's principal place of business or principal assets in the United States are in this district.
 - Debtor does not have a place of business or assets in the United States, but the following action or proceeding in a federal or state court is pending against the debtor in this district: _____
 - If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because: _____

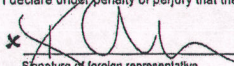
13. Signature of foreign representative(s)

I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

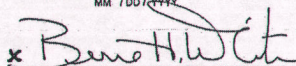
 D HELKAA
Signature of foreign representative Printed name

Executed on 11/7/2017
MM / DD / YYYY

Signature of foreign representative Printed name

Executed on _____
MM / DD / YYYY

14. Signature of attorney

 Date 11/7/2017
Signature of Attorney for foreign representative Date MM / DD / YYYY

Bruce H. White
Printed name

Parsons Behle & Latimer
Firm name

201 S. Main Street, Suite 1800
Number Street

Salt Lake City Utah 84111
City State ZIP Code

(801) 536-6801 bwhite@parsonsbehle.com
Contact phone Email address

14913 UT
Bar number State

Item 6: Evidence of the foreign proceeding –

Copy of Receivership Order is attached as Exhibit A.

Item 8: Others entitled to notice –

(i) List containing the names and addresses of all persons or bodies authorized to administer foreign proceedings of the debtor:

FTI Consulting Canada Inc., as Receiver
Attn: Deryck Helkaa
440 2nd Avenue SW, Suite 720
Calgary, AB T2P 5E9
E-Mail: Deryck.Helkaa@fticonsulting.com

(ii) List containing the names and addresses of all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition:

The Receiver is aware of the following litigation that has been commenced and is pending in the United States in which the Chapter 15 Debtor is a party at the time of the filing of the Chapter 15 Debtor's petition:

Stubbs & Stubbs Oilfield Construction Inc. v. US Oil Sands (Utah), Inc., and US Oil Sands, Inc., and Does 1 through 20 in the Third Judicial District Court in and for Salt Lake County, State of Utah, Case No. 170800026.

Stubbs & Stubbs Oilfield Construction Inc.
c/o Kirton McConkie
2600 West Executive Parkway, Suite #400
Lehi, Utah 84043

(iii) List containing the names and addresses of all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code:

None.

Item 11: Corporate Ownership Statement Pursuant to Bankruptcy Rule 7007.1 –

The following entities directly or indirectly own 10% or more of any class of the Chapter 15 Debtor's equity interests:

- ACOMO S.A.R.L. owns approximately 31.32% of the Chapter 15 Debtor's stock.
- Oil Associates S.A. owns approximately 18.75% of the Chapter 15 Debtor's stock.

Exhibit A

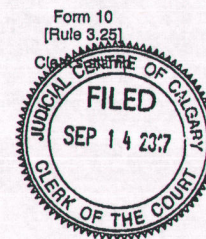
Copy of Receivership Order

[See attached.]

COURT FILE NUMBER 1701 - 12253
 COURT COURT OF QUEEN'S BENCH OF ALBERTA
 JUDICIAL CENTRE CALGARY
 PLAINTIFF ACMO S.À R.L.
 DEFENDANTS US OIL SANDS INC. and US OIL SANDS (UTAH) INC.
 DOCUMENT RECEIVERSHIP ORDER

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
 Norton Rose Fulbright Canada LLP
 400 3rd Avenue SW, Suite 3700
 Calgary, Alberta T2P 4H2 CANADA
 Howard A. Gorman, Q.C. / Gunnar Benediktsson
 howard.gorman@nortonrosefulbright.com /
 gunnar.benediktsson@nortonrosefulbright.com
 Tel: +1 403.267.8222
 Fax: +1 403.264.5973

Lawyers for ACMO S.À R.L.
 File no.: 01136205-0002



I hereby certify this to be a true copy of the original *Order*
 Dated this *14* day of *Sept 2017*
 for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: September 14th, 2017
 NAME OF JUDGE WHO MADE THIS ORDER: The Honourable Mr. Justice J.T. Eamon
 LOCATION OF HEARING: Calgary, Alberta

UPON the application of ACMO S.À R.L.(ACMO) in respect of US Oil Sands Inc. and US Oil Sands (Utah) Inc. (the Debtors); AND UPON having read the Application, the Affidavit of Stephen Lehner, sworn and to be filed by the applicants as soon as is practicable; AND UPON reading the consent of FTI Consulting Canada Inc. (FTI, or the Receiver) to act as Interim receiver and receiver and manager of the Debtors, filed; AND UPON hearing counsel for ACMO, counsel for the Receiver, and counsel for the Debtors; IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE ^A AND upon it appearing neither Debtor has a Board of Directors; *[Signature]*

1. The time for service of the notice of application for this order is hereby abridged and service thereof is deemed good and sufficient on all parties entitled to service or notice thereof. Without restricting the generality of the foregoing, the requirements of s. 244(1) and (2) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 (*BIA*) and any requirement therein of notice to any party

of this application, demand for repayment by ACMO or the intention of ACMO to enforce upon its security, is hereby ~~waived~~^{waived}, and ACMO is at liberty to take immediate steps to enforce upon its security, including, without limitation, commencing the within action and making the within application.

APPOINTMENT

2. Pursuant to section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 (*BIA*), and sections 13(2) of the *Judicature Act*, R.S.A. 2000, c.J-2, FTI is hereby appointed Receiver, without security, of all of the Debtors' current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof (the Property).

RECEIVER'S POWERS

3. The Receiver is hereby empowered and authorized, but not obligated, to act at once in respect of the Property and, without in any way limiting the generality of the foregoing, the Receiver is hereby expressly empowered and authorized to do any of the following where the Receiver considers it necessary or desirable:
- (a) to take possession of and exercise control over the Property and any and all proceeds, receipts and disbursements arising out of or from the Property;
 - (b) to receive, preserve and protect the Property, or any part or parts thereof, including, but not limited to, the changing of locks and security codes, the relocating of Property to safeguard it, the engaging of independent security personnel, the taking of physical inventories and the placement of such insurance coverage as may be necessary or desirable;
 - (c) to manage, operate and carry on the business of the Debtors, including the powers to enter into any agreements, incur any obligations in the ordinary course of business, cease to carry on all or any part of the business, or cease to perform any contracts of the Debtors;
 - (d) to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver's powers and duties, including without limitation those conferred by this Order;
 - (e) to purchase or lease machinery, equipment, inventories, supplies, premises or other assets to continue the business of the Debtors or any part or parts thereof;

- (f) to receive and collect all monies and accounts now owed or hereafter owing to the Debtors and to exercise all remedies of the Debtors in collecting such monies, including, without limitation, to enforce any security held by the Debtors;
- (g) to settle, extend or compromise any indebtedness owing to or by the Debtors;
- (h) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Property, whether in the Receiver's name or in the name and on behalf of the Debtors, for any purpose pursuant to this Order;
- (i) to undertake environmental or workers' health and safety assessments of the Property and operations of the Debtors;
- (j) to initiate, prosecute and continue the prosecution of any and all proceedings and to defend all proceedings now pending or hereafter instituted with respect to the Debtors, the Property or the Receiver, and to settle or compromise any such proceedings. The authority hereby conveyed shall extend to such appeals or applications for judicial review in respect of any order or judgment pronounced in any such proceeding, and provided further that nothing in this Order shall authorize the Receiver to defend or settle the action in which this Order is made unless otherwise directed by this Court.
- (k) to market any or all the Property, including advertising and soliciting offers in respect of the Property or any part or parts thereof and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate.
- (l) to sell, convey, transfer, lease or assign the Property or any part or parts thereof out of the ordinary course of business,
 - (i) without the approval of this Court in respect of any transaction not exceeding \$100,000, provided that the aggregate consideration for all such transactions does not exceed \$500,000; and
 - (ii) with the approval of this Court in respect of any transaction in which the purchase price or the aggregate purchase price exceeds the applicable amount set out in the preceding clause,and in each such case notice under subsection 60(8) of the *Personal Property Security Act*, R.S.A. 2000, c. P-7 shall not be required.
- (m) to apply for any vesting order or other orders necessary to convey the Property or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting such Property;

- (n) to report to, meet with and discuss with such affected Persons (as defined below) as the Receiver deems appropriate all matters relating to the Property and the receivership, and to share Information, subject to such terms as to confidentiality as the Receiver deems advisable;
- (o) to register a copy of this Order and any other Orders in respect of the Property against title to any of the Property;
- (p) to apply for any permits, licences, approvals or permissions as may be required by any governmental authority and any renewals thereof for and on behalf of and, if thought desirable by the Receiver, in the name of the Debtors;
- (q) to enter into agreements with any trustee in bankruptcy appointed in respect of the Debtors, including, without limiting the generality of the foregoing, the ability to enter into occupation agreements for any property owned or leased by the Debtors;
- (r) to exercise any shareholder, partnership, joint venture or other rights which the Debtors may have; and
- (s) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations;

and in each case where the Receiver takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons (as defined below), including the Debtors, and without interference from any other Person.

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE RECEIVER

4. (i) The Debtors, (ii) all of its current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on its instructions or behalf, and (iii) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being Persons and each being a Person) shall forthwith advise the Receiver of the existence of any Property in such Person's possession or control, shall grant immediate and continued access to the Property to the Receiver, and shall deliver all such Property (excluding Property subject to liens the validity of which is dependent on maintaining possession) to the Receiver upon the Receiver's request.
5. All Persons shall forthwith advise the Receiver of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of the Debtors, and any computer programs, computer tapes, computer disks, or other data storage media containing any such

Information (the foregoing, collectively, the Records) in that Person's possession or control, and shall provide to the Receiver or permit the Receiver to make, retain and take away copies thereof and grant to the Receiver unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that nothing in this paragraph 5 or in paragraph 6 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Receiver due to the privilege attaching to solicitor-client communication or documents prepared in contemplation of litigation or due to statutory provisions prohibiting such disclosure.

6. If any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Records shall forthwith give unfettered access to the Receiver for the purpose of allowing the Receiver to recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the information as the Receiver in its discretion deems expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Receiver. Further, for the purposes of this paragraph, all Persons shall provide the Receiver with all such assistance in gaining immediate access to the information in the Records as the Receiver may in its discretion require including providing the Receiver with instructions on the use of any computer or other system and providing the Receiver with any and all access codes, account names and account numbers that may be required to gain access to the information.

NO PROCEEDINGS AGAINST THE RECEIVER

7. No proceeding or enforcement process in any court or tribunal (each, a Proceeding), shall be commenced or continued against the Receiver except with the written consent of the Receiver or with leave of this Court.

NO PROCEEDINGS AGAINST THE DEBTOR OR THE PROPERTY

8. No Proceeding against or in respect of the Debtors or the Property shall be commenced or continued except with the written consent of the Receiver or with leave of this Court and any and all Proceedings currently under way against or in respect of the Debtors or the Property are hereby stayed and suspended pending further Order of this Court, provided, however, that nothing in this Order shall: (i) prevent any Person from commencing a proceeding regarding a claim that might otherwise become barred by statute or an existing agreement if such proceeding is not commenced before the expiration of the stay provided by this paragraph 8; and (ii) affect a

Regulatory Body's investigation in respect of the debtor or an action, suit or proceeding that is taken in respect of the debtor by or before the Regulatory Body, other than the enforcement of a payment order by the Regulatory Body or the Court. "Regulatory Body" means a person or body that has powers, duties or functions relating to the enforcement or administration of an Act of Parliament or of the legislature of a province.

NO EXERCISE OF RIGHTS OF REMEDIES

9. All rights and remedies (including, without limitation, set-off rights) against the Debtors, the Receiver, or affecting the Property, are hereby stayed and suspended except with the written consent of the Receiver or leave of this Court, provided however that this stay and suspension does not apply in respect of any "eligible financial contract" (as defined in the *BIA*), and further provided that nothing in this paragraph shall (i) empower the Receiver or the Debtors to carry on any business which the Debtors are not lawfully entitled to carry on, (ii) exempt the Receiver or the Debtors from compliance with statutory or regulatory provisions relating to health, safety or the environment, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

NO INTERFERENCE WITH THE RECEIVER

10. No Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Debtors, without written consent of the Receiver or leave of this Court. Nothing in this Order shall prohibit any party to an eligible financial contract from closing out and terminating such contract in accordance with its terms.

CONTINUATION OF SERVICES

11. All Persons having oral or written agreements with the Debtors or statutory or regulatory mandates for the supply of goods and/or services, including without limitation, all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to the Debtors are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Receiver, and this Court directs that the Receiver shall be entitled to the continued use of the Debtors' current telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Receiver in accordance with normal payment practices of the Debtor or such other practices

as may be agreed upon by the supplier or service provider and the Receiver, or as may be ordered by this Court.

RECEIVER TO HOLD FUNDS

12. All funds, monies, cheques, instruments, and other forms of payments received or collected by the Receiver from and after the making of this Order from any source whatsoever, including without limitation the sale of all or any of the Property and the collection of any accounts receivable in whole or in part, whether in existence on the date of this Order or hereafter coming into existence, shall be deposited into one or more new accounts to be opened by the Receiver (the **Post Receivership Accounts**) and the monies standing to the credit of such Post Receivership Accounts from time to time, net of any disbursements provided for herein, shall be held by the Receiver to be paid in accordance with the terms of this Order or any further order of this Court.

EMPLOYEES

13. Subject to employees' rights to terminate their employment, all employees of the Debtors shall remain the employees of the Debtors until such time as the Receiver, on the Debtors' behalf, may terminate the employment of such employees. The Receiver shall not be liable for any employee-related liabilities, including any successor employer liabilities as provided for in section 14.06(1.2) of the *BIA*, other than such amounts as the Receiver may specifically agree in writing to pay, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the *BIA* or under the *Wage Earner Protection Program Act*, S.C. 2005, c.47 (*WEPPA*).
14. Pursuant to clause 7(3)(c) of the *Personal Information Protection and Electronic Documents Act*, S.C. 2000, c. 5, the Receiver shall disclose personal information of identifiable individuals to prospective purchasers or bidders for the Property and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete one or more sales of the Property (each, a **Sale**). Each prospective purchaser or bidder to whom such personal information is disclosed shall maintain and protect the privacy of such information and limit the use of such information to its evaluation of the Sale, and if it does not complete a Sale, shall return all such information to the Receiver, or in the alternative destroy all such information. The purchaser of any Property shall be entitled to continue to use the personal information provided to it, and related to the Property purchased, in a manner which is in all material respects identical to the prior use of such information by the Debtors, and shall return all other personal information to the Receiver, or ensure that all other personal information is destroyed.

LIMITATION ON ENVIRONMENTAL LIABILITIES

15. (a) Notwithstanding anything in any federal or provincial law, the Receiver is not personally liable in that position for any environmental condition that arose or environmental damage that occurred:
- (i) before the Receiver's appointment; or
 - (ii) after the Receiver's appointment unless it is established that the condition arose or the damage occurred as a result of the Receiver's gross negligence or wilful misconduct.
- (b) Nothing in sub-paragraph (a) exempts a Receiver from any duty to report or make disclosure imposed by a law referred to in that sub-paragraph.
- (c) Notwithstanding anything in any federal or provincial law, but subject to sub-paragraph (a) hereof, where an order is made which has the effect of requiring the Receiver to remedy any environmental condition or environmental damage affecting the Property, the Receiver is not personally liable for failure to comply with the order, and is not personally liable for any costs that are or would be incurred by any person in carrying out the terms of the order,
- (i) If, within such time as is specified in the order, within 10 days after the order is made if no time is so specified, within 10 days after the appointment of the Receiver, if the order is in effect when the Receiver is appointed, or during the period of the stay referred to in clause (ii) below, the Receiver:
 - A. complies with the order, or
 - B. on notice to the person who issued the order, abandons, disposes of or otherwise releases any interest in any real property affected by the condition or damage;
 - (ii) during the period of a stay of the order granted, on application made within the time specified in the order referred to in clause (i) above, within 10 days after the order is made or within 10 days after the appointment of the Receiver, if the order is in effect when the Receiver is appointed, by,
 - A. the court or body having jurisdiction under the law pursuant to which the order was made to enable the Receiver to contest the order; or
 - B. the court having jurisdiction in bankruptcy for the purposes of assessing the economic viability of complying with the order; or

- (iii) If the Receiver had, before the order was made, abandoned or renounced or been divested of any interest in any real property affected by the condition or damage.

LIMITATION ON THE RECEIVER'S LIABILITY

16. Except for gross negligence or wilful misconduct, as a result of its appointment or carrying out the provisions of this Order the Receiver shall incur no liability or obligation that exceeds an amount for which it may obtain full indemnity from the Property. Nothing in this Order shall derogate from any limitation on liability or other protection afforded to the Receiver under any applicable law, including, without limitation, Section 14.06, 81.4(5) or 81.6(3) of the BIA.

RECEIVER'S ACCOUNTS

17. The Receiver and counsel to the Receiver shall be paid their reasonable fees and disbursements, in each case, incurred at their standard rates and charges. The Receiver and counsel to the Receiver shall be entitled to and are hereby granted a charge (the Receiver's Charge) on the Property, as security for such fees and disbursements, incurred both before and after the making of this Order in respect of these proceedings, and the Receiver's Charge shall form a first charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person but subject to section 14.06(7), 81.4(4) and 81.6(2) and 88 of the BIA.
18. The Receiver and its legal counsel shall pass their accounts from time to time.
19. Prior to the passing of its accounts, the Receiver shall be at liberty from time to time to apply reasonable amounts, out of the monies in its hands, against its fees and disbursements, including the legal fees and disbursements, incurred at the normal rates and charges of the Receiver or its counsel, and such amounts shall constitute advances against its remuneration and disbursements when and as approved by this Court.

FUNDING OF THE RECEIVERSHIP

20. The Receiver be at liberty and is hereby empowered to borrow by way of revolving credit or otherwise, such monies from time to time as it may consider necessary or desirable, provided that the outstanding principal amount does not exceed \$1,000,000 (or such greater amount as this Court may by further Order authorize) at any time, at such rate or rates of interest as it deems advisable for such period or periods of time as it may arrange, for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by this Order, including interim expenditures. The whole of the Property shall be and is hereby charged by way of a fixed and

specific charge (the Receiver's Borrowings Charge) as security for the payment of the monies borrowed, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subordinate in priority to the Receiver's Charge and the charges set out in sections 14.06(7), 81.4(4) and 81.6(2) and 88 of the BIA.

21. Neither the Receiver's Borrowings Charge nor any other security granted by the Receiver in connection with its borrowings under this Order shall be enforced without leave of this Court.
22. The Receiver is at liberty and authorized to issue certificates substantially in the form annexed as Schedule "A" hereto (the Receiver's Certificates) for any amount borrowed by it pursuant to this Order.
23. The monies from time to time borrowed by the Receiver pursuant to this Order or any further order of this Court and any and all Receiver's Certificates evidencing the same or any part thereof shall rank on a *pari passu* basis, unless otherwise agreed to by the holders of any prior issued Receiver's Certificates.

ALLOCATION

24. Any interested party may apply to this Court on notice to any other party likely to be affected, for an order allocating the Receiver's Charge and Receiver's Borrowings Charge amongst the various assets comprising the Property.

GENERAL

25. The Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.
26. Notwithstanding Rule 6.11 of the *Alberta Rules of Court*, unless otherwise ordered by this Court, the Receiver will report to the Court from time to time, which reporting is not required to be in affidavit form and shall be considered by this Court as evidence.
27. Nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of the Debtor.
28. 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 Receiver 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 Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

29. The Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order and that the Receiver is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.
30. ACO shall have its costs of this motion, up to and including entry and service of this Order, provided for by the terms of the loan agreements and security, or, if not so provided by the same then on a substantial indemnity basis to be paid by the Receiver from the Debtor's estate with such priority and at such time as this Court may determine.
31. Any interested party may apply to this Court to vary or amend this Order on not less than 7 days' notice to the Receiver and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

FILING

32. The Receiver shall establish and maintain a website in respect of these proceedings at <http://cfcanada.fticonsulting.com/usollsands> and shall post there as soon as practicable:
 - (a) all materials prescribed by statute or regulation to be made publically available; and
 - (b) all applications, reports, affidavits, orders and other materials filed in these proceedings by or on behalf of the Receiver, or served upon it, except such materials as are confidential and the subject of a sealing order or pending application for a sealing order.

J. T. ENMON
Justice of the Court of Queen's Bench of Alberta

SCHEDULE "A"
RECEIVER CERTIFICATE

CERTIFICATE NO. _____

AMOUNT \$ _____

1. THIS IS TO CERTIFY that FTI Consulting Canada Inc., the Interim receiver and receiver and manager (the Receiver) of all of the assets, undertakings and properties of US Oil Sands Inc. and US Oil Sands (Utah) Inc., appointed by Order of the Court of Queen's Bench of Alberta and Court of Queen's Bench of Alberta in Bankruptcy and Insolvency (collectively, the Court) dated the ____ day of _____, _____ (the Order) made in action number _____, has received as such Receiver from the holder of this certificate (the Lender) the principal sum of \$ _____, being part of the total principal sum of \$ _____ which the Receiver is authorized to borrow under and pursuant to the Order.
2. The principal sum evidenced by this certificate is payable on demand by the Lender with interest thereon calculated and compounded [daily] [monthly not in advance on the ____ day of each month] after the date hereof at a notional rate per annum equal to the rate of ____ per cent above the prime commercial lending rate of Bank of _____ from time to time.
3. Such principal sum with interest thereon is, by the terms of the Order, together with the principal sums and interest thereon of all other certificates issued by the Receiver pursuant to the Order or to any further order of the Court, a charge upon the whole of the Property, in priority to the security interests of any other person, but subject to the priority of the charges set out in the Order and the *Bankruptcy and Insolvency Act*, and the right of the Receiver to indemnify itself out of such Property in respect of its remuneration and expenses.
4. All sums payable in respect of principal and interest under this certificate are payable at the main office of the Lender at ●.
5. Until all liability in respect of this certificate has been terminated, no certificates creating charges ranking or purporting to rank in priority to this certificate shall be issued by the Receiver to any person other than the holder of this certificate without the prior written consent of the holder of this certificate.
6. The charge securing this certificate shall operate so as to permit the Receiver to deal with the Property) as authorized by the Order and as authorized by any further or other order of the Court.
7. The Receiver does not undertake, and it is not under any personal liability, to pay any sum in respect of which it may issue certificates under the terms of the Order.

DATED the _____ day of _____, 20__.

FTI Consulting Canada Inc., solely in its capacity as Receiver of the Property (as defined in the Order), and not in its personal capacity

Per: _____
Name: Deryck Helkaa
Title: Senior Managing Director, Corporate Finance

Bruce H. White, USB #14913
Bryan L. Elwood, USB #13616
PARSONS BEHLE & LATIMER
201 South Main Street, Suite 1800
Salt Lake City, Utah 84111
Telephone: (801) 532-1234
Facsimile: (801) 536-6111
BWhite@parsonsbehle.com
BElwood@parsonsbehle.com
ecf@parsonsbehle.com

*Attorneys for FTI Consulting Canada Inc., Solely in its Capacity
as Receiver for US Oil Sands Inc. and US Oil Sands (Utah) Inc.*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re: US OIL SANDS INC., Debtor in a Foreign Proceeding.	Case No. 17-29716 Chapter 15 Judge R. Kimball Mosier
In re: US OIL SANDS (UTAH) INC., Debtor in a Foreign Proceeding.	Case No. 17-29717 Chapter 15 Judge R. Kimball Mosier

RECEIVER'S MOTION FOR JOINT ADMINISTRATION

FTI Consulting Canada Inc., solely in its capacity as court appointed receiver and manager (the "Receiver") of the assets, properties, and undertakings of US Oil Sands Inc. and US Oil Sands (Utah) Inc. (collectively, the "Chapter 15 Debtors"), under the Canadian Bankruptcy and Insolvency Act (the "CBIA") based upon the Receivership Order dated September 14, 2017 (the "Receivership Order"), entered by the Court of Queen's Bench of Alberta (the "Canadian Court") in a proceeding brought before it (the "Canadian Proceeding"), and authorized foreign

representative of the Chapter 15 Debtors, hereby requests that this Court (the "Motion"), pursuant to Section 105 of Title 11 of the United States Code (the "Bankruptcy Code"), Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 1015-1 of the Local Rules of the United States Bankruptcy Court for the District of Utah (the "Local Rules"), enter an order providing for the joint administration of the above-referenced Chapter 15 bankruptcy cases of the Chapter 15 Debtors. A true and correct copy of the Receivership Order is attached as Exhibit A to the Chapter 15 Petition for Recognition of a Foreign Proceeding filed in each of the above-referenced Chapter 15 cases (collectively, the "Chapter 15 Petitions").

**I.
SUMMARY OF RELIEF REQUESTED**

1. The Chapter 15 Debtors comprise a group of Canadian-based companies that have been placed into a receivership proceeding under the CBIA in Calgary, Canada, which is a foreign proceeding within the meaning of 11 U.S.C. § 101(23) of the Bankruptcy Code. The Receiver is the Canadian Court-appointed receiver, who is a foreign representative within the meaning of § 101(24) of the Bankruptcy Code. Contemporaneously with the filing of this Motion, the Receiver filed the Receiver's Petition for Recognition as Foreign Main Proceeding Pursuant to Section 1517 of the United States Bankruptcy Code and Related Relief.

2. The Receiver seeks joint administration of these Chapter 15 bankruptcy cases for the affiliated Chapter 15 Debtors. Joint administration is typically not contested, and is a standard first-day order in complex cases. Joint administration will result in savings to the Chapter 15 Debtors and in ease of administration for this Court and the creditors in these cases.

II.
JURISDICTION

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a) and 1334(a) and (b), and 11 U.S.C. § 1501. Venue is proper in this district pursuant to 28 U.S.C. § 1410. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

III.
RELEVANT BACKGROUND

A. General.

4. The Receiver filed the Chapter 15 Petitions for relief under the Bankruptcy Code with regard to each applicable Chapter 15 Debtor. US Oil Sands Inc. is a Canadian corporation that was publicly traded on the TSX Venture Exchange prior to being delisted effective June 29, 2017. US Oil Sands Inc. continues to be a reporting issuer under Canadian securities laws and is subject to Canadian continuous disclosure requirements. US Oil Sands Inc., in turn, owns all of the issued stock of US Oil Sands (Utah) Inc. Both Chapter 15 Debtors are subject to the Receivership Order entered by the court in the Canadian Proceeding.

5. Headquartered in Calgary, Alberta, Canada, the Chapter 15 Debtors' business focused on environmentally sustainable heavy oil (bitumen) production of oil sands. All directors of the Chapter 15 Debtors resigned prior to entry of the Receivership Order. The Chapter 15 Debtors do, however, currently have six employees, of which four are senior management located in Canada, one is an operational staff member securing the Chapter 15 Debtors' facility in Grand Prairie, Alberta, Canada, and the final employee is an operational staff member that secures the Chapter 15 Debtors' moth-balled facility in eastern Utah.

6. The Chapter 15 Debtors' business focused on pursuing oil sand production by using a unique, patented, and environmentally friendly extraction process. The Chapter 15 Debtors' initial commercial project is located in Uintah and Grand Counties, Utah, where they have a 100%

interest in bitumen leases covering approximately 32,000 acres of land, the largest commercial oil sands position in the United States. The processing facility was completed in 2016, at which time limited mining operations began. While some amount of bitumen has been mined, no oil has yet been sold. The Chapter 15 Debtors expected first-oil during 2017, however, after experiencing cash flow challenges, they ceased all mining operations more than a month before the filing of these Chapter 15 cases.

B. The Canadian Proceeding.

7. The CBIA is the principal federal legislation in Canada applicable to bankruptcies and insolvencies. *See* Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3 (Can.). The CBIA governs both voluntary and involuntary bankruptcy liquidations.

8. The CBIA also authorizes a court to appoint a receiver upon application by a secured creditor. *See id.*, § 243(1). Such court-appointed receivers are given a mandate and specific powers as set out in the order appointing the receiver. These duties typically include: (a) taking possession and control of the property and assets of the debtor; (b) marketing and selling such property and assets in a commercially reasonable manner under the supervision and approval of the appointing court; and (c) distributing the proceeds of such sales to the stakeholders in accordance with their legal entitlement. The appointing court has broad discretion to authorize the receiver to "take any other action that the court considers advisable." *Id.*, § 243(l)(c).

9. A court-appointed receiver under the CBIA is a "national" receiver. Canada is divided into ten provinces and three territories. While the CBIA is federal legislation in Canada, provincial legislative jurisdiction governs property and civil rights, potentially affecting some insolvency-related matters similar to the interplay between state and federal law in the United States. Nonetheless, the CBIA provides a statutory framework for a court-appointed receiver to

carry out its mandate on a national basis rather than relying on the various provincial statutes for its authority.

10. The Receivership Order against these Chapter 15 Debtors in the Canadian Proceeding is based upon the powers available under Section 243(1) of the CBIA. The Receivership Order was entered by the Canadian Court and includes a request by the Canadian Court for "aid and recognition of any court . . . having jurisdiction in . . . the United States to give effect to this [Receivership] Order and to assist the Receiver and its agents in carrying out the terms of this [Receivership] Order." Receivership Order, ¶ 28.

11. Pursuant to the Receivership Order, the Receiver is a foreign representative in a foreign proceeding, and seeks relief under Chapter 15 of the Bankruptcy Code.

**IV.
BASIS FOR RELIEF REQUESTED**

A. Description of the Cases to Be Administered Jointly.

12. The Receiver provides the following information about how the affiliated Chapter 15 Debtors would be administered jointly.

13. The name and case number of each case sought to be jointly administered are:

Chapter 15 Debtor Name	Case No.
US Oil Sands Inc.	17-29716
US Oil Sands (Utah) Inc.	17-29717

14. The proposed style and case number to be used on subsequent pleadings if joint administration is ordered is:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re: US OIL SANDS INC., <i>et al.</i> , Debtors in a Foreign Proceeding.	Case No. 17-29716 Jointly Administered Chapter 15 Judge R. Kimball Mosier
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15. The Receiver may propose amendments or consolidation of mailing lists as necessary to ensure due process and proper notice in future filings.

B. Need for Joint Administration.

16. Bankruptcy Rule 1015(b) and Local Rule 1015-1 allow for the joint administration of a debtor and its affiliates. Each of the Chapter 15 Debtors are related in the same corporate family and are managed by the same management. The Receiver intends to continue the orderly liquidation of the assets and winding up of operations for all of the Chapter 15 Debtors in accordance with the parameters of the Receivership Order and the oversight of this Court and the Canadian Court. Joint administration will result in savings to the Chapter 15 Debtors and to the creditor body and will save this Court and the clerk's office time by avoiding multiple filings in multiple cases. Otherwise, virtually each time a document is filed, it will likely need to be filed at least two times.

[Remainder of page intentionally left blank.]

GFL Environmental Inc.
125 Villarboit Cres, Suite B
Vaughan, ON L4K 4K2
CANADA

Intec Telecommunication Inc.
231 Dalhurst Way NW
Calgary, AB T3A 1P3
CANADA

Iridium Risk Services Inc. (USD\$)
255 5th Avenue SW, Suite 1100
Calgary, AB T2P 3G6
CANADA

Maxxam Analytics
C/O CH3047
P.O. Box 2509, Station M
Calgary, AB T2P 0E2
CANADA

Mediant Communications LLC
P.O. Box 29976
New York, NY 10087-9976

Norton Rose Fulbright LLP
Royal Bank Plaza, South Tower, Suite 3800
200 Bay Street, P.O. Box 84
Toronto, ON M5J 2Z4
CANADA

Sandman media Inc.
Suite 1240, 1140 West
Vancouver, BC V6E 4G1
CANADA

Snell & Wilmer LLP
One Arizona Center
400 E Van Buren St # 1900
Phoenix, AZ 85004

Tarco Systems Inc.
230, 855 42 Avenue SE
Calgary, AB T2G 1Y8
CANADA

INVeSHARE, Inc.
P.O. Box 568
Alpharetta, GA 30009-0568

Kismet Solutions Inc.
521 - 3 Avenue, Suite #600
Calgary, AB T2P 3T3
CANADA

McCarthy Tetrault LLP
Suite 4000, 421 - 7th Avenue SW
Calgary, AB T2P 4K9
CANADA

Nasdaq Corporate Solutions Canada ULC
C/O T9972
P.O. Box 9972, STN A
Toronto, ON M5W 2J
CANADA

OFI Testing Equipment, Inc.
11302 Steeplecrest Drive
Houston, TX 77065-5649

Ricoh Canada Inc.
5520 Explorer Drive, Suite 300
Mississauga, ON L4W 5L1
CANADA

Solium Capital
1500, 800 - 6th Avenue SW
Calgary, AB T2P 3G3
CANADA

Sullivan Instrumentation Inc.
3824 Thames Road
Regina, SK S4V 3A5
CANADA

T.H. Machining
8839 - 110A Street
Grande Prairie, AB T8V 5L5
CANADA

Texacana Turbines
6132 46 Street SE
Calgary, AB T2C 4X4
CANADA

World Wide Customs Brokers Ltd.
P.O. Box 2338, Station M
Calgary, AB T2P 2M6
CANADA

UNSECURED CREDITORS (US OIL SANDS (UTAH) INC.)

Acton Mobile
809 Gleneagles Court, Suite 300
Baltimore, MD 21286

Andritz Separation Inc.
1010 Commercial Blvd., S.
Arlington, TX 76001

Aramark
P.O. Box 101179
Pasadena, CA 91189-1179

Basin Auto Supply
322 E. Main
P.O. Box 1310
Vernal, UT 84078

C & C Supply, Inc.
P.O. Box 1748
Roosevelt, UT 84066

CH2M Hill Engineers Inc.
P.O. Box 201869
Dallas, TX 75320-1869

Continental Control Corporation
8845 Rehco Road
San Diego, CA 92121

Desert Splash of Vernal
146 W. Main Street
Vernal, UT 84078

Airgas USA, LLC
1376 E. Hwy. 40
Vernal, UT 84078-1805

ANE Melendez, Inc.
2069 W. 500 N.
Vernal, UT 84078

B&B Sanitation
545 S. 300 W.
Vernal, UT 84078

Basin I & E, Inc.
P.O. Box 120
Vernal, UT 84078

Cap Logistics
P.O. Box 5608
Denver, CO 80217

Charles Holston, Inc.
P.O. Box 732332
Dallas, TX 75373-2332

Dept. of Environmental Quality Waste
Management & Control
AR DEPT:BPRO 480:48060
P.O. Box 144880
Salt Lake City, UT 84114-4880

Distribution NOW L.P.
P.O. Box 200822
Dallas, TX 75320-0822

Elise Lane 1201 W. 2500 S. Vernal, UT 84078	Energy West Controls P.O. Box 27517 Salt Lake City, UT 84127-0517
Enterprise P.O. Box 700 Midvale, UT 84047-1559	Enterprise Damage Recovery P.O. Box 843369 Kansas City, MO 64184
EthosEnergy Light Turbines, LLC 6225-A W. Sam Houston Parkway North Houston, TX 77041-5145	Fastenal Company P.O. Box 1286 Winona, MN 55987-1286
FLSmith USA Inc. Salt Lake City Operations Department 3238 P.O. Box 123238 Dallas, Texas 75312-3238	Fulton Thermo Corporation 972 Centerville Road, Box 257 Pulaski, New York 13142-0257
Grainger 2775 S. 900 W. Salt Lake City, UT 84119-2447	Holland & Hart LLP P.O. Box 17283 Denver, CO 80217-0283
Industrial Electric Motor P.O. Box 485 Orangeville, UT 84537-0485	Industrial Solutions Inc. P.O. Box 95429 South Jordan, UT 84095
IPitimi 8156 S. Wadsworth Boulevard Suite E354 Littleton, CO 80128	J&C Enterprises, Inc. 715 E. 500 S. P.O. Box 1096 Vernal, UT 84078
K & P Sales Engineers 9448 S. 1210 E. P.O. Box 577 Sandy, UT 84091-0577	Kellogg Brown and Root LLC Bank of America Lockbox Services Lockbox 845734 1950 N. Stemmons Freeway Ste. 5010 Dallas, TX 75207
Littlefield & Peterson 551 E. South Temple Salt Lake City, UT 84103	Logistics Dynamics Inc. 1140 Wehrle Drive Amherst, NY 14221
Lyman Communications 1905 W. 4700 S. #241 Salt Lake City, UT 84129	Magotteaux Ltee 601 Rue Champlain Magog, QC J1X 2N1 CANADA

Marta-Co Supply Inc. P.O. BOX 1736 1820 S. 2000 W. Roosevelt, UT 84066	Matthew Trujillo 371 E. 500 N. Tooele, UT 84074
Morcon Specialty, Inc. P.O. Box 730 573 S. 1100 E. Vernal, UT 84078	Mort's Car Wash & Fuel, Inc. P.O. Box 26 50 S. 1000 W. Vernal, UT 84078
Mount Olympus P.O. Box 660579 Dallas, TX 75266-0579	Mountain Welding and Fabrication Inc. P.O. Box 492 1548 E. 777 S. Vernal, UT 84078
MRC Global P.O. Box 204392 Dallas, TX 75320-4392	Nexeo Solutions, LLC 5200 Blazer Parkway Dublin, OH 43017
Norco, Inc. P.O. Box 15299 Boise, ID 83715	North Eastern Utah Office Equipment and Supply Co. 32 W. Main Vernal, UT 84078
OFI Testing and Equipment, Inc. 11302 Steeplecrest Drive Houston, TX 77065-5649	Panhandle 14000 Quail Springs Parkway, Suite 300 Oklahoma City, OK 73134
Parr Brown Gee & Loveless P.O. Box 11019 Salt Lake City, UT 84147	PCE Pacific, Inc. 22011 26th Avenue SE Bothell, WA 98021
Precision Systems Engineering 9805 S. 500 W. Sandy, UT 84070	Price Water Pumping 630 E. 500 S. Vernal, UT 84078
Quality Customs Brokers Inc. P.O. Box 60773 Houston, TX 77205	Quick Sand Inc. 3307 E. Hwy. 40 Vernal, UT 84078
Red Rock Gathering Company LLC 2300 Windy Ridge Parkway, Suite 840 N Atlanta, GA 30339	Robinson Manufacturing Company Inc. 604 S. 10th Street Broken Arrow, OK 74012-4423

Rosemount Inc.
22737 Network Place
Chicago, IL 60673-1227

Sci Automation, Inc.
P.O. Box 1291
Roosevelt, UT 84066

Shubham Verma
4403 W. South Jordan Parkway
South Jordan, UT 84095

State of Utah Trust Lands Administration
675 E. 500 S. #500
Salt Lake City, UT 84102-2818

Sterling Backcheck
Newark Post Office
P.O. Box 36482
Newark, NJ 07193-6482

Stubbs & Stubbs Oilfield Construction
5127 S. 5400 E.
P.O. Box 32
Vernal, UT 84078

Tech-Flow
P.O. Box 219
Layton, UT 84101

The Goodrich Mud Company Inc.
3211 E. Hwy. 40
Vernal, UT 84078

TownePlace Suites
1219 W. Hwy. 40
Vernal, UT 84078

United Rentals
P.O. Box 840514
Dallas, TX 75284-0514

Sales Engineering Company, Inc.
10235 S. Mystic Falls Way
South Jordan, UT 84095

Security Camera Warehouse
6 Celtic Drive, Unit A6
Arden, NC 28704

Springhill Suites
1205 W. Hwy. 40
Vernal, UT 84078

Stearns Construction Inc.
2746 Pebble Acres Drive
Vernal, UT 84078

Strata Networks
211 E. 200 N.
P.O. Box 400
Roosevelt, UT 84066

Tarpon Energy Services LLC
A PTW Company
Dept. CH 19870
Palatine, IL 60095-9870

Thatcher Company, Inc.
1905 Fortune Road
Salt Lake City, UT 84104

Thomas Petroleum, LLC
P.O. Box 677289
Dallas, TX 75267-7289

ULINE
Attn: Accounts Receivable
P.O. BOX 88741
Chicago, IL 60680-1741

Utah Mining Association
136 S. Main #709
Salt Lake City, UT 84101

Vernal Area Chamber of Commerce
134 W. Main Street
Vernal, UT 84078

Victory Energy
10701 E. 126th Street North
Collinsville, OK 74021

Watts Steam Store
1982 Floral Avenue
Twin Falls, ID 83301

Wex Fleet Universal
WEX Bank
P.O. Box 6293
Carol Stream, IL 60197-6293

Winn-Marion Companies
7084 S. Revere Parkway, Unit A
Centennial, CO 80112

MISCELLANEOUS

Kirton McConkie
2600 West Executive Parkway, Suite #400
Lehi, Utah 84043

Vernal Fire Extinguisher
525 N. 2500 W.
Vernal, UT 84078

Virginia Lab Supply Corporation
P.O. Box 9870
Richmond, VA 23228-9870

West End Cleaners
933 US-40
Vernal, UT 84078

Wilkins Bus Lines Inc.
343 S. Vernal Avenue #C
Vernal, UT 84078

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

In re: US OIL SANDS INC., Debtor in a Foreign Proceeding.	Case No. 17-29716 Chapter 15 Judge R. Kimball Mosier
In re: US OIL SANDS (UTAH) INC., Debtor in a Foreign Proceeding.	Case No. 17-29717 Chapter 15 Judge R. Kimball Mosier

ORDER GRANTING RECEIVER'S
MOTION FOR JOINT ADMINISTRATION

Upon consideration of the motion (the "Motion") of FTI Consulting Canada Inc., solely in its capacity as court appointed receiver and manager (the "Receiver") of the assets, properties, and undertakings of US Oil Sands Inc. and US Oil Sands (Utah) Inc. (collectively, the "Chapter 15 Debtors"), under the Canadian Bankruptcy and Insolvency Act based upon the Receivership Order dated September 14, 2017, entered by the Court of Queen's Bench of Alberta, for an order granting joint administration of the above-referenced Chapter 15 bankruptcy cases; and it appearing that

the relief requested in the Motion is appropriate in the context of these cases and is in the best interest of the Chapter 15 Debtors, these cases, and their creditors and other all parties-in-interest; and it appearing that notice of the Motion was adequate and proper under the circumstances, and it appearing that no other or further notice need be given; and after due deliberation and sufficient cause appearing, therefore

IT IS HEREBY ORDERED AS FOLLOWS:

1. The Motion is granted as set forth herein.
2. A single docket sheet shall be maintained for all matters occurring in these Chapter 15 cases, however, if proofs of claim are to be filed, each creditor shall file a proof of claim in a particular Chapter 15 Debtor's case.
3. The Receiver may use a combined service list comprised of parties-in-interest of both Chapter 15 Debtors.
4. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of these Chapter 15 cases.
5. A docket entry shall be made in each of these Chapter 15 cases substantially as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the following Chapter 15 cases: *In re Oil Sands Inc.* (17-29716) and *In re Oil Sands (Utah) Inc.* (17-29717). The docket of *In re Oil Sands Inc.* (17-29716) should be consulted for all matters affecting those jointly administered Chapter 15 cases.
6. This Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

End of Document

Bruce H. White, USB #14913
Bryan L. Elwood, USB #13616
PARSONS BEHLE & LATIMER
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Attorneys for FTI Consulting Canada Inc., Solely in its Capacity as Receiver for US Oil Sands Inc. and US Oil Sands (Utah) Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re: US OIL SANDS INC., Debtor in a Foreign Proceeding.	Case No. 17-29716 Chapter 15 Judge R. Kimball Mosier
In re: US OIL SANDS (UTAH) INC., Debtor in a Foreign Proceeding.	Case No. 17-29717 Chapter 15 Judge R. Kimball Mosier

**DECLARATION OF DERYCK HELKAA IN SUPPORT
OF RECEIVER'S MOTION FOR JOINT ADMINISTRATION**

1. My name is Deryck Helkaa and I am a Senior Managing Director of FTI Consulting Canada Inc. with an office in Calgary, Alberta, Canada.
2. FTI Consulting Canada Inc. has been appointed as the receiver and manager (the "Receiver") of the assets, properties, and undertakings of US Oil Sands Inc. and US Oil Sands (Utah) Inc. (collectively, the "Chapter 15 Debtors"), under the Canadian Bankruptcy and Insolvency Act (the "CBIA") based upon the *Receivership Order* dated September 14, 2017 (the

"Receivership Order"), entered by the Court of Queen's Bench of Alberta in a proceeding brought before it (the "Canadian Proceeding"). A true and correct copy of the Receivership Order is attached as Exhibit A to the *Chapter 15 Petition for Recognition of a Foreign Proceeding* filed in each of the above-referenced Chapter 15 cases (collectively, the "Chapter 15 Petitions").

3. I earned a Bachelor of Arts (Economics) degree from the University of Western Ontario.
4. I have more than 20 years of restructuring experience providing financial advice to receivers, debtor companies, shareholders, and management in both formal and out-of-court restructurings.
5. I am a licensed trustee in bankruptcy, a chartered insolvency and restructuring professional, and a chartered accountant in Canada. In addition, I am a member of the (a) Canadian Association of Insolvency and Restructuring Professionals, (b) Insolvency Institute of Canada, and (c) Turnaround Management Association. I also am the past President of the Turnaround Management Association's Northwest Chapter (Alberta, British Columbia, Washington, and Oregon).
6. I have diverse industry experience with a primary focus on oil and gas, including companies operating in exploration and production, midstream, and oilfield services sectors. I have been involved in numerous formal and informal restructuring transactions, receiverships and consulting engagements in the oil and gas, manufacturing, real estate, and various other industries. I have experience with and have participated in multiple cross-border restructurings, including acting as the foreign representative for Argent Energy and Tuscan International Drilling.
7. Prior to joining FTI Consulting, I was a partner in the Transaction and Advisory Services group at Ernst & Young.

8. Except as otherwise indicated, all statements set forth in this Declaration are based upon: (a) my personal knowledge; (b) documents and other information prepared or collected by other members of the Chapter 15 Debtors' management, their employees, or their professionals; (c) documents and other information prepared or collected by the Receiver's management, its employees, or its professionals; (d) my review of relevant documents; and/or (e) my opinion based upon my experience and knowledge of the Chapter 15 Debtors' operations and financial condition. If I were called upon to testify, I could and would testify competently to the facts set forth herein based upon my personal knowledge, review of documents, and/or opinion.

9. I am authorized on behalf of FTI Consulting Canada Inc. to submit this declaration (this "**Declaration**") in support of the *Receiver's Motion for Joint Administration* filed with this Court ("**Joint Administration Motion**").

The Chapter 15 Debtors and Their Business

10. The Chapter 15 Debtors comprise a group of Canadian-based companies that have been placed into a receivership proceeding under the CBIA in Calgary, Alberta, Canada. The Chapter 15 Debtors are headquartered in Calgary, Alberta, Canada.

11. US Oil Sands Inc. is a Canadian corporation that was publicly traded on the TSX Venture Exchange prior to being delisted effective June 29, 2017. US Oil Sands Inc. continues to be a reporting issuer under Canadian securities laws and is subject to Canadian continuous disclosure requirements. US Oil Sands Inc., in turn, owns all of the issued stock of US Oil Sands (Utah) Inc. Both Chapter 15 Debtors are subject to the Receivership Order entered by the court in the Canadian Proceeding.

12. The Chapter 15 Debtors' business focused on environmentally sustainable heavy oil (bitumen) production of oil sands. All directors of the Chapter 15 Debtors resigned prior to

entry of the Receivership Order. The Chapter 15 Debtors do, however, currently have six employees, of which four are senior management located in Canada, one is an operational staff member securing the Chapter 15 Debtors' facility in Grand Prairie, Alberta, Canada, and the final employee is an operational staff member that secures the Chapter 15 Debtors' moth-balled facility in eastern Utah.

13. The Chapter 15 Debtors' business focused on pursuing oil sand production by using a unique, patented, and environmentally friendly extraction process. The Chapter 15 Debtors' initial commercial project is located in Uintah and Grand Counties, Utah, where they have a 100% interest in bitumen leases covering approximately 32,000 acres of land, the largest commercial oil sands position in the United States. The processing facility was completed in 2016, at which time limited mining operations began. While some amount of bitumen has been mined, no oil has yet been sold. The Chapter 15 Debtors expected first-oil during 2017, however, after experiencing cash flow challenges, they ceased all mining operations more than a month before the filing of these Chapter 15 cases.

Joint Administration Motion

14. To minimize the immediate adverse effects on the filing for Chapter 15 protection and to enhance the Chapter 15 Debtors' prospects of an orderly liquidation, the Receiver is requesting certain "first-day" relief in the Joint Administration Motion. I am familiar with the request for such relief and I believe that the relief sought: (a) is necessary to enable the Chapter 15 Debtors to operate in Chapter 15 with minimum disruption or loss of productivity or value; (b) is critical to the Chapter 15 Debtors' ability to successfully prosecute the Canadian Proceeding and these Chapter 15 Cases; and (c) best serves the Chapter 15 Debtors' cases and the interests of the creditors.

15. I believe that joint administration of these Chapter 15 Debtors' cases will facilitate the coordinated administration of their cases. Furthermore, I understand that joint administration of these Chapter 15 Debtors' cases is appropriate because the Chapter 15 Debtors intend to file with this Court such motions and applications reasonably necessary to effect a smooth process for the Chapter 15 Debtors during the bankruptcy. Moreover, the assets and operations of the respective Chapter 15 Debtors are intertwined. As such, the joint administration of these cases, including the combining of notices to creditors of the respective cases, as well as the notices and hearings of all matters at the same time, will promote the economical, efficient, and convenient administration of the Chapter 15 Debtors' cases. With multiple debtors, each with its own case docket, the failure to jointly administer these cases would result in duplicative pleadings repeatedly being filed. I believe that such duplication of substantially identical documents would be wasteful and would unnecessarily burden the Clerk of the Court.

16. Joint administration will permit the Clerk to use a single general docket for these Chapter 15 Debtors' cases and to combine notices to creditors and other parties-in-interest of the Chapter 15 Debtors' respective cases. Joint administration will also protect parties-in-interest by ensuring that such parties-in-interest in each of the Chapter 15 Debtors' respective Chapter 15 cases will be apprised of the various matters before the Court in these Chapter 15 cases.

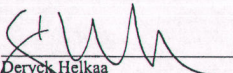
17. The rights of the respective creditors of each of the Chapter 15 Debtors will not be adversely affected by joint administration of these Chapter 15 cases inasmuch as the relief sought is purely procedural and is in no way intended to affect substantive rights.

18. Each creditor and party-in-interest will maintain whatever rights it has against the particular Chapter 15 Debtor against which it allegedly has a claim or right. Indeed, the rights of all creditors will be enhanced by the reduction in costs resulting from joint administration. The Court will also be relieved of the burden of entering duplicative orders and keeping duplicative files.

19. I believe the relief requested in the Joint Administration Motion is appropriate to achieve those goals, and that the circumstances weigh heavily in favor of scheduling a hearing on such motion immediately, granting the relief requested therein, and granting such other relief as the circumstances may require to help the Chapter 15 Debtors achieve an orderly liquidation in these cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief.

Executed: November 7, 2017


Deryck Helkaa
Senior Managing Director
FTI Consulting Canada Inc.,
Solely in its Capacity as Receiver for US Oil
Sands Inc. and US Oil Sands (Utah) Inc.

CERTIFICATE OF SERVICE

The undersigned certifies that true and correct copies of the foregoing *Declaration of Deryck Helkaa in Support of Receiver's Motion for Joint Administration* were forwarded (1) to the parties receiving ECF notifications in this case and (2) via first-class United States mail on November 8, 2017, to the parties-in-interest set forth on the attached Service List.

/s/ Bryan L. Elwood
Bryan L. Elwood

SERVICE LIST

GOVERNMENTAL ENTITIES

Office of the United States Trustee
405 South Main Street, Suite 300
Salt Lake City, UT 84111

School and Institutional Trust Lands Admin.
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675 East 500 South, Suite 500
Salt Lake City, UT 84102

State of Utah Office of the Attorney General
Tax & Revenue Division
160 East 300 South, 5th Floor
P.O. Box 14874
Salt Lake City, UT 84114

Utah State Tax Commission
Centralized Insolvency Operation
Attn: Michelle Riggs
210 North 1950 West
Salt Lake City, UT 84134

Internal Revenue Service
Taxpayer Services Division
P.O. Box 7346
Philadelphia, PA 19101-7346

Department of Natural Resources
Division of Oil, Gas and Mining
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Salt Lake City, UT 84114-5801

Utah Department of Environmental Quality
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Salt Lake City, UT 84114-4810

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615 - 18 Street SE
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Arlington, TX 76001

ANE Melendez, Inc.
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Vernal, UT 84078

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Pasadena, CA 91189-1179

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C & C Supply, Inc.
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Dallas, TX 75373-2332

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Dallas, Texas 75312-3238

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K & P Sales Engineers
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Mount Olympus P.O. Box 660579 Dallas, TX 75266-0579	Mountain Welding and Fabrication Inc. P.O. Box 492 1548 E. 777 S. Vernal, UT 84078
MRC Global P.O. Box 204392 Dallas, TX 75320-4392	Nexeo Solutions, LLC 5200 Blazer Parkway Dublin, OH 43017
Norco, Inc. P.O. Box 15299 Boise, ID 83715	North Eastern Utah Office Equipment and Supply Co. 32 W. Main Vernal, UT 84078
OFI Testing and Equipment, Inc. 11302 Steeplecrest Drive Houston, TX 77065-5649	Panhandle 14000 Quail Springs Parkway, Suite 300 Oklahoma City, OK 73134
Parr Brown Gee & Loveless P.O. Box 11019 Salt Lake City, UT 84147	PCE Pacific, Inc. 22011 26th Avenue SE Bothell, WA 98021
Precision Systems Engineering 9805 S. 500 W. Sandy, UT 84070	Price Water Pumping 630 E. 500 S. Vernal, UT 84078
Quality Customs Brokers Inc. P.O. Box 60773 Houston, TX 77205	Quick Sand Inc. 3307 E. Hwy. 40 Vernal, UT 84078

Red Rock Gathering Company LLC 2300 Windy Ridge Parkway, Suite 840 N Atlanta, GA 30339	Robinson Manufacturing Company Inc. 604 S. 10th Street Broken Arrow, OK 74012-4423
Rosemount Inc. 22737 Network Place Chicago, IL 60673-1227	Sales Engineering Company, Inc. 10235 S. Mystic Falls Way South Jordan, UT 84095
Sci Automation, Inc. P.O. Box 1291 Roosevelt, UT 84066	Security Camera Warehouse 6 Celtic Drive, Unit A6 Arden, NC 28704
Shubham Verma 4403 W. South Jordan Parkway South Jordan, UT 84095	Springhill Suites 1205 W. Hwy. 40 Vernal, UT 84078
State of Utah Trust Lands Administration 675 E. 500 S. #500 Salt Lake City, UT 84102-2818	Stearns Construction Inc. 2746 Pebble Acres Drive Vernal, UT 84078
Sterling Backcheck Newark Post Office P.O. Box 36482 Newark, NJ 07193-6482	Strata Networks 211 E. 200 N. P.O. Box 400 Roosevelt, UT 84066
Stubbs & Stubbs Oilfield Construction 5127 S. 5400 E. P.O. Box 32 Vernal, UT 84078	Tarpon Energy Services LLC A PTW Company Dept. CH 19870 Palatine, IL 60095-9870
Tech-Flow P.O. Box 219 Layton, UT 84101	Thatcher Company, Inc. 1905 Fortune Road Salt Lake City, UT 84104
The Goodrich Mud Company Inc. 3211 E. Hwy. 40 Vernal, UT 84078	Thomas Petroleum, LLC P.O. Box 677289 Dallas, TX 75267-7289
TownePlace Suites 1219 W. Hwy. 40 Vernal, UT 84078	ULINE Attn: Accounts Receivable P.O. BOX 88741 Chicago, IL 60680-1741

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Dallas, TX 75284-0514

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Salt Lake City, UT 84101

Vernal Area Chamber of Commerce
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Vernal, UT 84078

Vernal Fire Extinguisher
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Vernal, UT 84078

Victory Energy
10701 E. 126th Street North
Collinsville, OK 74021

Virginia Lab Supply Corporation
P.O. Box 9870
Richmond, VA 23228-9870

Watts Steam Store
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Twin Falls, ID 83301

West End Cleaners
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Vernal, UT 84078

Wex Fleet Universal
WEX Bank
P.O. Box 6293
Carol Stream, IL 60197-6293

Wilkins Bus Lines Inc.
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Vernal, UT 84078

Winn-Marion Companies
7084 S. Revere Parkway, Unit A
Centennial, CO 80112

MISCELLANEOUS

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ecf@parsonsbehle.com

*Attorneys for FTI Consulting Canada Inc., Solely in its Capacity
as Receiver for US Oil Sands Inc. and US Oil Sands (Utah) Inc.*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re: US OIL SANDS INC., Debtor in a Foreign Proceeding.	Case No. 17-29716 Chapter 15 Judge R. Kimball Mosier
In re: US OIL SANDS (UTAH) INC., Debtor in a Foreign Proceeding.	Case No. 17-29717 Chapter 15 Judge R. Kimball Mosier

**RECEIVER'S PETITION FOR RECOGNITION AS FOREIGN MAIN
PROCEEDING PURSUANT TO SECTION 1517 OF THE UNITED
STATES BANKRUPTCY CODE AND RELATED RELIEF**

FTI Consulting Canada Inc., solely in its capacity as court appointed receiver and manager (the "Receiver") of the assets, properties, and undertakings of US Oil Sands Inc. and US Oil Sands (Utah) Inc. (collectively, the "Chapter 15 Debtors"), under the Canadian Bankruptcy and Insolvency Act (the "CBIA") based upon the *Receivership Order* dated September 14, 2017 (the "Receivership Order"), entered by the Court of Queen's Bench of Alberta (the "Canadian Court") in a proceeding brought before it (the "Canadian Proceeding"), and authorized foreign

representative of the Chapter 15 Debtors, hereby files this petition requesting that this Court, pursuant to Sections 105, 1507, 1515, 1517, 1520, and 1521 of Title 11 of the United States Code (the "Bankruptcy Code") and Rule 1004.2(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), enter an order, a proposed form of which is attached hereto as Exhibit A (the "Proposed Order"), (1) recognizing the Canadian Proceeding as a foreign main proceeding pursuant to Section 1517 of the Bankruptcy Code, thereby granting related relief pursuant to Section 1520 of the Bankruptcy Code, and (2) granting additional relief pursuant to Section 1521 of the Bankruptcy Code. A true and correct copy of the Receivership Order is attached as Exhibit A to the *Chapter 15 Petition for Recognition of a Foreign Proceeding* filed in each of the above-referenced Chapter 15 cases (collectively, the "Chapter 15 Petitions").

**I.
SUMMARY OF RELIEF REQUESTED**

1. The Chapter 15 Debtors comprise a group of Canadian-based companies that have been placed into a receivership proceeding under the CBIA in Calgary, Canada, which is a foreign proceeding within the meaning of 11 U.S.C. § 101(23) of the Bankruptcy Code. The Receiver is the Canadian Court-appointed receiver, who is a foreign representative within the meaning of Section 101(24) of the Bankruptcy Code.

2. The Receiver hereby seeks an order (a) recognizing the Canadian Proceeding as a foreign main proceeding pursuant to Section 1517 of the Bankruptcy Code, thereby granting related relief pursuant to Section 1520 of the Bankruptcy Code, and (b) additional relief pursuant to Section 1521 of the Bankruptcy Code. Alternatively, should this Court not recognize the Canadian Proceeding as a foreign main proceeding (either in whole or in part), the Receiver seeks recognition of the Canadian Proceeding as a foreign nonmain proceeding, as defined in Section 1502(5) of the Bankruptcy Code, and seeks additional relief available under Section 1521 of the Bankruptcy Code.

II.
JURISDICTION

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a) and 1334(a) and (b), and 11 U.S.C. § 1501. Venue is proper in this district pursuant to 28 U.S.C. § 1410. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

III.
RELEVANT BACKGROUND

A. General.

4. The Receiver filed the Chapter 15 Petitions for relief under the Bankruptcy Code with regard to each applicable Chapter 15 Debtor. US Oil Sands Inc. is a Canadian corporation that was publicly traded on the TSX Venture Exchange prior to being delisted effective June 29, 2017. US Oil Sands Inc. continues to be a reporting issuer under Canadian securities laws and is subject to Canadian continuous disclosure requirements. US Oil Sands Inc., in turn, owns all of the issued stock of US Oil Sands (Utah) Inc. Both Chapter 15 Debtors are subject to the Receivership Order entered by the court in the Canadian Proceeding.

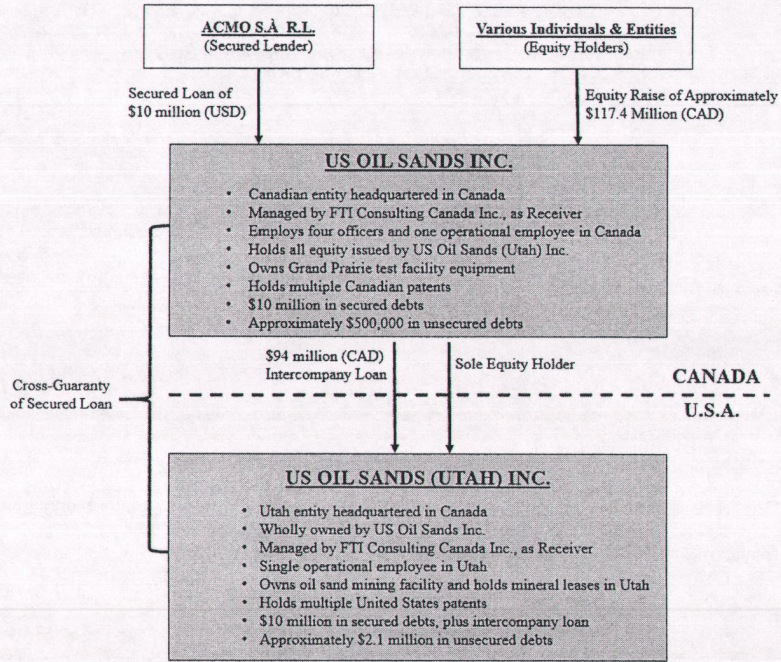
5. Headquartered in Calgary, Alberta, Canada, the Chapter 15 Debtors' business focused on environmentally sustainable heavy oil (bitumen) production of oil sands. All directors of the Chapter 15 Debtors resigned prior to entry of the Receivership Order. The Chapter 15 Debtors do, however, currently have six employees, of which four are senior management located in Canada, one is an operational staff member securing the Chapter 15 Debtors' facility in Grand Prairie, Alberta, Canada, and the final employee is an operational staff member that secures the Chapter 15 Debtors' moth-balled facility in eastern Utah.

6. The Chapter 15 Debtors' business focused on pursuing oil sand production by using a unique, patented, and environmentally friendly extraction process. The Chapter 15 Debtors' initial commercial project is located in Uintah and Grand Counties, Utah, where they have a 100%

interest in bitumen leases covering approximately 32,000 acres of land, the largest commercial oil sands position in the United States. The processing facility was completed in 2016, at which time limited mining operations began. While some amount of bitumen has been mined, no oil has yet been sold. The Chapter 15 Debtors expected first-oil during 2017, however, after experiencing cash flow challenges, they ceased all mining operations more than a month before the filing of these Chapter 15 cases.

7. The following chart provides an overview of the Chapter 15 Debtors' corporate structure, along with a summary of the respective management, employees, assets, liabilities and equity of each Chapter 15 Debtor as of the date these cases were filed, including:

- a. Approximately \$117.4 million (CAD) in funds were raised in a public equity offering by US Oil Sands Inc.;
- b. A secured loan of \$10 million (USD) was obtained by US Oil Sands Inc. from ACOMO S.À R.L., which is secured by a first-priority lien against all of the assets of US Oil Sands Inc. and US Oil Sands (Utah) Inc.;
- c. The funds borrowed by US Oil Sands Inc. from ACOMO S.À R.L. were, in part, advanced to US Oil Sands (Utah) Inc. through an intercompany loan and were used to fund the construction of the facility in eastern Utah and to provide capital for reserve testing and other costs related to start-up of operations; and
- d. US Oil Sands (Utah) Inc. is a wholly owned subsidiary of US Oil Sands Inc.



B. The Canadian Proceeding.

7. The CBIA is the principal federal law in Canada applicable to bankruptcies and insolvencies. See Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3 (Can.). The CBIA governs both voluntary and involuntary bankruptcy liquidations.

8. The CBIA also authorizes a court to appoint a receiver upon application by a secured creditor. See *id.*, § 243(1). Such court-appointed receivers are given a mandate and specific powers as set out in the order appointing the receiver. These duties typically include: (a) taking possession and control of the property and assets of the debtor; (b) marketing and selling such property and assets in a commercially reasonable manner under the supervision and approval

of the appointing court; and (c) distributing the proceeds of such sales to the stakeholders in accordance with their legal entitlement. The appointing court has broad discretion to authorize the receiver to “take any other action that the court considers advisable.” *Id.*, § 243(1)(c).

9. A court-appointed receiver under the CBIA is a “national” receiver. Canada is divided into ten provinces and three territories. While the CBIA is federal law in Canada, provincial legislative jurisdiction governs property and civil rights, potentially affecting some insolvency-related matters similar to the interplay between state and federal law in the United States. Nonetheless, the CBIA provides a statutory framework for a court-appointed receiver to carry out its mandate on a national basis rather than relying on the various provincial statutes for its authority.

10. The Receivership Order against these Chapter 15 Debtors in the Canadian Proceeding is based upon the powers available under Section 243(1) of the CBIA. The Receivership Order was entered by the Canadian Court and includes a request by the Canadian Court for “aid and recognition of any court . . . having jurisdiction in . . . the United States to give effect to this [Receivership] Order and to assist the Receiver and its agents in carrying out the terms of this [Receivership] Order.” Receivership Order, ¶ 28.

11. Pursuant to the Receivership Order, the Receiver is a foreign representative in a foreign proceeding, and seeks relief under Chapter 15 of the Bankruptcy Code.

12. The purpose of these Chapter 15 cases is to seek protection for the Company’s assets in the United States and cooperation with the Canadian Court as the Receiver executes its charge in the Receivership Order.

IV. BASIS FOR RELIEF REQUESTED

13. A Chapter 15 case is commenced when a foreign representative files a petition for recognition of a foreign proceeding under Section 1515 of the Bankruptcy Code. See *In re*

Oversight & Control Comm'n of Avanzit, S.A., 385 B.R. 525, 532 (Bankr. S.D.N.Y. 2008). The petition must be accompanied by certain documentary evidence, which a court may presume to be authentic. *See* 11 U.S.C. § 1516(b). A court then must grant the request for recognition if it finds:

- a. Such foreign proceeding for which recognition is sought is a foreign main proceeding or foreign nonmain proceeding within the meaning of Section 1502;
- b. The foreign representative applying for recognition is a person or body; and
- c. The petition meets the requirements of Section 1515.

See 11 U.S.C. § 1517(a).

14. A decision or certificate from a foreign court indicating the foreign proceeding is a “foreign proceeding,” as defined in Section 101(23) of the Bankruptcy Code, is presumptively correct. 11 U.S.C. § 1516(a). Similarly, a decision or certificate from a foreign court indicating that the Receiver is a “foreign representative,” as defined in Section 101(24) of the Bankruptcy Code, is also presumptively correct. *Id.*

15. As discussed in further details below, (a) the Chapter 15 Petitions meet the requirements of Section 1515 of the Bankruptcy Code, (b) the Canadian Proceeding is a foreign proceeding under the definition of Section 101(23) of the Bankruptcy Code, and (c) the Receiver is a foreign representative under the definition of Section 101(24) of the Bankruptcy Code and is a “person” under the definition of Section 101(41) of the Bankruptcy Code.

A. The Chapter 15 Petitions Satisfy the Requirements Set Forth in Section 1515 of the Bankruptcy Code.

16. Section 1515 of the Bankruptcy Code requires certain information to be included with each Chapter 15 petition for recognition. As detailed below, the Chapter 15 Petitions filed by the Receiver in these cases satisfy these requirements.

i. Evidence of Foreign Proceeding.

17. First, a Chapter 15 petition for recognition of a foreign proceeding must be accompanied by any one of the following:

- a. A certified copy of the decision commencing such foreign proceeding and appointing the foreign representative;
- b. A certificate from the foreign court affirming the existence of such foreign proceeding and of the appointment of the foreign representative; or
- c. In the absence of evidence referred to in paragraphs (a) and (b), any other evidence acceptable to the court of the existence of such foreign proceeding and of the appointment of the foreign representative.

See 11 U.S.C. § 1515(b).

18. Here, the Receiver, in compliance with Section 1515(b) of the Bankruptcy Code, attached a copy of the Receivership Order from the Canadian Proceeding to each of the Chapter 15 Petitions, which may be presumed authentic. *See* 11 U.S.C. § 1516(b). Therefore, the requirement that evidence be provided of the foreign proceeding has been met.

ii. Chapter 15 Petition Must State the Country Where Debtor Has its Center of Main Interests.

19. A Chapter 15 petition for recognition of a foreign proceeding is required to state the country where the debtor has its center of main interests. *See* Bankruptcy Rule 1004.2(a). This requirement has been satisfied as the Chapter 15 Petitions each state that the center of main interests for each of the Chapter 15 Debtors is Canada.

iii. Identification of Each Country Where a Foreign Proceeding is Pending.

20. A petition for recognition under Chapter 15 of the Bankruptcy Code must also identify each country in which a foreign proceeding by, regarding, or against the debtor is pending. *See* Bankruptcy Rule 1004.2(a). The Chapter 15 Debtors are debtors in a foreign proceeding, as

further described in the Chapter 15 Petitions (and in the Receivership Order attached thereto). As a result, this requirement has been satisfied.

iv. Corporate Ownership Statement.

21. Next, a foreign representative filing a Chapter 15 petition for recognition must also file with the petition a corporate ownership statement containing the information described in Bankruptcy Rule 7007.1. *See* Bankruptcy Rule 1007(a)(4). A corporate ownership statement is included with each of the Chapter 15 Petitions, thereby satisfying this requirement.

v. Inclusion of Additional Information in Chapter 15 Petition.

22. A foreign representative filing a petition for recognition under Chapter 15 is also required to file with the petition (unless the court orders otherwise), a list containing the names and addresses of all persons or bodies authorized to administer foreign proceedings of the debtor, all parties to litigation pending in the United States in which the debtor is a party at the time of the filing of the petition, and all entities against whom provisional relief is being sought under Section 1519 of the Bankruptcy Code. *See* Bankruptcy Rule 1007(a)(4). This information, to the extent applicable, is included with each of the Chapter 15 Petitions.

B. The Canadian Proceeding is a “Foreign Proceeding”.

23. “Foreign proceeding” is defined in the Bankruptcy Code as “a collective judicial or administrative proceeding in a foreign country, including an interim proceeding, under a law relating to insolvency or adjustment of debt in which proceeding the assets and affairs of the debtor are subject to control or supervision by a foreign court, for the purpose of reorganization or liquidation.” 11 U.S.C. § 101(23).

24. The Canadian Proceeding falls squarely within the definition of “foreign proceeding.” Prior to the passage of Chapter 15 of the Bankruptcy Code, United States courts recognized cases filed under Canadian bankruptcy and insolvency laws to be “relating to

insolvency.” *See Tradewell, Inc. v. American Sensors Electronics Inc.*, 1997 WL 423075 n. 1 (S.D.N.Y. 1997) (noting that the “CCAA is a broad statute, the purpose of which is to ‘provide insolvent debtors with the opportunity to restructure their financial affairs with their creditors.’”). Moreover, since the passage of Chapter 15, cases filed under Canadian bankruptcy and insolvency laws have consistently been recognized as “foreign proceedings.” *See, e.g., In re Nortel Networks, Inc.*, 469 B.R. 478, 487 (Bankr. D. Del. 2012) (the Court entered an order recognizing the proceeding under the Canadian Companies’ Creditors Arrangement Act (the “CCAA”) was a foreign main proceeding under chapter 15 of the Bankruptcy Code); *In re Metcalfe & Mansfield Alternative Investments*, 421 B.R. 685, 688 (Bankr. S.D.N.Y. 2010) (“It is clear that the Canadian Proceedings should be recognized as a foreign main proceeding.”); *In re Gandi Innovations Holdings, LLC, Order Recognizing Foreign Proceeding Pursuant to Chapter 15*, Jointly Admin. Bankr. Case No. 09-51782-C (Bankr. W.D. Tex. June 5, 2009) (unpublished disposition) (the “CCAA Proceeding is a foreign proceeding entitled to recognition under Chapter 15 of the Code”).

C. The Receiver is a “Foreign Representative”.

25. Section 101(24) of the Bankruptcy Code defines “foreign representative” as “a person or body, including a person or body appointed on an interim basis, authorized in a foreign proceeding to administer the reorganization or the liquidation of the debtor’s assets or affairs or to act as a representative of such foreign proceeding.”

26. The Receiver may serve as the “foreign representative” because it constitutes a “person or body.” “Person” is defined under Section 101(41) of the Bankruptcy Code to include an individual, partnership, or corporation. Because the Receiver is an incorporated entity, it therefore qualifies as a “person” and can accordingly serve as a “foreign representative.” Additionally, the Receiver has been authorized in the Canadian Proceeding to act as the Chapter 15 Debtors’ foreign representative. *See* Receivership Order, at ¶ 29. The Receivership Order also

provides that “the Receiver be at liberty and is hereby authorized and empowered to apply to any court . . . , wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order” *Id.* This Court is therefore entitled to presume that the Receiver is a proper “foreign representative.” *See* 11 U.S.C. § 1516(b).

D. The Canadian Proceeding Should be Recognized as a Foreign Main Proceeding Because the Chapter 15 Debtors’ Center of Main Interests is in Canada.

27. The Canadian Proceeding should, in turn, be recognized as a foreign main proceeding. A foreign proceeding must be recognized as a “foreign main proceeding” if it is pending in the country where the debtor has the center of its main interests. *See* 11 U.S.C. § 1517(b). While the term “center of main interests” (“COMI”) is not defined in the Bankruptcy Code, five non-exhaustive factors have been identified in determining a debtor’s COMI as of the date of the filing of the Chapter 15 petition. These factors are: (a) the location of those who actually manage the debtor (which could be the headquarters of a holding company); (b) the location of the debtor’s headquarters; (c) the location of the debtor’s primary assets; (d) the location of the majority of the debtor’s creditors or the majority of creditors affected by the case; and (e) the jurisdiction whose law would apply to most disputes. *See Lavie v. Ran (In re Ran)*, 607 F.3d 1017, 1023 (5th Cir. 2010) (citing *In re SPhinX, Ltd.*, 351 B.R. 103, 117 (Bankr. S.D.N.Y. 2006), *aff’d* 371 B.R. 10 (S.D.N.Y. 2007)).

28. The first and most important factor is the location of those who manage the debtor as of the Chapter 15 filing date. In determining COMI under Chapter 15, bankruptcy courts have also utilized the “principal place of business” or “nerve center” test established in *Hertz Corp. v. Friend*, 559 U.S. 77 (2010), which overlaps with this first factor. *See In re Think3 Inc., Order Denying Recognition of Italian Proceeding as a Foreign Proceeding and Dismissing Chapter 15 Case*, Bankr. Case. No. 11-11925-HCM (Bankr. W.D. Tex. Sept. 12, 2011), citing and quoting *Hertz Corp.*, 559 U.S. 77 (2010) (“[C]ourts have often equated a corporate debtor’s COMI with

the debtor’s ‘principal place of business’ Recently, the U.S. Supreme Court held that a corporation’s ‘principal place of business’ is the place where a corporation’s officers direct, control, and coordinate the corporation’s activities, otherwise known as its ‘nerve center.’”); *In re Gandi Innovations Holdings, LLC, Order Recognizing Foreign Proceeding Pursuant to Chapter 15*, Jointly Admin. Bankr. Case No. 09-51782-C (“While the evidence regarding center of main interest is mixed, the court finds that the ‘nerve center’ for the Debtors is in Canada . . . the court concludes that, in these circumstances, the court should find that the center of main interests for a Texas incorporated entity should be Canada”); *In re Suntech Power Holdings Co.*, 520 B.R. 399 (Bankr. S.D.N.Y. 2014). (“[T]he court may consider the location of the debtor’s ‘nerve center,’ including from where the debtor’s activities are directed and controlled, in determining a debtor’s COMI”); *In re British Am. Isle of Venice, Ltd.*, 441 B.R. 713, 720 (Bankr. S.D. Fla. 2010) (“in analyzing COMI courts have drawn a parallel to the ‘nerve center’ analysis described in a Hertz Corp.”) (court applied nerve center analysis in COMI inquiry).

29. In these Chapter 15 cases, numerous factors support the conclusion that the Chapter 15 Debtors’ management is directed from, and their principal place of business or “nerve center” are located in, Canada as of the date these cases were filed:

- a. All officers are based in Canada. None are located in Utah.
- b. All officers report directly to the Receiver (who is located in Canada).
- c. The management team located in Canada develops all short, medium, and long-term strategies.
- d. All annual and quarterly budgets are reviewed and approved by the management team in Canada.
- e. All policies, procedures, operating manuals, and practices are developed, updated, and administered by personnel located in Canada.
- f. All operational support and oversight are administered out of Canada.

- g. The primary bank accounts are in Canada and the cash management system is administered by management in Canada. Exhibit B, which is attached hereto and incorporated herein by reference, includes a summary of each bank account held by the Chapter 15 Debtors.
- h. Payroll is administered by management in Canada. Employee benefits and salaries are set by Canadian management.
- i. Capital expenditures must be approved through Canadian personnel.
- j. All material disbursements must be signed or electronically released by management in Canada.
- k. Insurance contracts are negotiated by Canadian personnel.
- l. Books and records are maintained in Canada.
- m. Company auditor and corporate counsel are based in Canada.

30. The Chapter 15 Debtors' operations and strategy are actively controlled and executed from Canada, which further bolsters the conclusion that the Chapter 15 Debtors' principal place of business is Canada. See *Avalos v. Cont'l Airlines, Inc.*, Memorandum and Order, Civil Action No. H-11-711, Docket No. 10 (S.D. Tex. June 10, 2011) ("Continental has presented conclusive evidence that its . . . main activities — including management, human relations, legal services, payroll, and employee services — are all directed from Chicago.") (Court found nerve center was in Chicago); *McCurdy v. Hydradyne, LLC*, Memorandum Ruling, Civil Action No. 5:13CV2741, Docket No. 19 (W.D. La. Nov. 18, 2013) ("LOR makes all business decisions affecting the operations, management, and ownership of its business interests in Atlanta, Georgia.") (nerve center was Atlanta); *Ebert v. Desco Corp.*, Memorandum Opinion and Order Denying Plaintiff's Motion to Remand and Denying Motion for Attorney's Fees and Costs, Civil Action No. 5:10CV46, Docket No. 17 (N.D. W. Va. June 8, 2010) ("Under the 'nerve center' test . . . [t]he operational and financial management of the company is directed and controlled from Columbus, Ohio; mergers and acquisition functions performed by or for Bellofram Corporation

are handled or managed from Columbus, Ohio; and administrative functions such as employee benefits, payroll administration, and legal services are performed in Columbus, Ohio.") (nerve center was Ohio). See also *Balachander v. AET Inc.*, Memorandum and Order, Civil Action No. H-10-4805, Docket No. 85 (S.D. Tex. Sept. 27, 2011) (adopting test from *Central West Virginia Energy Company v. Mountain State Carbon, LLC*, 636 F.3d 101 (4th Cir. 2011) ("the principal place of business . . . was not where the corporation's day-to-day management activities took place, but rather where the corporation's high-level officers directed, controlled, and coordinated its activities.")).

31. The four remaining factors also indicate that the Chapter 15 Debtors' COMI is in Canada. With respect to the location of the Chapter 15 Debtors' headquarters, the Chapter 15 Debtors' only administrative office is in Canada. Specifically, all of the Chapter 15 Debtors' senior executive officers and all other officers are located in Calgary, Alberta, Canada, and all major business decisions are made by personnel operating from Calgary.

32. The location of the Chapter 15 Debtors' assets does not favor one location over another as the Chapter 15 Debtors' assets are located in both Canada and the United States. While the Chapter 15 Debtors' have real property leases, processing, and other assets located in Utah, they also have significant assets located in Canada, including a real property lease, equity interests, equipment, and intellectual property.

33. The location of the Chapter 15 Debtors' creditors favors Canada over the United States as the Chapter 15 Debtors' COMI. The Chapter 15 Debtors' secured lender is a foreign entity, and while the Chapter 15 Debtors have creditors located in Utah, the majority of debt owed by the Chapter 15 Debtors is subject to Canadian law.

34. The final factor, the jurisdictional law governing most disputes, favors Canada as the Chapter 15 Debtors' COMI. The loan documents governing the Chapter 15 Debtors' secured

loan obligation are governed by Canadian law and the Canadian Proceeding is pending in Canada, while the only litigation the Chapter 15 Debtors' are party to (other than the Canadian Proceeding) is pending in Utah.

35. Based upon the foregoing, most of the COMI factors conclusively establish Canada as the COMI for the Chapter 15 Debtors. Additionally, the Chapter 15 Debtors "nerve center" is in Canada. The Chapter 15 Debtors accordingly request that the Canadian Proceeding be recognized as a foreign main proceeding. *See In re Ernst & Young, Inc.*, 383 B.R. 773, 781 (Bankr. D. Colo. 2008) (finding COMI in Canada notwithstanding the fact that two standards – the location of the debtors' creditors and applicable law – yielded inconclusive results); *In re Gandi Innovations Holdings, LLC*, Order Recognizing Foreign Proceeding Pursuant to Chapter 15, Jointly Admin. Bankr. Case No. 09-51782-C (finding mixed factors for comity, but finding that as "nerve center" for Canadian debtor group was in Canada and Texas incorporated entity was controlled through Canada that COMI for entity was in Canada).

E. Alternatively, the Canadian Proceeding Should be Recognized as a Foreign Nonmain Proceeding.

36. In the event this Court does not recognize the Canadian Proceeding as a foreign main proceeding, the Receiver submits that the Canadian Proceeding should be recognized as a foreign nonmain proceeding.

37. The Canadian Proceeding shall be recognized as a foreign nonmain proceeding if the Chapter 15 Debtors have an "establishment" in Canada. *See* 11 U.S.C. § 1517(b)(2). "Establishment" is defined as any place of operations where the debtor carries out a nontransitory economic activity. 11 U.S.C. § 1502(2). When it is apparent that an entity conducts operations in the country where a foreign proceeding is pending, Courts will recognize the proceeding as a foreign nonmain proceeding if foreign main proceeding recognition is denied. *See e.g., SPhinX*,

351 B.R. at 122. Based upon the facts previously set forth, the Chapter 15 Debtors hold an "establishment" in Canada, and therefore the Receiver alternatively submits that recognition as a foreign nonmain proceeding is warranted.

F. Further Relief Requested.

i. Automatic Relief When a Foreign Proceeding is Main.

38. Certain relief is automatic when a foreign proceeding is recognized as main. *See* 11 U.S.C. § 1520(a). Upon recognition of a foreign proceeding that is a foreign main proceeding:

- a. Sections 361 and 362 apply with respect to the debtor and the property of the debtor that is within the territorial jurisdiction of the United States;
- b. Sections 363, 549, and 552 apply to a transfer of an interest of the debtor in property that is within the territorial jurisdiction of the United States to the same extent that the sections would apply to property of an estate;
- c. Unless the court orders otherwise, the foreign representative may operate the debtor's business and may exercise the rights and powers of a trustee under and to the extent provided by Sections 363 and 552; and
- d. Section 552 applies to property of the debtor that is within the territorial jurisdiction of the United States.

See 11 U.S.C. § 1520(a).

39. Accordingly, pursuant to Section 1520(a) of the Bankruptcy Code, the Receiver requests the relief set forth in the Proposed Order attached hereto as Exhibit A.

ii. Automatic Relief Whether or not Foreign Proceeding is Main.

40. Certain relief is automatic upon recognition of a foreign proceeding, whether main or nonmain. Upon recognition of a foreign proceeding, the Receiver may intervene in any proceeding in a state or federal court in the United States in which the debtor is a party. *See* 11 U.S.C. § 1524. Upon recognition of a foreign proceeding, the Receiver has standing in a case concerning the debtor pending under another chapter of the Bankruptcy Code to initiate actions under Sections 522, 544, 545, 547, 548, 550, 553, and 724(a) of the Bankruptcy Code. *See* 11

U.S.C. § 1523(a). Accordingly, the Receiver requests the relief set forth in the form of Proposed Order attached hereto as Exhibit A.

iii. **Discretionary Relief to Protect Creditors and the Chapter 15 Debtors.**

41. Certain discretionary relief is also available upon recognition of a foreign proceeding under Section 1521 of the Bankruptcy Code, as discussed below. This Court may grant relief under Section 1521 only if the interests of the creditors and other interested entities, including the debtor, are sufficiently protected. *See* 11 U.S.C. § 1522(a). The Receiver contends that the discretionary relief requested is for the protection of the creditors and the Chapter 15 Debtors.

42. “Any appropriate” discretionary relief is available upon recognition of a foreign proceeding, whether or not a foreign proceeding is main. 11 U.S.C. § 1521(a) (“Upon recognition of a foreign proceeding, whether main or nonmain, where necessary to effectuate the purpose of this chapter and to protect the assets of the debtor or the interests of the creditors, the court may, at the request of the Monitor, grant any appropriate relief . . .”). In granting relief under Section 1521 of the Bankruptcy Code (the “1521 Relief”) to a representative of a foreign nonmain proceeding, a court must be satisfied that the relief relates to assets that, under the law of the United States, should be administered in the foreign nonmain proceeding or concerns information required in that proceeding. *See* 11 U.S.C. § 1521(c). The Receiver is requesting, on behalf of the Chapter 15 Debtors, the following 1521 Relief:

- a. 11 U.S.C. § 1521(a)(1): Staying the commencement or continuation of an individual action or proceeding concerning the debtor’s assets, rights, obligations, or liabilities to the extent they have not been stayed under Section 1520(a);
- b. 11 U.S.C. § 1521(a)(2): Staying execution against the debtor’s assets to the extent it has not been stayed under Section 1520(a);
- c. 11 U.S.C. § 1521(a)(3): Suspending the right to transfer, encumber, or otherwise dispose of any assets of the debtor to the extent this right has not been suspended under Section 1520(a);

- d. 11 U.S.C. § 1521(a)(4): Providing for the examination of witnesses, the taking of evidence, or the delivery of information concerning the debtor’s assets, affairs, rights, obligations, or liabilities; and
- e. 11 U.S.C. § 1521(a)(5): Entrusting the administration or realization of all or part of the debtor’s assets within the territorial jurisdiction of the United States to foreign representative or another person, including an examiner, authorized by the court.

11 U.S.C. § 1521(a); *see also, In re Argent Energy (Canada) Holdings, Inc., Order Granting Recognition as a Foreign Main Proceeding, or, in the Alternative, as a Foreign Nonmain Proceeding*, Bankr. Case No. 16-20060 (Bankr. S.D. Tex. Mar. 11, 2016) (recognizing CCAA proceeding as a foreign main proceeding but noting that even if it was a nonmain proceeding the Court would exercise discretion to grant all relief under 11 U.S.C. § 1520(a) (1-4)).

43. Certain of the 1521 Relief may require the application of standards for injunctive relief. The standards, procedures, and limitations applicable to an injunction may apply to the 1521 Relief set forth in Sections 1521(a)(1), (2), (3), and (6) of the Bankruptcy Code. *See* 11 U.S.C. § 1521(e). The factors for injunctive relief, discussed next, are stated in *Dallas Cowboys Cheerleaders, Inc. v. Scoreboard Posters, Inc.*, 600 F.2d 1184, 1187 (5th Cir. 1979).

44. A Substantial Likelihood of Success on the Merits. There is no difficult real issue on whether the Canadian Proceeding should be recognized, as other courts have recognized CBIA proceedings and the proper documentation has been submitted. The Receiver also contends that the center of main interests is in Canada, since the headquarters, management, a majority of its personnel are located in Canada, and all major decisions are made in Canada. Accordingly, there is a substantial likelihood that the mandatory relief under Section 1520 will be ordered. There is a substantial likelihood that, with the 1521 Relief granted, the Chapter 15 Debtors, with the Receiver’s assistance, will be able to successfully complete a sale of substantially all of the Chapter 15 Debtors’ assets in the Canadian Proceeding.

45. Substantial Threat of Irreparable Injury if the Injunction is Not Issued. The Receivership Order provides for a stay against seizure of assets and litigation similar to the automatic stay of 11 U.S.C. § 362(a). *See* Receivership Order, at ¶ 8. The Receivership Order and papers submitted in conjunction therewith establish that the Chapter 15 Debtors are currently insolvent and unable to pay their debts as they become due. The Receiver is concerned that these facts may cause creditors to seek prejudgment attachments and other remedies against the Chapter 15 Debtors and their assets in the United States. Through the Canadian Proceeding, the Chapter 15 Debtors will attempt to sell all of their assets. If the 1521 Relief is not ordered, such restructuring and/or sale could be jeopardized.

46. Any threatened injury to the Chapter 15 Debtors outweighs any damage the injunction might cause to the opponents. The 1521 Relief would actually benefit the Chapter 15 Debtors' creditors by preventing the proverbial "race to the courthouse" by creditors and thus ensuring an equitable and orderly distribution of assets and facilitation of the Canadian Proceeding. *See In re Basis Yield Alpha Fund (Master), Order to Show Cause With Temporary Restraining Order*, Docket No. 5, Bankr. Case No. 07-12762 (REG) (Bankr. S.D.N.Y. 2007) (stating that failing to issue a restraining order against creditors could, *inter alia*, "undermine [the] efforts to achieve an equitable result for the benefit of all of the Foreign Debtor's creditors.>").

47. Injunction Will Not Disserve the Public Interest. The 1521 Relief requested in these cases will not disserve the public interest. Rather, it is in the public interest as it will facilitate a cross-border liquidation that will provide a benefit to the Chapter 15 Debtors and their creditors. The 1521 Relief is supported by notions of comity and will allow the Chapter 15 Debtors to craft a productive solution for these cases. These goals are consistent with the express objectives of Chapter 15, which include, *inter alia*, encouraging cooperation between this Court and the

Canadian Court, "fair and efficient administration of cross-border insolvencies," and "protection and maximization of the value of the debtor's assets." 11 U.S.C. § 1501(a).

48. In sum, the relief sought is necessary and appropriate, in the interest of public and international comity, consistent with United States public policy, and will not cause any hardship to any party-in-interest that is not outweighed by the benefits of granting the requested relief.

iv. No Bond is Required.

49. The Receiver respectfully suggests that no bond be required under Bankruptcy Rule 7065 and Federal Rule of Civil Procedure 65(c). A temporary restraining order or preliminary injunction may be issued on application of a debtor, trustee, or debtor-in-possession without compliance with Federal Rule of Civil Procedure 65(c). *See* Bankruptcy Rule 7065. The Receiver will be carrying out its duties under the CBIA and the Receivership Order subject to the jurisdiction of the Canadian Court, and any bond would necessarily come from the Chapter 15 Debtors' assets and would represent unnecessary costs and expenses to the Chapter 15 Debtors.

50. In the event that this Court finds that the Canadian Proceeding is a foreign nonmain proceeding, the relief requested herein is still appropriate because the relief is discretionary. *See* 11 U.S.C. § 1521 ("Upon recognition of a foreign proceeding, whether main or nonmain . . . the court may, at the request of the foreign representative, grant any appropriate relief . . .").

51. The Receiver submits that this Court should exercise its discretion in this matter to assure an economical, expeditious, and equitable administration of the Chapter 15 Debtors' cases. Without such relief, the Chapter 15 Debtors will be exposed to the risk of voluminous litigation and other actions against their assets in the United States, which would result in a "race to the courthouse" among creditors and other parties-in-interest, and thus, threaten the Chapter 15 Debtors' orderly liquidation efforts.

v. **Comity Should be Granted.**

52. If this Court grants recognition to the Canadian Proceeding, and subject to any limitations that this Court may impose, consistent with the policy of Chapter 15, Section 1509(b)(3) provides that a court in the United States shall grant comity or cooperation to the foreign representative. Consistent with Section 1501 of the Bankruptcy Code, a court shall cooperate to the maximum extent possible with a foreign court or a foreign representative, either directly or through the trustee. *See* 11 U.S.C. § 1525(a). Accordingly, the Receiver seeks comity and cooperation of this Court with respect to the Canadian Court and its Receivership Order.

53. A central tenet of Chapter 15 is the importance of comity in cross-border insolvency proceedings. *Ad Hoc Group of Vitro Noteholders v. Vitro SAB De CV (In re Vitro SAB De CV)*, 701 F.3d 1031, 1053 (5th Cir. 2012). The Supreme Court defined comity as follows:

“Comity,” in the legal sense, is neither a matter of absolute obligation, on the one hand, nor of mere courtesy and good will, upon the other. But it is the recognition which one nation allows within its territory to the legislative, executive, or judicial acts of another nation, having due regard both to international duty and convenience, and to the rights of its own citizens, or of other persons who are under the protection of its laws.

Hilton v. Guyot, 159 U.S. 113, 143 (1895); *see also Vitro*, 701 F.3d at 1043-44.

54. The exceptions to comity are construed especially narrowly when a court is asked to recognize judicial acts in Canada, a sister common law jurisdiction with procedures akin to those in the United States. *See Clarkson Co. v. Shaheen*, 544 F.2d 624, 630 (2d Cir. 1976) (clear and convincing evidence of fraud is required to successfully attack a foreign judgment; the court held that it would contravene the public policy of New York and the doctrine of comity not to recognize the Canadian judgment); *see also In re Petition of Davis*, 191 B.R. 577, 587 (Bankr. S.D.N.Y. 1996) (stating that “Courts in the United States uniformly grant comity to Canadian proceedings” and noting that Canada is a sister common law jurisdiction with the United States).

55. The extension of comity to Canadian orders has continued since the 2005 enactment of Chapter 15. *See In re Metcalfe & Mansfield Alternative Invs.*, 421 B.R. 685, 698-99 (Bankr. S.D.N.Y. 2010) (extending comity to CCAA order providing for a third-party release and citing numerous cases where United States courts have extended comity to Canadian judgments); *Raymond Chabot, Inc. v. Serge Cote Family Trust, Temporary Restraining Order*, Civil Action No. 6:14-cv-03392-MGL, Docket No. 12 (D.S.C. Aug. 22, 2014) (entering temporary restraining order assisting Canadian bankruptcy receiver and noting “the widely-accepted view that Canadian judgments are entitled to recognition and enforcement here”); *Collins v. Oilsands Quest, Inc.*, 484 B.R. 593, 597 (S.D.N.Y. 2012) (bankruptcy court enforced Canadian court stay from in CCAA noting “the question here is not whether this Court should grant a stay in the first instance, but whether it should accord comity and deference to the stay orders entered by the Alberta Court. The Court concludes that in light of the comity principles laid out above, the Court must defer to the procedures set forth in the Canadian Proceedings and enforce the stay.”).

V.
CONCLUSION

WHEREFORE, the Receiver respectfully requests that this Court enter the Proposed Order attached as **Exhibit A** hereto, thereby recognizing the Canadian Proceeding as a foreign main proceeding and granting the relief requested herein and all other relief, at law or in equity, to which the Receiver is justly entitled. Alternatively, in the event this Court does not recognize the Canadian Proceeding as a foreign main proceeding, the Receiver requests that this Court recognize the Canadian Proceeding as a foreign nonmain proceeding and grant the additional relief requested herein pursuant to Section 1521 of the Bankruptcy Code.

Dated: November 8, 2017

Respectfully submitted,

/s/ Bruce H. White

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CERTIFICATE OF SERVICE

The undersigned certifies that true and correct copies of the foregoing *Receiver's Petition for Recognition as Foreign Main Proceeding Pursuant to Section 1517 of the United States Bankruptcy Code and Related Relief* were forwarded (1) to the parties receiving ECF notifications in this case and (2) via first-class United States mail on November 8, 2017, to the parties-in-interest set forth on the attached Service List.

/s/ Bryan L. Elwood

Bryan L. Elwood

SERVICE LIST

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New York, NY 10012

Aquatera Utilities Inc.
11101 104 Avenue
Grande Prairie, AB 8H6
CANADA

Bennett Jones LLP
4500, 855 - 2nd Street
Calgary, AB T2P 4K7
CANADA

Borden Ladner Gervais
1000, 400 - 3 Avenue SW
Calgary, AB T2P 4H2
CANADA

Broadridge
P.O. Box 57461
Postage Station "A"
Toronto, ON M5W 5M5
CANADA

Broadridge
P.O. Box 416423
Boston, MA 02241-6423

BOWEN Workforce Solutions, Inc.
Suite 700, 602 - 12th Avenue SW
Calgary, AB T2R 1J3
CANADA

Calgary Petroleum Club
319 - 5th Avenue S.W.
Calgary, AB T2P 0L5
CANADA

Computershare
Accounts Receivable Dept.
100 University Avenue, 11th Floor
Toronto, ON M5J 2Y1
CANADA

Cascade Process Controls Ltd.
Box 2168
Brooks, AB T1R 1C8
CANADA

Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Deloitte LLP
c/o T04567C
P.O. Box 4567, STN A
Toronto, ON M5W 0J1
CANADA

EnviroShred Inc.
4378 116th Avenue SE
Calgary, AB T2Z 3Z9
CANADA

EnviroShred Inc.
4378 116th Avenue SE
Calgary, AB T2Z 3Z9
CANADA

Hayley Industrial Electronics Ltd.
10827- 27th Street S.E.
Calgary, AB T2Z 3V9
CANADA

GFL Environmental Inc.
125 Villarboit Cres, Suite B
Vaughan, ON L4K 4K2
CANADA

INVeSHARE, Inc.
P.O. Box 568
Alpharetta, GA 30009-0568

Intec Telecommunication Inc.
231 Dalhurst Way NW
Calgary, AB T3A 1P3
CANADA

Kismet Solutions Inc.
521 - 3 Avenue, Suite #600
Calgary, AB T2P 3T3
CANADA

Iridium Risk Services Inc. (USD\$)
255 5th Avenue SW, Suite 1100
Calgary, AB T2P 3G6
CANADA

McCarthy Tetrault LLP
Suite 4000, 421 - 7th Avenue SW
Calgary, AB T2P 4K9
CANADA

Maxxam Analytics
C/O CH3047
P.O. Box 2509, Station M
Calgary, AB T2P 0E2
CANADA

Nasdaq Corporate Solutions Canada ULC
C/O T9972
P.O. Box 9972, STN A
Toronto, ON M5W 2J
CANADA

Mediant Communications LLC
P.O. Box 29976
New York, NY 10087-9976

OFI Testing Equipment, Inc.
11302 Steeplecrest Drive
Houston, TX 77065-5649

Norton Rose Fulbright LLP
Royal Bank Plaza, South Tower, Suite 3800
200 Bay Street, P.O. Box 84
Toronto, ON M5J 2Z4
CANADA

Ricoh Canada Inc.
5520 Explorer Drive, Suite 300
Mississauga, ON L4W 5L1
CANADA

Sandman media Inc.
Suite 1240, 1140 West
Vancouver, BC V6E 4G1
CANADA

Solium Capital
1500, 800 - 6th Avenue SW
Calgary, AB T2P 3G3
CANADA

Snell & Wilmer LLP
One Arizona Center
400 E Van Buren St # 1900
Phoenix, AZ 85004

Sullivan Instrumentation Inc.
3824 Thames Road
Regina, SK S4V 3A5
CANADA

Tarco Systems Inc.
230, 855 42 Avenue SE
Calgary, AB T2G 1Y8
CANADA

T.H. Machining
8839 - 110A Street
Grande Prairie, AB T8V 5L5
CANADA

Texacana Turbines
6132 46 Street SE
Calgary, AB T2C 4X4
CANADA

World Wide Customs Brokers Ltd.
P.O. Box 2338, Station M
Calgary, AB T2P 2M6
CANADA

UNSECURED CREDITORS (US OIL SANDS (UTAH) INC.)

Acton Mobile
809 Gleneagles Court, Suite 300
Baltimore, MD 21286

Airgas USA, LLC
1376 E. Hwy. 40
Vernal, UT 84078-1805

Andritz Separation Inc.
1010 Commercial Blvd., S.
Arlington, TX 76001

ANE Melendez, Inc.
2069 W. 500 N.
Vernal, UT 84078

Aramark
P.O. Box 101179
Pasadena, CA 91189-1179

B&B Sanitation
545 S. 300 W.
Vernal, UT 84078

Basin Auto Supply
322 E. Main
P.O. Box 1310
Vernal, UT 84078

Basin I & E, Inc.
P.O. Box 120
Vernal, UT 84078

C & C Supply, Inc.
P.O. Box 1748
Roosevelt, UT 84066

Cap Logistics
P.O. Box 5608
Denver, CO 80217

CH2M Hill Engineers Inc.
P.O. Box 201869
Dallas, TX 75320-1869

Charles Holston, Inc.
P.O. Box 732332
Dallas, TX 75373-2332

Continental Control Corporation
8845 Rehco Road
San Diego, CA 92121

Dept. of Environmental Quality Waste
Management & Control
AR DEPT:BPRO 480:48060
P.O. Box 144880
Salt Lake City, UT 84114-4880

Desert Splash of Vernal
146 W. Main Street
Vernal, UT 84078

Distribution NOW L.P.
P.O. Box 200822
Dallas, TX 75320-0822

Elise Lane 1201 W. 2500 S. Vernal, UT 84078	Energy West Controls P.O. Box 27517 Salt Lake City, UT 84127-0517
Enterprise P.O. Box 700 Midvale, UT 84047-1559	Enterprise Damage Recovery P.O. Box 843369 Kansas City, MO 64184
EthosEnergy Light Turbines, LLC 6225-A W. Sam Houston Parkway North Houston, TX 77041-5145	Fastenal Company P.O. Box 1286 Winona, MN 55987-1286
FLSmidth USA Inc. Salt Lake City Operations Department 3238 P.O. Box 123238 Dallas, Texas 75312-3238	Fulton Thermo Corporation 972 Centerville Road, Box 257 Pulaski, New York 13142-0257
Grainger 2775 S. 900 W. Salt Lake City, UT 84119-2447	Holland & Hart LLP P.O. Box 17283 Denver, CO 80217-0283
Industrial Electric Motor P.O. Box 485 Orangeville, UT 84537-0485	Industrial Solutions Inc. P.O. Box 95429 South Jordan, UT 84095
IPitimi 8156 S. Wadsworth Boulevard Suite E354 Littleton, CO 80128	J&C Enterprises, Inc. 715 E. 500 S. P.O. Box 1096 Vernal, UT 84078
K & P Sales Engineers 9448 S. 1210 E. P.O. Box 577 Sandy, UT 84091-0577	Kellogg Brown and Root LLC Bank of America Lockbox Services Lockbox 845734 1950 N. Stemmons Freeway Ste. 5010 Dallas, TX 75207
Littlefield & Peterson 551 E. South Temple Salt Lake City, UT 84103	Logistics Dynamics Inc. 1140 Wehrle Drive Amherst, NY 14221
Lyman Communications 1905 W. 4700 S. #241 Salt Lake City, UT 84129	Magotteaux Ltee 601 Rue Champlain Magog, QC J1X 2N1 CANADA

Marta-Co Supply Inc. P.O. BOX 1736 1820 S. 2000 W. Roosevelt, UT 84066	Matthew Trujillo 371 E. 500 N. Tooele, UT 84074
Morcon Specialty, Inc. P.O. Box 730 573 S. 1100 E. Vernal, UT 84078	Mort's Car Wash & Fuel, Inc. P.O. Box 26 50 S. 1000 W. Vernal, UT 84078
Mount Olympus P.O. Box 660579 Dallas, TX 75266-0579	Mountain Welding and Fabrication Inc. P.O. Box 492 1548 E. 777 S. Vernal, UT 84078
MRC Global P.O. Box 204392 Dallas, TX 75320-4392	Nexeo Solutions, LLC 5200 Blazer Parkway Dublin, OH 43017
Norco, Inc. P.O. Box 15299 Boise, ID 83715	North Eastern Utah Office Equipment and Supply Co. 32 W. Main Vernal, UT 84078
OFI Testing and Equipment, Inc. 11302 Steeplecrest Drive Houston, TX 77065-5649	Panhandle 14000 Quail Springs Parkway, Suite 300 Oklahoma City, OK 73134
Parr Brown Gee & Loveless P.O. Box 11019 Salt Lake City, UT 84147	PCE Pacific, Inc. 22011 26th Avenue SE Bothell, WA 98021
Precision Systems Engineering 9805 S. 500 W. Sandy, UT 84070	Price Water Pumping 630 E. 500 S. Vernal, UT 84078
Quality Customs Brokers Inc. P.O. Box 60773 Houston, TX 77205	Quick Sand Inc. 3307 E. Hwy. 40 Vernal, UT 84078

Red Rock Gathering Company LLC
2300 Windy Ridge Parkway, Suite 840 N
Atlanta, GA 30339

Rosemount Inc.
22737 Network Place
Chicago, IL 60673-1227

Sci Automation, Inc.
P.O. Box 1291
Roosevelt, UT 84066

Shubham Verma
4403 W. South Jordan Parkway
South Jordan, UT 84095

State of Utah Trust Lands Administration
675 E. 500 S. #500
Salt Lake City, UT 84102-2818

Sterling Backcheck
Newark Post Office
P.O. Box 36482
Newark, NJ 07193-6482

Stubbs & Stubbs Oilfield Construction
5127 S. 5400 E.
P.O. Box 32
Vernal, UT 84078

Tech-Flow
P.O. Box 219
Layton, UT 84101

The Goodrich Mud Company Inc.
3211 E. Hwy. 40
Vernal, UT 84078

TownePlace Suites
1219 W. Hwy. 40
Vernal, UT 84078

Robinson Manufacturing Company Inc.
604 S. 10th Street
Broken Arrow, OK 74012-4423

Sales Engineering Company, Inc.
10235 S. Mystic Falls Way
South Jordan, UT 84095

Security Camera Warehouse
6 Celtic Drive, Unit A6
Arden, NC 28704

Springhill Suites
1205 W. Hwy. 40
Vernal, UT 84078

Stearns Construction Inc.
2746 Pebble Acres Drive
Vernal, UT 84078

Strata Networks
211 E. 200 N.
P.O. Box 400
Roosevelt, UT 84066

Tarpon Energy Services LLC
A PTW Company
Dept. CH 19870
Palatine, IL 60095-9870

Thatcher Company, Inc.
1905 Fortune Road
Salt Lake City, UT 84104

Thomas Petroleum, LLC
P.O. Box 677289
Dallas, TX 75267-7289

ULINE
Attn: Accounts Receivable
P.O. BOX 88741
Chicago, IL 60680-1741

United Rentals
P.O. Box 840514
Dallas, TX 75284-0514

Vernal Area Chamber of Commerce
134 W. Main Street
Vernal, UT 84078

Victory Energy
10701 E. 126th Street North
Collinsville, OK 74021

Watts Steam Store
1982 Floral Avenue
Twin Falls, ID 83301

Wex Fleet Universal
WEX Bank
P.O. Box 6293
Carol Stream, IL 60197-6293

Winn-Marion Companies
7084 S. Revere Parkway, Unit A
Centennial, CO 80112

MISCELLANEOUS

Kirton McConkie
2600 West Executive Parkway, Suite #400
Lehi, Utah 84043

Utah Mining Association
136 S. Main #709
Salt Lake City, UT 84101

Vernal Fire Extinguisher
525 N. 2500 W.
Vernal, UT 84078

Virginia Lab Supply Corporation
P.O. Box 9870
Richmond, VA 23228-9870

West End Cleaners
933 US-40
Vernal, UT 84078

Wilkins Bus Lines Inc.
343 S. Vernal Avenue #C
Vernal, UT 84078

Exhibit A

Proposed Order

[See attached.]

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

In re: US OIL SANDS INC., Debtor in a Foreign Proceeding.	Case No. 17-29716 Chapter 15 Judge R. Kimball Mosier
In re: US OIL SANDS (UTAH) INC., Debtor in a Foreign Proceeding.	Case No. 17-29717 Chapter 15 Judge R. Kimball Mosier

ORDER GRANTING RECOGNITION AS FOREIGN MAIN PROCEEDING

Upon consideration of the *Receiver's Petition for Recognition as Foreign Main Proceeding Pursuant to Section 1517 of the United States Bankruptcy Code and Related Relief* filed by FTI Consulting Canada Inc., solely in its capacity as court appointed receiver and manager (the "**Receiver**") of the assets, properties, and undertakings of US Oil Sands Inc. and US Oil Sands (Utah) Inc. (collectively, the "**Chapter 15 Debtors**"), under the Canadian Bankruptcy and Insolvency Act (the "**CBIA**") based upon the *Receivership Order* dated September 14, 2017 (the "**Receivership Order**"), entered by the Court of Queen's Bench of Alberta (the "**Canadian**

Court”) in a proceeding brought before it (the “Canadian Proceeding”), and authorized foreign representative of the Chapter 15 Debtors, and all of the evidence and argument of the parties, and after due deliberation and consideration of this Court’s powers and discretion under 11 U.S.C. §§ 105, 1507, 1515, 1517, 1520, and 1521, and sufficient cause appearing therefore, including for the reasons set forth on the record by the Court, the Court finds and concludes as follows:

- A. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. Venue is proper in this district pursuant to 28 U.S.C. § 1410.
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(F).
- C. This Court has constitutional authority to enter final orders on this matter under *Stern v. Marshall*, 564 U.S. 2 (2011), or, in the alternative, by consent of the parties. See *Executive Benefits Ins. Agency v. Arkison*, 134 S. Ct. 2165 (2014).
- D. The Canadian Proceeding is entitled to recognition by this Court pursuant to 11 U.S.C. § 1517.
- E. The Receiver is a person within the meaning of 11 U.S.C. § 101(41) and is the duly appointed foreign representative of the Chapter 15 Debtors within the meaning of 11 U.S.C. § 101(24).
- F. These cases were properly commenced pursuant to 11 U.S.C. §§ 1504 and 1505.
- G. The Canadian Proceeding is a foreign proceeding within the meaning of 11 U.S.C. § 101(23).
- H. This Court finds that the center of main interest for each of the Chapter 15 Debtors is Canada. Accordingly, the Court finds that the Canadian Proceeding is a foreign main proceeding with respect to each of the Chapter 15 Debtors.
- I. There is a substantial likelihood that with the relief granted herein, the Receiver will be able to successfully liquidate the assets of the Chapter Debtors’ as part of the Canadian Proceeding and the above-referenced Chapter 15 bankruptcy cases, which will benefit all stakeholders.
- J. Relief is needed to protect the assets of the Chapter 15 Debtors and the interests of the creditors pursuant to 11 U.S.C. § 1521. Therefore, the Receiver is entitled to the additional relief afforded under Section 1521 of the Bankruptcy Code as set forth herein (the “1521 Relief”).
- K. There is a substantial threat of irreparable injury if the 1521 Relief is not issued.

- L. Any threatened injury to the Chapter 15 Debtors and their assets outweighs any damage the injunction might cause to the opponents. The 1521 Relief would actually benefit the Chapter Debtors’ creditors by ensuring an equitable and orderly distribution of asset and facilitate the Canadian Proceeding.
- M. The 1521 Relief will not disserve the public interest. The 1521 Relief is in the public interest as it facilitates a cross-border proceeding that will provide a benefit to the Chapter 15 Debtors’ cases. The 1521 Relief is supported by notions of comity and will allow the Receiver to maximize the value available from the Chapter 15 Debtors’ cases.
- N. As a result, the Receiver, in its role as foreign representative of the Chapter 15 Debtors, and the Chapter 15 Debtors, are entitled to the full protections and rights available pursuant to Section 1521 of the Bankruptcy Code as set forth herein.
- O. The relief granted is necessary and appropriate, in the interest of the public and international comity, consistent with the United States public policy, and will not cause any hardship to any party-in-interest that is not outweighed by the benefits of granting the requested relief.

NOW THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

1. The Canadian Proceeding is hereby recognized as a foreign main proceeding pursuant to 11 U.S.C. § 1517 with respect to each of the Chapter 15 Debtors.
2. The Receivership Order is consistent with the public policy of the United States and is therefore granted comity. The terms of the Receivership Order granted in the Canadian Proceeding under the CBI A on September 14, 2017, is given full force and effect in the United States.
3. The Receiver is granted all of the relief afforded under 11 U.S.C. § 1520, including, without limitation, the following:
 - a. 11 U.S.C. §§ 361 and 362 apply with respect to the Chapter 15 Debtors and the property of the Chapter 15 Debtors that is within the territorial jurisdiction of the United States;
 - b. 11 U.S.C. §§ 363, 549, and 552 apply to a transfer of an interest of the Chapter 15 Debtors in property that is within the territorial jurisdiction of the United States to the same extent that the sections would apply to property of an estate;

- c. The foreign representative may operate the Chapter 15 Debtors' business and may exercise the rights and powers of a trustee under and to the extent provided by 11 U.S.C. §§ 363 and 552; and
 - d. 11 U.S.C. § 553 applies to property of the Chapter 15 Debtors that is within the territorial jurisdiction of the United States.
4. The Receiver and the Chapter 15 Debtors are authorized to implement the terms of the Receivership Order as may hereafter be amended by the Canadian Court.
5. The following additional relief under 11 U.S.C. § 1521(a)(1), (2), (3), (4), and (5) is hereby granted:
- a. The commencement or continuation of any action or proceeding concerning the assets, rights, obligations, or liabilities of the Chapter 15 Debtors, including any action or proceeding against FTI Consulting Canada Inc. in its capacity as Receiver of the Chapter 15 Debtors, to the extent not stayed under 11 U.S.C. § 1520(a), is hereby stayed;
 - b. Execution against the assets of the Chapter 15 Debtors to the extent not stayed under 11 U.S.C. § 1520(a) is hereby stayed;
 - c. The right of any person or entity, other than the Receiver, to transfer or otherwise dispose of any assets of the Chapter 15 Debtors to the extent not suspended under 11 U.S.C. § 1520(a) is hereby suspended;
 - d. The Receiver may undertake the examination of witnesses, the taking of evidence, and the delivery of information concerning the assets, affairs, rights, obligations, or liabilities of the Chapter 15 Debtors; and
 - e. The administration or realization of all or part of the assets of the Chapter 15 Debtors within the territorial jurisdiction of the United States is hereby entrusted to the Receiver, and the terms of the Receivership Order shall apply to the Chapter 15 Debtors, their creditors, the Receiver, and any other parties-in-interest.
6. Notwithstanding Federal Rule of Bankruptcy Procedure 7062, made applicable to this case by Federal Rule of Bankruptcy Procedure 1018, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry and, upon its entry, shall become final and appealable.

7. This Court shall retain jurisdiction with respect to the enforcement, amendment, or modification of this Order, any request for additional relief or any adversary proceeding brought in and through these Chapter 15 cases, and any request by an entity for relief from the provisions of this Order, for cause shown, that is properly commenced and within the jurisdiction of this Court. The relief provided herein shall survive the termination of the Canadian Proceeding, subject to further order of this Court after notice and hearing.

8. This Order applies to all parties-in-interest in these Chapter 15 cases and all of their agents, employees, and representatives, and all those who act in concert with them who receive notice of this Order.

End of Document

Exhibit B

List of Bank Accounts

Banking Institution	Bank Location	Account Type	Currency	Signing Officer 1	Signing Officer 2	Signing Officer 3	Signing Officer 4
Bank of Montreal	Calgary, AB	Chequing	CAD	Cam Todd (CAN)	Glen Snarr (CAN)	Barclay Cuthbert (CAN)	Tim Wall (CAN)
Bank of Montreal	Calgary, AB	Chequing	USD	Cam Todd (CAN)	Glen Snarr (CAN)	Barclay Cuthbert (CAN)	Tim Wall (CAN)
Bank of Montreal	Calgary, AB	Savings	CAD	Cam Todd (CAN)	Glen Snarr (CAN)	Barclay Cuthbert (CAN)	Tim Wall (CAN)
Zions Bank	Vernal, UT	Chequing	USD	Cam Todd (CAN)	Glen Snarr (CAN)	Barclay Cuthbert (CAN)	Tim Wall (CAN)
BMO Nesbitt	Calgary, AB	Investment	CAD	Cam Todd (CAN)	Glen Snarr (CAN)	Barclay Cuthbert (CAN)	Tim Wall (CAN)
BMO Nesbitt	Calgary, AB	Investment	USD	Cam Todd (CAN)	Glen Snarr (CAN)	Barclay Cuthbert (CAN)	Tim Wall (CAN)

US Oil Sands (Utah) Inc.

Banking Institution	Bank Location	Account Type	Currency	Signing Officer 1	Signing Officer 2	Signing Officer 3	Signing Officer 4
Zions Bank	Vernal, UT	Chequing - Main	USD	Cam Todd (CAN)	Glen Snarr (CAN)	Barclay Cuthbert (CAN)	Tim Wall (CAN)
Zions Bank	Vernal, UT	Chequing - Petty Cash	USD	Cam Todd (CAN)	Glen Snarr (CAN)	Dan Kline (USA)	Annie Smith (USA)

Note: Petty Cash account bank card had a \$1,500/day limit and the balance was monitored to only cover approved purchases.

Bruce H. White, USB #14913
Bryan L. Elwood, USB #13616
PARSONS BEHLE & LATIMER
201 South Main Street, Suite 1800
Salt Lake City, Utah 84111
Telephone: (801) 532-1234
Facsimile: (801) 536-6111
BWhite@parsonsbehle.com
BElwood@parsonsbehle.com
ecf@parsonsbehle.com

*Attorneys for FTI Consulting Canada, Inc., Solely in its Capacity
as Receiver for US Oil Sands Inc. and US Oil Sands (Utah) Inc.*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re: US OIL SANDS INC., Debtor in a Foreign Proceeding.	Case No. 17-29716 Chapter 15 Judge R. Kimball Mosier
In re: US OIL SANDS (UTAH) INC., Debtor in a Foreign Proceeding.	Case No. 17-29717 Chapter 15 Judge R. Kimball Mosier

**DECLARATION OF DERYCK HELKAA IN SUPPORT OF
RECEIVER'S PETITION FOR RECOGNITION AS FOREIGN MAIN
PROCEEDING PURSUANT TO SECTION 1517 OF THE UNITED
STATES BANKRUPTCY CODE AND RELATED RELIEF**

1. My name is Deryck Helkaa and I am a Senior Managing Director of FTI Consulting Canada Inc. with an office in Calgary, Alberta, Canada.

2. I earned a Bachelor of Arts (Economics) degree from the University of Western Ontario.

3. I have more than 20 years of restructuring experience providing financial advice to receivers, debtor companies, shareholders, and management in both formal and out-of-court restructurings.

4. I am a licensed trustee in bankruptcy, a chartered insolvency and restructuring professional, and a chartered accountant in Canada. In addition, I am a member of the (a) Canadian Association of Insolvency and Restructuring Professionals, (b) Insolvency Institute of Canada, and (c) Turnaround Management Association. I also am the past President of the Turnaround Management Association's Northwest Chapter (Alberta, British Columbia, Washington, and Oregon).

5. I have diverse industry experience with a primary focus on oil and gas, including companies operating in exploration and production, midstream, and oilfield services sectors. I have been involved in numerous formal and informal restructuring transactions, receiverships and consulting engagements in the oil and gas, manufacturing, real estate, and various other industries. I have experience with and have participated in multiple cross-border restructurings, including acting as the foreign representative for Argent Energy and Tuscany International Drilling.

6. Prior to joining FTI Consulting, I was a partner in the Transaction and Advisory Services group at Ernst & Young.

7. I am authorized on behalf of FTI Consulting Canada Inc. to submit this declaration (this "Declaration") in support of the *Receiver's Petition for Recognition as Foreign Main Proceeding Pursuant to Section 1517 of the United States Bankruptcy Code and Related Relief* filed with this Court (the "Petition for Recognition").

FTI Consulting Canada Inc. as Receiver

8. FTI Consulting Canada Inc. has been appointed as the receiver and manager (the "Receiver") of the assets, properties, and undertakings of US Oil Sands Inc. and US Oil Sands (Utah) Inc. (collectively, the "Chapter 15 Debtors"), under the Canadian Bankruptcy and

Insolvency Act (the “CBIA”) based upon the *Receivership Order* dated September 14, 2017 (the “**Receivership Order**”), entered by the Court of Queen’s Bench of Alberta in a proceeding brought before it (the “**Canadian Proceeding**”). A true and correct copy of the Receivership Order is attached as Exhibit A to the *Chapter 15 Petition for Recognition of a Foreign Proceeding* filed in each of the above-referenced Chapter 15 cases (collectively, the “**Chapter 15 Petitions**”).

9. Pursuant to the Receivership Order, the Receiver is also the authorized foreign representative of the Chapter 15 Debtors. *See* Receivership Order, at ¶ 29.

10. Except as otherwise indicated, all statements set forth in this Declaration are based upon: (a) my personal knowledge; (b) documents and other information prepared or collected by other members of the Chapter 15 Debtors’ management, their employees, or their professionals; (c) documents and other information prepared or collected by the Receiver’s management, its employees, or its professionals; (d) my review of relevant documents; and/or (e) my opinion based upon my experience and knowledge of the Chapter 15 Debtors’ operations and financial condition. If I were called upon to testify, I could and would testify competently to the facts set forth herein based upon my personal knowledge, review of documents, and/or opinion.

The Chapter 15 Debtors and Their Business

11. The Chapter 15 Debtors comprise a group of Canadian-based companies that have been placed into a receivership proceeding under the CBIA in Calgary, Alberta, Canada. The Chapter 15 Debtors are headquartered in Calgary, Alberta, Canada.

12. US Oil Sands Inc. is a Canadian corporation that was publicly traded on the TSX Venture Exchange prior to being delisted effective June 29, 2017. US Oil Sands Inc. continues to be a reporting issuer under Canadian securities laws and is subject to Canadian continuous disclosure requirements. US Oil Sands Inc., in turn, owns all of the issued stock of US Oil Sands (Utah) Inc. Both Chapter 15 Debtors are subject to the Receivership Order entered by the court in the Canadian Proceeding.

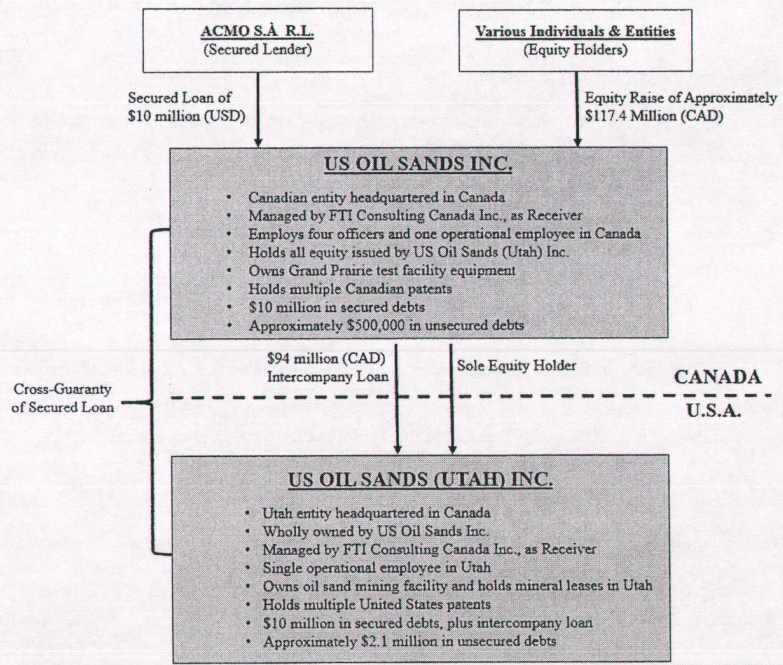
13. The Chapter 15 Debtors’ business focused on environmentally sustainable heavy oil (bitumen) production of oil sands. All directors of the Chapter 15 Debtors resigned prior to entry of the Receivership Order. The Chapter 15 Debtors do, however, currently have six employees, of which four are senior management located in Canada, one is an operational staff member securing the Chapter 15 Debtors’ facility in Grand Prairie, Alberta, Canada, and the final employee is an operational staff member that secures the Chapter 15 Debtors’ moth-balled facility in eastern Utah.

14. The Chapter 15 Debtors’ business focused on pursuing oil sand production by using a unique, patented, and environmentally friendly extraction process. The Chapter 15 Debtors’ initial commercial project is located in Uintah and Grand Counties, Utah, where they have a 100% interest in bitumen leases covering approximately 32,000 acres of land, the largest commercial oil sands position in the United States. The processing facility was completed in 2016, at which time limited mining operations began. While some amount of bitumen has been mined, no oil has yet been sold. The Chapter 15 Debtors expected first-oil during 2017, however, after experiencing cash flow challenges, they ceased all mining operations more than a month before the filing of these Chapter 15 cases.

15. The following chart provides an overview of the Chapter 15 Debtors’ corporate structure, along with a summary of the respective management, employees, assets, liabilities and equity of each Chapter 15 Debtor as of the date these cases were filed, including:

- a. Approximately \$117.4 million (CAD) in funds were raised in a public equity offering by US Oil Sands Inc.;
- b. A secured loan of \$10 million (USD) was obtained by US Oil Sands Inc. from ACOMO S.À R.L., which is secured by a first-priority lien against all of the assets of US Oil Sands Inc. and US Oil Sands (Utah) Inc.;

- c. The funds borrowed by US Oil Sands Inc. from ACMO S.À R.L. were, in part, advanced to US Oil Sands (Utah) Inc. through an intercompany loan and were used to fund the construction of the facility in eastern Utah and to provide capital for reserve testing and other costs related to start-up of operations; and
- d. US Oil Sands (Utah) Inc. is a wholly owned subsidiary of US Oil Sands Inc.



The Canadian Proceeding

16. The CBIA is the principal federal law in Canada applicable to bankruptcies and insolvencies. *See* Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3 (Can.). The CBIA governs both voluntary and involuntary bankruptcy liquidations.

17. The CBIA also authorizes a court to appoint a receiver upon application by a secured creditor. *See id.*, § 243(1). Such court-appointed receivers are given a mandate and specific powers as set out in the order appointing the receiver. These duties typically include: (a) taking possession and control of the property and assets of the debtor; (b) marketing and selling such property and assets in a commercially reasonable manner under the supervision and approval of the appointing court; and (c) distributing the proceeds of such sales to the stakeholders in accordance with their legal entitlement. The appointing court has broad discretion to authorize the receiver to “take any other action that the court considers advisable.” *Id.*, § 243(l)(c).

18. A court-appointed receiver under the CBIA is a “national” receiver. Canada is divided into ten provinces and three territories. While the CBIA is federal law in Canada, provincial legislative jurisdiction governs property and civil rights, potentially affecting some insolvency-related matters similar to the interplay between state and federal law in the United States. Nonetheless, the CBIA provides a statutory framework for a court-appointed receiver to carry out its mandate on a national basis rather than relying on the various provincial statutes for its authority.

19. The Receivership Order against these Chapter 15 Debtors in the Canadian Proceeding is based upon the powers available under Section 243(1) of the CBIA. The Receivership Order was entered by the Canadian Court and includes a request by the Canadian Court for “aid and recognition of any court . . . having jurisdiction in . . . the United States to give effect to this [Receivership] Order and to assist the Receiver and its agents in carrying out the terms of this [Receivership] Order.” Receivership Order, ¶ 28.

20. The purpose of these Chapter 15 cases is to seek protection for the Company's assets in the United States and cooperation with the Canadian Court as the Receiver executes its charge in the Receivership Order.

Petition for Recognition

21. The Receiver has filed the Petition for Recognition requesting that the Court recognize the Canadian Proceeding as a foreign main proceeding pursuant to 11 U.S.C. § 1517 and that it grant relief pursuant to 11 U.S.C. § 1520 and additional relief pursuant to the United States Bankruptcy Code.

22. Each Chapter 15 Petition includes the following required information:

- a. A copy of the Receivership Order;
- b. A statement indicating that the applicable Chapter 15 Debtor's center of main interests is in Canada;
- c. Identification that the foreign proceeding (here, the Canadian Proceeding) is in Canada;
- d. A corporate ownership statement; and
- e. A list containing the names and addresses of all persons or bodies authorized to administer foreign proceedings of the Chapter 15 debtor, all parties to litigation pending in the United States in which the Chapter 15 Debtor is a party at the time of the filing of the petition, and all entities against whom provisional relief is being sought.

23. The Canadian Proceeding is a judicial proceeding pending in Canada.

24. The Receiver is a Canadian corporation and has been authorized in the Canadian Proceeding to act as the Chapter 15 Debtors' foreign representative. *See* Receivership Order, at ¶

29. The Receivership Order also provides that "the Receiver be at liberty and is hereby authorized

and empowered to apply to any court . . . , wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order" *Id.*

25. I believe the Canadian Proceeding should be recognized as a foreign main proceeding pursuant to Chapter 15 of the United States Bankruptcy Code as the Chapter 15 Debtors' center of main interests is in Canada. Specifically:

- a. All officers are based in Canada. None are located in Utah.
- b. All officers report directly to the Receiver (who is located in Canada).
- c. The management team located in Canada develops all short, medium, and long-term strategies.
- d. All annual and quarterly budgets are reviewed and approved by the management team in Canada.
- e. All policies, procedures, operating manuals, and practices are developed, updated, and administered by personnel located in Canada.
- f. All operational support and oversight are administered out of Canada.
- g. The primary bank accounts are in Canada and the cash management system is administered by management in Canada.
- h. Payroll is administered by management in Canada. Employee benefits and salaries are set by Canadian management.
- i. Capital expenditures must be approved through Canadian personnel.
- j. All material disbursements must be signed or electronically released by management in Canada.
- k. Insurance contracts are negotiated by Canadian personnel.
- l. Books and records are maintained in Canada.
- m. Company auditor and corporate counsel are based in Canada.

26. The Chapter 15 Debtors operations and strategy are actively controlled and executed from Canada. In fact, the Chapter 15 Debtors' only administrative office is in Calgary, Alberta, Canada, all of the Chapter 15 Debtors' senior executive officers and all other officers are

located in Calgary, and all major business decisions are made by personnel operating from Calgary.

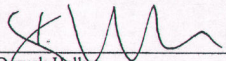
27. The Chapter 15 Debtors' have a real property lease, equity interests, office equipment, and intellectual property located in Canada.

28. The Chapter 15 Debtors' secured lender is a foreign entity, with the majority of debt owed by the Chapter 15 Debtors being subject to Canadian law.

29. I believe the relief requested in the Petition for Recognition is appropriate, that the circumstances weigh heavily in favor of scheduling a hearing on such motion immediately, granting the relief requested therein, and granting such other relief as the circumstances may require to help the Chapter 15 Debtors achieve an orderly liquidation in these cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief.

Executed: November 7, 2017



Deryck Helkaa
Senior Managing Director
FN Consulting Canada Inc.,
Solely in its Capacity as Receiver for US Oil
Sands Inc. and US Oil Sands (Utah) Inc.

CERTIFICATE OF SERVICE

The undersigned certifies that true and correct copies of the foregoing *Declaration of Deryck Helkaa in Support of Receiver's Petition for Recognition as Foreign Main Proceeding Pursuant to Section 1517 of the United States Bankruptcy Code and Related Relief* were forwarded (1) to the parties receiving ECF notifications in this case and (2) via first-class United States mail on November 8, 2017, to the parties-in-interest set forth on the attached Service List.

/s/ Bryan L. Elwood
Bryan L. Elwood

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Attorneys for FTI Consulting Canada Inc., Solely in its Capacity
as Receiver for US Oil Sands Inc. and US Oil Sands (Utah) Inc.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

In re: US OIL SANDS INC., Debtor in a Foreign Proceeding.	Case No. 17-29716 Chapter 15 Judge R. Kimball Mosier
In re: US OIL SANDS (UTAH) INC., Debtor in a Foreign Proceeding.	Case No. 17-29717 Chapter 15 Judge R. Kimball Mosier

EX PARTE MOTION OF THE RECEIVER REQUESTING (1) AN EXPEDITED HEARING ON THE (A) RECEIVER'S MOTION FOR JOINT ADMINISTRATION AND (B) RECEIVER'S PETITION FOR RECOGNITION AS FOREIGN MAIN PROCEEDING PURSUANT TO SECTION 1517 OF THE UNITED STATES BANKRUPTCY CODE AND RELATED RELIEF, AND (2) SHORTENING OF TIME FOR NOTICE AND OBJECTION TO THE RELIEF REQUESTED THEREIN

FTI Consulting Canada Inc., solely in its capacity as court appointed receiver and manager (the "Receiver") of the assets, properties, and undertakings of US Oil Sands Inc. and US Oil Sands (Utah) Inc. (collectively, the "Chapter 15 Debtors"), under the Canadian Bankruptcy and Insolvency Act (the "CBIA") based upon the Receivership Order dated

September 14, 2017 (the "Receivership Order"), entered by the Court of Queen's Bench of Alberta (the "Canadian Court") in a proceeding brought before it (the "Canadian Proceeding"), and authorized foreign representative of the Chapter 15 Debtors, hereby moves *ex parte* (this "Ex Parte Motion") for an order of the Court (1) granting an expedited hearing on the (a) Receiver's Motion for Joint Administration (the "Joint Administration Motion") and (b) Receiver's Petition for Recognition as Foreign Main Proceeding Pursuant to Section 1517 of the United States Bankruptcy Code and Related Relief (the "Petition for Recognition," and together with the Joint Administration Motion, the "Motions"), and (2) shortening time for notice and objection to the relief requested in the Motions. This Ex Parte Motion is supported by the arguments and authorities set forth below, the Declaration of Deryck Helkaa in Support of Receiver's Motion for Joint Administration, the Declaration of Deryck Helkaa in Support of Receiver's Petition for Recognition as Foreign Main Proceeding Pursuant to Section 1517 of the United States Bankruptcy Code and Related Relief, and the entire record before the Court in these Chapter 15 cases.

I.
SUMMARY OF RELIEF REQUESTED

1. This Court has authority under Section 105(d) of Title 11 of the United States Code (the "Bankruptcy Code") and Rule 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") to schedule and hold hearings and status conferences "as are necessary to further the expeditious and economical resolution of the case." 11 U.S.C. § 105(d)(1).

2. The statutory predicates for the relief sought herein are Section 105(a), 105(d), and 1517(c) of the Bankruptcy Code and Bankruptcy Rules 2002(q)(1), 9006(c), and 9014.

II.
JURISDICTION

3. This Court has jurisdiction to consider the relief requested in this Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b) and venue is proper in the District of Utah under 28 U.S.C. §§ 1408 and 1409.

III.
RELEVANT BACKGROUND

A. General.

4. The Receiver filed the Chapter 15 Petitions for relief under the Bankruptcy Code with regard to each applicable Chapter 15 Debtor. US Oil Sands Inc. is a Canadian corporation that was publicly traded on the TSX Venture Exchange prior to being delisted effective June 29, 2017. US Oil Sands Inc. continues to be a reporting issuer under Canadian securities laws and is subject to Canadian continuous disclosure requirements. US Oil Sands Inc., in turn, owns all of the issued stock of US Oil Sands (Utah) Inc. Both Chapter 15 Debtors are subject to the Receivership Order entered by the court in the Canadian Proceeding.

5. Headquartered in Calgary, Alberta, Canada, the Chapter 15 Debtors' business focused on environmentally sustainable heavy oil (bitumen) production of oil sands. All directors of the Chapter 15 Debtors resigned prior to entry of the Receivership Order. The Chapter 15 Debtors do, however, currently have six employees, of which four are senior management located in Canada, one is an operational staff member securing the Chapter 15 Debtors' facility in Grand Prairie, Alberta, Canada, and the final employee is an operational staff member that secures the Chapter 15 Debtors' moth-balled facility in eastern Utah.

6. The Chapter 15 Debtors' business focused on pursuing oil sand production by using a unique, patented, and environmentally friendly extraction process. The Chapter 15 Debtors' initial commercial project is located in Uintah and Grand Counties, Utah, where they

have a 100% interest in bitumen leases covering approximately 32,000 acres of land, the largest commercial oil sands position in the United States. The processing facility was completed in 2016, at which time limited mining operations began. While some amount of bitumen has been mined, no oil has yet been sold. The Chapter 15 Debtors expected first-oil during 2017, however, after experiencing cash flow challenges, they ceased all mining operations more than a month before the filing of these Chapter 15 cases.

B. The Canadian Proceeding.

7. The CBIA is the principal federal legislation in Canada applicable to bankruptcies and insolvencies. See Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3 (Can.). The CBIA governs both voluntary and involuntary bankruptcy liquidations.

8. The CBIA also authorizes a court to appoint a receiver upon application by a secured creditor. See *id.*, § 243(1). Such court-appointed receivers are given a mandate and specific powers as set out in the order appointing the receiver. These duties typically include: (a) taking possession and control of the property and assets of the debtor; (b) marketing and selling such property and assets in a commercially reasonable manner under the supervision and approval of the appointing court; and (c) distributing the proceeds of such sales to the stakeholders in accordance with their legal entitlement. The appointing court has broad discretion to authorize the receiver to "take any other action that the court considers advisable." *Id.*, § 243(1)(c).

9. A court-appointed receiver under the CBIA is a "national" receiver. Canada is divided into ten provinces and three territories. While the CBIA is federal legislation in Canada, provincial legislative jurisdiction governs property and civil rights, potentially affecting some insolvency-related matters similar to the interplay between state and federal law in the United States. Nonetheless, the CBIA provides a statutory framework for a court-appointed receiver to

carry out its mandate on a national basis rather than relying on the various provincial statutes for its authority.

10. The Receivership Order against these Chapter 15 Debtors in the Canadian Proceeding is based upon the powers available under Section 243(1) of the CBI.A. The Receivership Order was entered by the Canadian Court and includes a request by the Canadian Court for "aid and recognition of any court . . . having jurisdiction in . . . the United States to give effect to this [Receivership] Order and to assist the Receiver and its agents in carrying out the terms of this [Receivership] Order." Receivership Order, ¶ 28.

11. Pursuant to the Receivership Order, the Receiver is a foreign representative in a foreign proceeding, and seeks relief under Chapter 15 of the Bankruptcy Code.

**IV.
ARGUMENTS & AUTHORITIES**

12. The Receiver requests that the Court schedule and hold a hearing on the Petition for Recognition as soon as possible pursuant to Section 1517(c) of the Bankruptcy Code ("A petition for recognition of a foreign proceeding shall be decided upon at the earliest possible time.") and Bankruptcy Rule 2002(q)(1) ("After the filing of a petition for recognition of a foreign proceeding, the court shall promptly schedule and hold a hearing on the petition").

13. In addition, expedited consideration of the Joint Administration Motion is appropriate as the relief requested therein is administrative in nature and does not affect the substantive rights of parties-in-interest in these cases.

14. Therefore, by this Ex Parte Motion, the Receiver requests that the Court (a) conduct an expedited hearing on the Motions within ten (10) days after the filing hereof (the "Hearing") and (b) shorten the notice and objection period with regard to the Motions such that any objections to either of the Motions be filed on the Court's docket and served on counsel for

the Receiver no later than three (3) business days prior to the Hearing. A proposed order scheduling the Hearing is attached as **Exhibit A** hereto.

15. The Court's decision to reduce the notice period under Bankruptcy Rule 9006 and grant expedited relief that is sought in Motions is critical to the Chapter 15 Debtors' operations and the success of these cases. Failure to grant the relief requested in the Motions would significantly impair the Receiver's and the Chapter 15 Debtors' successful resolution of these cases.

16. Bankruptcy Rule 9006(c)(1) and (d) authorize a court to reduce the time for a hearing, and allows a party to file an ex parte motion to shorten the time for a hearing. Bankruptcy Rule 9006(c)(1) provides in relevant part:

In General. Except as provided in paragraph (2) of this subdivision, when an act is required or allowed to be done at or within a specified time by these rules or by a notice given thereunder or by order of court, the court for cause shown may in its discretion with or without motion or notice order the period reduced.

17. Such expedited relief does not violate due process rights even if the motion to shorten time is made *ex parte*. See *In re Gledhill*, 76 F.3d 1070, 1084 (10th Cir. 1996) (holding that the bankruptcy rules allow *ex parte* motions to shorten time "for cause shown").

18. No previous motion for the relief sought herein has been made to any court.

[Remainder of page intentionally left blank.]

V.
CONCLUSION

19. For the reasons stated above, the Receiver requests that the Court grant this Ex Parte Motion and enter the proposed order submitted herewith (a) scheduling the Hearing on the Motions within ten (10) days after the filing of this Ex Parte Motion, and (b) shortening time for notice and objection to the relief requested in the Motions such that any objections to either of the Motions be filed on the Court's docket and served on counsel for the Receiver no later than three (3) business days prior to the Hearing.

Dated: November 8, 2017

Respectfully submitted,

/s/ Bruce H. White

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Attorneys for the Receiver

CERTIFICATE OF SERVICE

The undersigned certifies that true and correct copies of the foregoing *Ex Parte Motion of the Receiver Requesting (1) an Expedited Hearing on the (A) Receiver's Motion for Joint Administration and (B) Receiver's Petition for Recognition as Foreign Main Proceeding Pursuant to Section 1517 of the United States Bankruptcy Code and Related Relief, and (2) Shortening of Time for Notice and Objection to the Relief Requested Therein* were forwarded (a) to the parties receiving ECF notifications in this case and (b) via first-class United States mail on November 8, 2017, to the parties-in-interest set forth on the attached Service List.

/s/ Bryan L. Elwood

Bryan L. Elwood

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Utah Department of Environmental Quality Attn: Alan Matheson P.O. Box 144810 Salt Lake City, UT 84114-4810	Office of the United States Attorneys Salt Lake Office Attn: John W. Huber 111 South Main Street, Suite 1800 Salt Lake City, UT 84111-2176

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Wilkins Bus Lines Inc.
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EXHIBIT A

Proposed Order

[See attached.]

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

<p>In re: US OIL SANDS INC., Debtor in a Foreign Proceeding.</p>	<p>Case No. 17-29716 Chapter 15 Judge R. Kimball Mosier</p>
<p>In re: US OIL SANDS (UTAH) INC., Debtor in a Foreign Proceeding.</p>	<p>Case No. 17-29717 Chapter 15 Judge R. Kimball Mosier</p>

**ORDER GRANTING EX PARTE MOTION OF THE RECEIVER
REQUESTING (1) AN EXPEDITED HEARING ON THE (A) RECEIVER'S
MOTION FOR JOINT ADMINISTRATION AND (B) RECEIVER'S PETITION
FOR RECOGNITION AS FOREIGN MAIN PROCEEDING PURSUANT TO
SECTION 1517 OF THE UNITED STATES BANKRUPTCY CODE AND
RELATED RELIEF, AND (2) SHORTENING OF TIME FOR NOTICE
AND OBJECTION TO THE RELIEF REQUESTED THEREIN**

Upon consideration of the *Ex Parte Motion of the Receiver Requesting (1) an Expedited Hearing on the (A) Receiver's Motion for Joint Administration and (B) Receiver's Petition for Recognition as Foreign Main Proceeding Pursuant to Section 1517 of the United States Bankruptcy Code and Related Relief, and (2) Shortening of Time for Notice and Objection to the*

Relief Requested Therein (the “**Ex Parte Motion**”) filed by FTI Consulting Canada Inc., solely in its capacity as court appointed receiver and manager (the “**Receiver**”) of the assets, properties, and undertakings of US Oil Sands Inc. and US Oil Sands (Utah) Inc. (collectively, the “**Chapter 15 Debtors**”), under the Canadian Bankruptcy and Insolvency Act based upon the *Receivership Order* dated September 14, 2017, entered by the Court of Queen’s Bench of Alberta in a proceeding brought before it, and authorized foreign representative of the Chapter 15 Debtors, requesting entry of an order (1) granting an expedited hearing on the (a) *Receiver’s Motion for Joint Administration* (the “**Joint Administration Motion**”) and (b) *Receiver’s Petition for Recognition as Foreign Main Proceeding Pursuant to Section 1517 of the United States Bankruptcy Code and Related Relief* (the “**Petition for Recognition**”, and together with the Joint Administration Motion, the “**Motions**”), and (2) shortening time for notice and objection to the relief requested in the Motions. The Court finds that the Ex Parte Motion was properly served under all the circumstances of these cases and that no further notice of the Ex Parte Motion is required.

The Court has reviewed the Ex Parte Motion, the *Declaration of Deryck Helkaa in Support of Receiver’s Motion for Joint Administration*, the *Declaration of Deryck Helkaa in Support of Receiver’s Petition for Recognition as Foreign Main Proceeding Pursuant to Section 1517 of the United States Bankruptcy Code and Related Relief*, and the entire record before the Court in these Chapter 15 cases, and under the Local Rules of Bankruptcy Practice for the District of Utah, the Federal Rules of Civil Procedure, and applicable law and for good cause shown, therefore

IT IS HEREBY ORDERED AS FOLLOWS:

1. The Motion is GRANTED as set forth below.

2. The Court will hold a hearing (the “**Hearing**”) to consider the relief requested in the Motions on November __, 2017, at __:____ __.m., Prevailing Mountain Time, at the United States Bankruptcy Court, Frank E. Moss, U.S. Courthouse, 350 South Main Street, Courtroom No. 369, Salt Lake City, Utah, 84101.

3. Objections, if any, to the relief requested in either of the Motions shall be filed on the Court’s docket and served on counsel to the Receiver so that such objection is received no later than three (3) business days prior to the Hearing.

4. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

End of Document

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*Attorneys for FTI Consulting Canada Inc.,
Solely in its Capacity as Receiver for
US Oil Sands Inc. and US Oil Sands (Utah) Inc.*

Hearing Date and Time:

**Nov. 16, 2017,
at 10:00 a.m.**

Objection Deadline:

**Nov. 15, 2017,
at 12:00 p.m.**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re: US OIL SANDS INC., Debtor in a Foreign Proceeding.	Case No. 17-29716 Chapter 15 Judge R. Kimball Mosier
In re: US OIL SANDS (UTAH) INC., Debtor in a Foreign Proceeding.	Case No. 17-29717 Chapter 15 Judge R. Kimball Mosier

**NOTICE UNDER LOCAL RULE 9013-1 OF EXPEDITED HEARINGS
ON THE (1) RECEIVER'S MOTION FOR JOINT ADMINISTRATION AND
(2) RECEIVER'S PETITION FOR RECOGNITION AS FOREIGN MAIN
PROCEEDING PURSUANT TO SECTION 1517 OF THE UNITED STATES
BANKRUPTCY CODE AND RELATED RELIEF AND OBJECTION DEADLINES**

PLEASE TAKE NOTICE that the Honorable R. Kimball Mosier has set certain pending motions for hearing on **Thursday, November 16, 2017 at 10:00 a.m., Prevailing Mountain Time**, in the above-referenced Court located at 350 South Main Street, Salt Lake City, Utah,

84101, Courtroom 369. Relief on an expedited basis as applicable will be considered at that time and place with respect to all of the following:

1. *Receiver's Motion for Joint Administration* (Docket No. 2); and
2. *Receiver's Petition for Recognition as Foreign Main Proceeding Pursuant to Section 1517 of the United States Bankruptcy Code and Related Relief* (Docket No. 4).

(collectively, the "**Motions**"). A copy of any of the Motions or other pleadings in these Chapter 15 cases can be obtained through the Bankruptcy Court's Public Access to Court's Electronic Records (PACER) system, available at <http://www.utb.uscourts.gov> or by contacting undersigned counsel and requesting a copy.

YOUR RIGHTS MAY BE AFFECTED

IF YOU OBJECT TO THE EXPEDITED RELIEF REQUESTED IN ANY OF THE ABOVE MOTIONS, YOU MUST, **NO LATER THAN NOVEMBER 15, 2017, AT 12:00 P.M., PREVAILING MOUNTAIN TIME**, (1) **FILE YOUR OBJECTION WITH THE BANKRUPTCY COURT, AND (2) SERVE IT ON THE UNDERSIGNED, THE UNITED STATES TRUSTEE, AND ANY PARTY WHO HAS FILED A REQUEST FOR NOTICE IN THIS CASE. IF YOU FAIL TO OBJECT, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTIONS WITHOUT A HEARING.**

[Remainder of page intentionally left blank.]

Dated: November 8, 2017

Respectfully submitted,

/s/ Bruce H. White

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*Attorneys for FTI Consulting Canada Inc.,
Solely in its Capacity as Receiver for
US Oil Sands Inc. and US Oil Sands (Utah) Inc.*

CERTIFICATE OF SERVICE

The undersigned certifies that true and correct copies of the foregoing *Notice Under Local Rule 9013-1 of Expedited Hearings on the (1) Receiver's Motion for Joint Administration and (2) Receiver's Petition for Recognition as Foreign Main Proceeding Pursuant to Section 1517 of the United States Bankruptcy Code and Related Relief and Objection Deadlines* were forwarded (a) to the parties receiving ECF notifications in this case and (b) via first-class United States mail on November 8, 2017, to the parties-in-interest set forth on the attached Service List.

/s/ Bryan L. Elwood

Bryan L. Elwood

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400 E Van Buren St # 1900
Phoenix, AZ 85004

Tarco Systems Inc.
230, 855 42 Avenue SE
Calgary, AB T2G 1Y8
CANADA

INVeSHARE, Inc.
P.O. Box 568
Alpharetta, GA 30009-0568

Kismet Solutions Inc.
521 - 3 Avenue, Suite #600
Calgary, AB T2P 3T3
CANADA

McCarthy Tetrault LLP
Suite 4000, 421 - 7th Avenue SW
Calgary, AB T2P 4K9
CANADA

Nasdaq Corporate Solutions Canada ULC
C/O T9972
P.O. Box 9972, STN A
Toronto, ON M5W 2J
CANADA

OFI Testing Equipment, Inc.
11302 Steeplecrest Drive
Houston, TX 77065-5649

Ricoh Canada Inc.
5520 Explorer Drive, Suite 300
Mississauga, ON L4W 5L1
CANADA

Solium Capital
1500, 800 - 6th Avenue SW
Calgary, AB T2P 3G3
CANADA

Sullivan Instrumentation Inc.
3824 Thames Road
Regina, SK S4V 3A5
CANADA

T.H.Machining
8839 - 110A Street
Grande Prairie, AB T8V 5L5
CANADA

Texacana Turbines
6132 46 Street SE
Calgary, AB T2C 4X4
CANADA

World Wide Customs Brokers Ltd.
P.O. Box 2338, Station M
Calgary, AB T2P 2M6
CANADA

UNSECURED CREDITORS (US OIL SANDS (UTAH) INC.)

Acton Mobile
809 Gleneagles Court, Suite 300
Baltimore, MD 21286

Andritz Separation Inc.
1010 Commercial Blvd., S.
Arlington, TX 76001

Aramark
P.O. Box 101179
Pasadena, CA 91189-1179

Basin Auto Supply
322 E. Main
P.O. Box 1310
Vernal, UT 84078

C & C Supply, Inc.
P.O. Box 1748
Roosevelt, UT 84066

CH2M Hill Engineers Inc.
P.O. Box 201869
Dallas, TX 75320-1869

Continental Control Corporation
8845 Rehco Road
San Diego, CA 92121

Desert Splash of Vernal
146 W. Main Street
Vernal, UT 84078

Airgas USA, LLC
1376 E. Hwy. 40
Vernal, UT 84078-1805

ANE Melendez, Inc.
2069 W. 500 N.
Vernal, UT 84078

B&B Sanitation
545 S. 300 W.
Vernal, UT 84078

Basin I & E, Inc.
P.O. Box 120
Vernal, UT 84078

Cap Logistics
P.O. Box 5608
Denver, CO 80217

Charles Holston, Inc.
P.O. Box 732332
Dallas, TX 75373-2332

Dept. of Environmental Quality Waste
Management & Control
AR DEPT:BPRO 480:48060
P.O. Box 144880
Salt Lake City, UT 84114-4880

Distribution NOW L.P.
P.O. Box 200822
Dallas, TX 75320-0822

Elise Lane
1201 W. 2500 S.
Vernal, UT 84078

Enterprise
P.O. Box 700
Midvale, UT 84047-1559

EthosEnergy Light Turbines, LLC
6225-A W. Sam Houston Parkway North
Houston, TX 77041-5145

FLSmith USA Inc.
Salt Lake City Operations Department 3238
P.O. Box 123238
Dallas, Texas 75312-3238

Grainger
2775 S. 900 W.
Salt Lake City, UT 84119-2447

Industrial Electric Motor
P.O. Box 485
Orangeville, UT 84537-0485

IPitimi
8156 S. Wadsworth Boulevard
Suite E354
Littleton, CO 80128

K & P Sales Engineers
9448 S. 1210 E.
P.O. Box 577
Sandy, UT 84091-0577

Littlefield & Peterson
551 E. South Temple
Salt Lake City, UT 84103

Lyman Communications
1905 W. 4700 S. #241
Salt Lake City, UT 84129

Energy West Controls
P.O. Box 27517
Salt Lake City, UT 84127-0517

Enterprise Damage Recovery
P.O. Box 843369
Kansas City, MO 64184

Fastenal Company
P.O. Box 1286
Winona, MN 55987-1286

Fulton Thermo Corporation
972 Centerville Road, Box 257
Pulaski, New York 13142-0257

Holland & Hart LLP
P.O. Box 17283
Denver, CO 80217-0283

Industrial Solutions Inc.
P.O. Box 95429
South Jordan, UT 84095

J&C Enterprises, Inc.
715 E. 500 S.
P.O. Box 1096
Vernal, UT 84078

Kellogg Brown and Root LLC
Bank of America Lockbox Services
Lockbox 845734
1950 N. Stemmons Freeway Ste. 5010
Dallas, TX 75207

Logistics Dynamics Inc.
1140 Wehrle Drive
Amherst, NY 14221

Magotteaux Ltee
601 Rue Champlain
Magog, QC J1X 2N1
CANADA

Marta-Co Supply Inc.
P.O. BOX 1736
1820 S. 2000 W.
Roosevelt, UT 84066

Morcon Specialty, Inc.
P.O. Box 730
573 S. 1100 E.
Vernal, UT 84078

Mount Olympus
P.O. Box 660579
Dallas, TX 75266-0579

MRC Global
P.O. Box 204392
Dallas, TX 75320-4392

Norco, Inc.
P.O. Box 15299
Boise, ID 83715

OFI Testing and Equipment, Inc.
11302 Steeplecrest Drive
Houston, TX 77065-5649

Parr Brown Gee & Loveless
P.O. Box 11019
Salt Lake City, UT 84147

Precision Systems Engineering
9805 S. 500 W.
Sandy, UT 84070

Quality Customs Brokers Inc.
P.O. Box 60773
Houston, TX 77205

Matthew Trujillo
371 E. 500 N.
Tooele, UT 84074

Mort's Car Wash & Fuel, Inc.
P.O. Box 26
50 S. 1000 W.
Vernal, UT 84078

Mountain Welding and Fabrication Inc.
P.O. Box 492
1548 E. 777 S.
Vernal, UT 84078

Nexeo Solutions, LLC
5200 Blazer Parkway
Dublin, OH 43017

North Eastern Utah Office Equipment
and Supply Co.
32 W. Main
Vernal, UT 84078

Panhandle
14000 Quail Springs Parkway, Suite 300
Oklahoma City, OK 73134

PCE Pacific, Inc.
22011 26th Avenue SE
Bothell, WA 98021

Price Water Pumping
630 E. 500 S.
Vernal, UT 84078

Quick Sand Inc.
3307 E. Hwy. 40
Vernal, UT 84078

Red Rock Gathering Company LLC
2300 Windy Ridge Parkway, Suite 840 N
Atlanta, GA 30339

Robinson Manufacturing Company Inc.
604 S. 10th Street
Broken Arrow, OK 74012-4423

Rosemount Inc.
22737 Network Place
Chicago, IL 60673-1227

Sales Engineering Company, Inc.
10235 S. Mystic Falls Way
South Jordan, UT 84095

Sci Automation, Inc.
P.O. Box 1291
Roosevelt, UT 84066

Security Camera Warehouse
6 Celtic Drive, Unit A6
Arden, NC 28704

Shubham Verma
4403 W. South Jordan Parkway
South Jordan, UT 84095

Springhill Suites
1205 W. Hwy. 40
Vernal, UT 84078

State of Utah Trust Lands Administration
675 E. 500 S. #500
Salt Lake City, UT 84102-2818

Stearns Construction Inc.
2746 Pebble Acres Drive
Vernal, UT 84078

Sterling Backcheck
Newark Post Office
P.O. Box 36482
Newark, NJ 07193-6482

Strata Networks
211 E. 200 N.
P.O. Box 400
Roosevelt, UT 84066

Stubbs & Stubbs Oilfield Construction
5127 S. 5400 E.
P.O. Box 32
Vernal, UT 84078

Tarpon Energy Services LLC
A PTW Company
Dept. CH 19870
Palatine, IL 60095-9870

Tech-Flow
P.O. Box 219
Layton, UT 84101

Thatcher Company, Inc.
1905 Fortune Road
Salt Lake City, UT 84104

The Goodrich Mud Company Inc.
3211 E. Hwy. 40
Vernal, UT 84078

Thomas Petroleum, LLC
P.O. Box 677289
Dallas, TX 75267-7289

TownePlace Suites
1219 W. Hwy. 40
Vernal, UT 84078

ULINE
Attn: Accounts Receivable
P.O. BOX 88741
Chicago, IL 60680-1741

United Rentals
P.O. Box 840514
Dallas, TX 75284-0514

Utah Mining Association
136 S. Main #709
Salt Lake City, UT 84101

Vernal Area Chamber of Commerce
134 W. Main Street
Vernal, UT 84078

Vernal Fire Extinguisher
525 N. 2500 W.
Vernal, UT 84078

Victory Energy
10701 E. 126th Street North
Collinsville, OK 74021

Virginia Lab Supply Corporation
P.O. Box 9870
Richmond, VA 23228-9870

Watts Steam Store
1982 Floral Avenue
Twin Falls, ID 83301

West End Cleaners
933 US-40
Vernal, UT 84078

Wex Fleet Universal
WEX Bank
P.O. Box 6293
Carol Stream, IL 60197-6293

Wilkins Bus Lines Inc.
343 S. Vernal Avenue #C
Vernal, UT 84078

Winn-Marion Companies
7084 S. Revere Parkway, Unit A
Centennial, CO 80112

MISCELLANEOUS

Kirton McConkie
2600 West Executive Parkway, Suite #400
Lehi, Utah 84043