

COURT FILE NUMBER      **2001-06997**  
COURT                      COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE        Calgary

Clerk's Stamp

IN THE MATTER OF THE *COMPANIES'*  
*CREDITORS ARRANGEMENT ACT*, RSC 1985,  
c C-36, as amended

AND IN THE MATTER OF THE  
COMPROMISE OR ARRANGEMENT OF  
BOW RIVER ENERGY LTD.

DOCUMENT                **APPLICATION: RESTRICTED  
COURT ACCESS**

ADDRESS FOR SERVICE AND      Jessica L. Cameron  
CONTACT INFORMATION OF        Borden Ladner Gervais LLP  
PARTY FILING THIS              1900, 520 3<sup>rd</sup> Ave. S.W.  
DOCUMENT                         Calgary, AB T2P 0R3  
    Telephone: (403) 232-9715  
    Facsimile: (403) 266-1395  
    Email: [jcameron@blg.com](mailto:jcameron@blg.com)  
    File No. 441275/000025

**NOTICE TO THE RESPONDENTS: SEE ATTACHED SCHEDULE "A"**

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

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

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

Date:                      October 6, 2020  
Time:                      10:00 a.m.  
Where:                    Edmonton Law Courts Building, Edmonton, AB  
Before:                    The Honourable Justice Shelley

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

**Order Sought:**

1. The Applicant, Bow River Energy Ltd. (“**Bow River**” or the “**Applicant**”), seeks an order under the *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36, as amended (the “**CCAA**”), substantially in the form attached hereto as **Schedule “B”** which, amongst other things:
  - (a) declares service of this Application good and sufficient, and abridges the time for notice of this Application to the time actually given;
  - (b) seals Confidential Exhibit 1 to the Supplement to Affidavit No. 4 of Daniel G. Belot, sworn on October 5, 2020 (the “**Confidential Exhibit**”); and
  - (c) grants such further and other relief as the Applicant may request and this Honourable Court deems just.
2. All capitalized terms used but not otherwise defined in this Application shall have the meaning given to them in the Company’s Application filed with this Court on September 28, 2020.

**Basis for this Claim:**

3. This Application is made in connection with the Company’s Application to be heard by this Honourable Court on October 6, 2020, seeking certain relief, including an extension to the Stay Period.
4. The Confidential Exhibit sets out certain information regarding the offers the Company received on its Saskatchewan properties pursuant to the SISP. Accordingly, the Confidential Exhibit contains commercially sensitive information, which if disseminated could adversely affect the SISP, or any future sales process undertaken with respect to the Company.
5. The proposed Sealing Order sought is the least restrictive and prejudicial alternative to prevent the dissemination of commercially sensitive information.
6. The Company intends to provide notice to the Clerk of the Court of this Application, in accordance with Rule 6.32 of the *Alberta Rules of Court*.

7. Such further and other grounds as counsel may advise and this Honourable Court may permit.

**Affidavit or other evidence to be used in support of this application:**

8. The Fourth Affidavit of Daniel G. Belot, sworn September 28, 2020.
9. The Supplement to Affidavit No. 4 of Daniel G. Belot, sworn October 5, 2020.
10. The Third Report of the Monitor.
11. Such further and other evidence as counsel may advise and this Honourable Court may permit.

**Applicable Acts and regulations:**

12. *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended.
13. *Alberta Rules of Court*, Alta Reg 124/2010, as amended, and in particular Rule 6.32.
14. Such further and other acts and regulations as counsel may advise and this Honourable Court may permit.

**How the Application is Proposed to be Heard or Considered:**

15. In person via videoconference before the Honourable Justice Shelley on October 6, 2020 at 10:00 am, or as soon thereafter as counsel may be heard.

**WARNING**

You are named as a respondent because you have made or are expected to make an adverse claim in respect of this originating application. If you do not come to Court either in person or by your lawyer, the Court may make an order declaring you and all persons claiming under you to be barred from taking any further proceedings against the applicant(s) and against all persons claiming under the applicant(s). You will be bound by any order the Court makes, or another order might be given or other proceedings taken which the applicant(s) is/are entitled to make without any further notice to you. If you want to take part in the application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of this form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence

with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

**Schedule "A": Service List**

COURT FILE NUMBER

**2001-06997**

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

Calgary

IN THE MATTER OF THE *COMPANIES' CREDITORS*  
*ARRANGEMENT ACT*, RSC 1985, c C-36, as amended

AND IN THE MATTER OF THE COMPROMISE OR  
ARRANGEMENT OF BOW RIVER ENERGY LTD.

DOCUMENT

**SERVICE LIST**

<p>Borden Ladner Gervais LLP 1900, 520 3<sup>rd</sup> Ave SW Calgary, AB T2P 0R3</p> <p><b>Attention: Robyn Gurofsky / Jessica Cameron</b></p> <p>Email: <a href="mailto:rgurofsky@blg.com">rgurofsky@blg.com</a> <a href="mailto:jcameron@blg.com">jcameron@blg.com</a></p> <p>Counsel for Bow River Energy Ltd.</p>	<p>Bennett Jones LLP 4500, 855 2 Street SW Calgary, AB T2P 4K7</p> <p><b>Attention: Keely Cameron</b></p> <p>Email: <a href="mailto:cameronk@bennettjones.com">cameronk@bennettjones.com</a></p> <p>Counsel for Monitor</p>
<p>BDO Canada LLP 620, 903 8 Ave SW Calgary, AB T2P 0P7</p> <p><b>Attention: Marc Kelly / Charla Smith</b></p> <p>Email: <a href="mailto:makelly@bdo.ca">makelly@bdo.ca</a> <a href="mailto:chasmith@bdo.ca">chasmith@bdo.ca</a></p> <p>Monitor</p>	<p>Alberta Energy Regulator 1000, 250 - 5 Street SW, Calgary, AB T2P 0R4</p> <p><b>Attention: Maria Lavelle</b></p> <p>Email: <a href="mailto:insolvency@aer.ca">insolvency@aer.ca</a> <a href="mailto:Maria.Lavelle@aer.ca">Maria.Lavelle@aer.ca</a></p>
<p>Saskatchewan Ministry of Energy and Resources 1000, 2103 11th Ave Regina, SK S4P 3Z8</p> <p><b>Attention: Chad Adams</b></p> <p>Email: <a href="mailto:chad.adams@gov.sk.ca">chad.adams@gov.sk.ca</a></p>	<p>Saskatchewan Energy Regulator Saskatchewan Ministry of Energy and Resources 1000, 2103 11th Ave Regina, SK S4P 3Z8</p> <p><b>Attention: Candy Dominique / Megan McGillivray</b></p> <p>Email: <a href="mailto:candy.dominique@gov.sk.ca">candy.dominique@gov.sk.ca</a> <a href="mailto:megan.mcgillivray@gov.sk.ca">megan.mcgillivray@gov.sk.ca</a></p>
<p>Government of Alberta, Ministry of Energy 9th Floor, North Petroleum Plaza 9945-108 Street Edmonton, AB T5K 2G6</p> <p><b>Attention: Piyush (Peter) Mittal</b></p> <p>Email: <a href="mailto:peter.mittal@gov.ab.ca">peter.mittal@gov.ab.ca</a></p>	<p>Borden Ladner Gervais LLP 1900, 520 3<sup>rd</sup> Ave SW Calgary, AB T2P 0R3</p> <p><b>Attention: Brad Pierce / Matti Lemmens</b></p> <p>Email: <a href="mailto:BPierce@blg.com">BPierce@blg.com</a> <a href="mailto:Mlemmens@blg.com">Mlemmens@blg.com</a></p>
<p>Allan Sawin 9111 39<sup>th</sup> Ave Edmonton, AB T6E 5Y2</p> <p>Email: <a href="mailto:asawin@embee.ca">asawin@embee.ca</a></p> <p>Secured Creditor</p>	<p>Debora Proud (Copez Properties) 130, 707 10<sup>th</sup> Ave SW Calgary, AB T2R 0B3</p> <p>Email: <a href="mailto:Lvarin@copez.com">Lvarin@copez.com</a> <a href="mailto:pcohos@copez.com">pcohos@copez.com</a></p> <p>Secured Creditor</p>

<p>Eresman 2013 Family Trust 1701, 1234 5<sup>th</sup> Ave NW Calgary, AB T2N 0R1</p> <p>Email: <a href="mailto:eresman@gmail.com">eresman@gmail.com</a> <a href="mailto:trisha.woodlock@eresman.ca">trisha.woodlock@eresman.ca</a></p> <p>Secured Creditor</p>	<p>Gary Nissen 350 4723 1<sup>st</sup> Street SW Calgary, AB T2G 4Y8</p> <p>Email: <a href="mailto:sharon@cail.ca">sharon@cail.ca</a> <a href="mailto:gary@cail.ca">gary@cail.ca</a></p> <p>Secured Creditor</p>
<p>Henry Cohen 135 Strathallan Blvd. Toronto, ON M5N 1S9</p> <p>Email: <a href="mailto:henry.cohen@fcenergy.com">henry.cohen@fcenergy.com</a></p> <p>Secured Creditor</p>	<p>Hop Investment Ltd. 1440, 33311<sup>th</sup> Avenue SW Calgary, AB T2R 1L9</p> <p>Email: <a href="mailto:lester@hopestate.ca">lester@hopestate.ca</a> <a href="mailto:denny@hopestate.ca">denny@hopestate.ca</a></p> <p>Secured Creditor</p>
<p>Jim W. Buckee Ebblestone House, Homington Salisbury, England XX SP5 4NG</p> <p>Email: <a href="mailto:jwbuckee@gmail.com">jwbuckee@gmail.com</a></p> <p>Secured Creditor</p>	<p>Kim Cohos (Copez Properties) 130, 707 10<sup>th</sup> Ave SW Calgary, AB T2R 0B3</p> <p>Email: <a href="mailto:Lvarin@copez.com">Lvarin@copez.com</a> <a href="mailto:pcohos@copez.com">pcohos@copez.com</a></p> <p>Secured Creditor</p>
<p>Paulette Geis 149 Schooner Landing NW Calgary, AB T3L 1X5</p> <p>Email: <a href="mailto:wayne.geis@shaw.ca">wayne.geis@shaw.ca</a></p> <p>Secured Creditor</p>	<p>R.D. Scurfield &amp; Associates Inc. PO Box 1200 Banff, AB T1L 1B2</p> <p>Email: <a href="mailto:rds@skibanff.com">rds@skibanff.com</a></p> <p>Secured Creditor</p>
<p>Randall Eresman 1701, 1234 5<sup>th</sup> Ave NW Calgary, AB T2N 0R1</p> <p>Email: <a href="mailto:eresman@gmail.com">eresman@gmail.com</a> <a href="mailto:trisha.woodlock@eresman.ca">trisha.woodlock@eresman.ca</a></p> <p>Secured Creditor</p>	<p>Rick Deleff PO Box 483 Consort, AB T0C 1B0</p> <p>Email: <a href="mailto:rdeleff@xplornet.com">rdeleff@xplornet.com</a></p> <p>Secured Creditor</p>
<p>Jim Pattison Industries Ltd. 4937 Regent Street Burnaby, BC V5C 4H4</p> <p><b>Attention: Ion Lazar</b></p> <p>Email: <a href="mailto:Ion.Lazar@jplease.com">Ion.Lazar@jplease.com</a></p> <p>Secured Creditor</p>	<p>JWI Investment LP 200, 3132 118<sup>th</sup> Ave SE Calgary, AB T2Z 3X1</p> <p><b>Attention: Aasit Amin</b></p> <p>Email: <a href="mailto:aamin@jayman.com">aamin@jayman.com</a></p> <p>Secured Creditor</p>



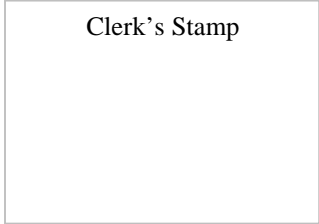
<p>Prairie Provident Resources Canda Ltd. 1100, 640 5th Street SW Calgary, AB T2P 3G4</p> <p>Email: <a href="mailto:gtaylor@ppr.ca">gtaylor@ppr.ca</a></p> <p>Secured Creditor</p>	<p>RCAP Leasing Inc. 300, 5575 North Service RD Burlington, ON L7L 6M1</p> <p>Email: <a href="mailto:csc@rcapleasing.com">csc@rcapleasing.com</a></p> <p>Secured Creditor</p>
<p>Element Fleet Management Inc. c/o Blake, Cassels &amp; Graydon LLP 3500, 855 - 2nd Street SW Calgary, AB T2P 4J8</p> <p><b>Attention: Daniel McLeod</b></p> <p>Email: <a href="mailto:daniel.mcleod@blakes.com">daniel.mcleod@blakes.com</a></p> <p>Secured Creditor</p>	<p>Royhop Hospitality Corp. c/o Dentons LLP 1500, 850 - 2nd Street SW Calgary, AB T2P 0R8</p> <p><b>Attention: Lyle Zulak / Afshan Naveed</b></p> <p>Email: <a href="mailto:lyle.zulak@dentons.com">lyle.zulak@dentons.com</a> <a href="mailto:afshan.naveed@dentons.com">afshan.naveed@dentons.com</a></p> <p>Secured Creditor</p>
<p>Xerox Canada Ltd. 500, 20 York Mills Road Toronto, ON M2P 2C2</p> <p><b>Attention: Stephanie Grace</b></p> <p>Email: <a href="mailto:Stephanie.Grace@xerox.com">Stephanie.Grace@xerox.com</a></p> <p>Secured Creditor</p>	<p>Enmax Corporation 141 50 Avenue SE Calgary, AB T2G 4S7</p> <p><b>Attention: Sarah King</b></p> <p>Email: <a href="mailto:sking@enmax.com">sking@enmax.com</a></p>
<p>R.M. of Hearts Hill</p> <p>Email: <a href="mailto:rm352@sasktel.net">rm352@sasktel.net</a></p>	<p>R.M. of Loon Lake</p> <p>Attention : <b>Erin Simpson</b></p> <p>Email: <a href="mailto:rm561@sasktel.net">rm561@sasktel.net</a></p>
<p>Northern Municipal Services</p> <p>Email: <a href="mailto:kathryn.menz@gov.sk.ca">kathryn.menz@gov.sk.ca</a></p>	<p>R.M. of Britannia No. 502</p> <p>Email: <a href="mailto:rm502@sasktel.net">rm502@sasktel.net</a></p>
<p>R.M. of Antelope Park No 322</p> <p>Email: <a href="mailto:rm292.rm322@sasktel.net">rm292.rm322@sasktel.net</a></p>	<p>R.M. of Grass Lake</p> <p>Email: <a href="mailto:rm381@sasktel.net">rm381@sasktel.net</a></p>
<p>R.M. of Senlac</p> <p>Email: <a href="mailto:rm411@sasktel.net">rm411@sasktel.net</a></p>	<p>R.M. of Frenchman Butte</p> <p>Email: <a href="mailto:rm501@sasktel.net">rm501@sasktel.net</a></p>

<p>R.M. of Eye Hill No 382</p> <p><b>Attention: Jason Pilat</b></p> <p>Email: <a href="mailto:rm382@sasktel.net">rm382@sasktel.net</a></p>	<p>Gregory Law Office Box 518 101B 2nd Street West Meadow Lake, SK S9X 1Y4</p> <p><b>Attention: Russell Gregory</b></p> <p>Email: <a href="mailto:russell@lawyergregory.com">russell@lawyergregory.com</a> <a href="mailto:nicolerm622@sasktel.net">nicolerm622@sasktel.net</a></p> <p>Counsel for R.M. of Beaver River No 622</p>
<p>County of Paintearth Box 509 Castor, AB T0C 0X0</p> <p>Attention: Linda Bauer</p> <p>Email: <a href="mailto:lbauer@countypaintearth.ca">lbauer@countypaintearth.ca</a></p>	<p>Flagstaff County</p> <p>Email: <a href="mailto:County@flagstaff.ab.ca">County@flagstaff.ab.ca</a></p>
<p>M.D. of Wainright No 61</p> <p>Email: <a href="mailto:admin@mdwainwright.ca">admin@mdwainwright.ca</a></p>	<p>M.D. of Provost</p> <p>Email: <a href="mailto:jlakevold@mdprovost.ca">jlakevold@mdprovost.ca</a></p>
<p>Special Areas Board Facilities / Special Areas Board wells and P/L</p> <p>Email: <a href="mailto:sue.carl@specialareas.ab.ca">sue.carl@specialareas.ab.ca</a></p>	<p>Husky Energy Inc. 707 8 Ave SW Calgary, AB T2P 1H5</p> <p><b>Attention : Jim O’Keefe / Catherine Dunne</b></p> <p>Email: <a href="mailto:jim.okeefe@huskyenergy.com">jim.okeefe@huskyenergy.com</a> <a href="mailto:Catherine.Dunne@huskyenergy.com">Catherine.Dunne@huskyenergy.com</a></p>
<p>Crescent Point Energy Suite 2000, 585 8th Ave SW Calgary, AB T2P 1G1</p> <p><b>Attention: Kirsten Seagrave Millung</b></p> <p>Email: <a href="mailto:kmillung@crescentpointenergy.com">kmillung@crescentpointenergy.com</a></p>	<p>Indian Oil and Gas Canada 100, 9911 Chiila Boulevard Tsuut’ina, AB T3T 0E1</p> <p><b>Attention: Lori Williams / Jordan Milne</b></p> <p>Email: <a href="mailto:Lori.Williams@justice.gc.ca">Lori.Williams@justice.gc.ca</a> <a href="mailto:Jordan.milne@justice.gc.ca">Jordan.milne@justice.gc.ca</a></p> <p>Counsel for Indian Oil and Gas Canada, the federal regulator of oil and gas operations on First Nations’ lands</p>
<p>Canadian Natural Resources Limited 2500, 855-2nd Street SW Calgary, AB T2P 4J8</p> <p><b>Attention: Sheila Hyatt</b></p> <p>Email: <a href="mailto:Sheila.Hyatt@cnrl.com">Sheila.Hyatt@cnrl.com</a></p>	<p>RioCan Real Estate Investment Trust 499 Main St. South, Suite 56 Brampton, ON L6Y 1N7</p> <p><b>Attention : Bibi Khan</b></p> <p>Email: <a href="mailto:bkhan@riocan.com">bkhan@riocan.com</a></p>

<p>PrairieSky Royalty Ltd. 17010, 350 7 Ave SW Calgary, AB T2P 3N9</p> <p><b>Attention: James Nixon</b></p> <p>Email: <a href="mailto:james.nixon@prairiesky.com">james.nixon@prairiesky.com</a></p>	<p>Lawson Lundell LLP Suite 1100, 225-6th Avenue SW Calgary, AB T2P 1N2</p> <p><b>Attention: William Roberts / Alixandra Stoicheff</b></p> <p>Email: <a href="mailto:wroberts@lawsonlundell.com">wroberts@lawsonlundell.com</a> <a href="mailto:astoicheff@lawsonlundell.com">astoicheff@lawsonlundell.com</a></p> <p>Counsel for Husky Oil Operations Limited</p>
<p>Heritage Resource LP 710, 215-2 Street S.W. Calgary, AB T2P 1M4</p> <p><b>Attention: Kelly Perrault</b></p> <p>Email: <a href="mailto:Kelly.Perrault@heritageroyalty.ca">Kelly.Perrault@heritageroyalty.ca</a></p>	<p>Osler, Hoskin &amp; Harcourt LLP 2500, 450 - 1st St. S.W. Calgary, AB T2P 5H1</p> <p><b>Attention: Emily Paplawski</b></p> <p>Email: <a href="mailto:EPaplawski@osler.com">EPaplawski@osler.com</a></p> <p>Counsel for Heritage Royalty Resource Corp.</p>
<p>RMRF LLP 3200, 10180 101 Street Edmonton, AB T5J 3W8</p> <p><b>Attention: Emma F. Banfield / Misty A. Jakubowski / Shauna N. Finlay</b></p> <p>Email: <a href="mailto:EBanfield@rmrf.com">EBanfield@rmrf.com</a> <a href="mailto:MJakubowski@rmrf.com">MJakubowski@rmrf.com</a> <a href="mailto:SFinlay@rmrf.com">SFinlay@rmrf.com</a></p> <p>Counsel for M.D. of Wainright No 61</p>	<p>Saskatchewan Ministry of Justice 2405 Legislative Dr. Regina, SK S4S 0B3</p> <p><b>Attention: Leanne Lang</b></p> <p>Email: <a href="mailto:Leanne.Lang@gov.sk.ca">Leanne.Lang@gov.sk.ca</a></p>
<p>David Sharp Box 552 Pierceland, SK S0M 2K0</p>	<p>Patrick G. White and Katherine White Box 336 Provost, AB T0B 3S0</p>

**Schedule "B": Order:  
Sealing Order**

COURT FILE NUMBER   **2001-06997**  
COURT                    COURT OF QUEEN’S BENCH OF  
                              ALBERTA  
JUDICIAL CENTRE        Calgary



IN THE MATTER OF THE *COMPANIES'*  
*CREDITORS ARRANGEMENT ACT*, RSC 1985,  
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AND IN THE MATTER OF THE  
COMPROMISE OR ARRANGEMENT OF  
BOW RIVER ENERGY LTD.

DOCUMENT               **ORDER: SEALING**

ADDRESS FOR SERVICE AND        Jessica L. Cameron  
CONTACT INFORMATION OF         Borden Ladner Gervais LLP  
PARTY FILING THIS                1900, 520 3<sup>rd</sup> Ave. S.W.  
DOCUMENT                         Calgary, AB T2P 0R3  
  Telephone: (403) 232-9715  
  Facsimile: (403) 266-1395  
  Email: [jcameron@blg.com](mailto:jcameron@blg.com)  
  File No. 441275/000025

**DATE ON WHICH ORDER WAS PRONOUNCED: October 6, 2020**

**LOCATION WHERE ORDER WAS PRONOUNCED: Edmonton, Alberta**

**NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice D.L. Shelley**

**UPON** the application of Bow River Energy Ltd. (the “**Applicant**”); **AND UPON** having read the Application: Restricted Court Access, the Affidavit of Daniel G. Belot sworn September 28, 2020 (the “**Fourth Belot Affidavit**”), the Supplement to the Fourth Belot Affidavit sworn October 5, 2020 (the “**Supplemental Affidavit**”), and the Affidavit of Service of Stella Kim sworn October 2, 2020; **AND UPON** having read the Third Report of the Monitor, dated September 30, 2020, filed; **AND UPON** reviewing the amended and restated initial order granted in the within proceedings by the Honourable Mister Justice Jeffrey on June 10, 2020 (the “**ARIO**”); **AND UPON** having reviewed the pleadings and proceedings previously filed in the within CCAA

proceedings; **AND UPON** hearing counsel for the Applicant, the Monitor, the Alberta Energy Regulator, and any other parties present at the Application;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

1. The time for service of this application together with all supporting materials is hereby declared to be good and sufficient and no other person is required to have been served with such documents, and this hearing is properly returnable before this Honourable Court today and further service thereof is hereby dispensed with.
2. All capitalized terms used by not otherwise defined herein shall have the meanings ascribed to them in the ARIO.

**SEALING ORDER**

3. Confidential Exhibit “1” to the Supplemental Affidavit (the “**Confidential Exhibit**”) shall be sealed on the Court file, notwithstanding Division 4 of Part 6 of the *Alberta Rules of Court*, for a period of one year, expiring October 6, 2021.
4. The Clerk of the Court shall file the Confidential Exhibit in a sealed envelope attached to a notice that sets out the style of cause of these proceedings and states that:  
  
THIS ENVELOPE CONTAINS CONFIDENTIAL MATERIALS FILED IN COURT FILE NO. 2001-06997. THE CONFIDENTIAL MATERIALS ARE SEALED PURSUANT TO THE SEALING ORDER ISSUED BY THE HONOURABLE JUSTICE D.L. SHELLEY ON OCTOBER 6, 2020. THESE CONFIDENTIAL MATERIALS MAY BE UNSEALED AS OF OCTOBER 7, 2021.
5. The Applicant is empowered and authorized, but not directed, to provide the Confidential Exhibit (or any portion thereof, or information contained therein) to any interested party, entity or person that the Applicant considers reasonable in the circumstances, subject to confidentiality arrangements satisfactory to the Applicant.

**MISCELLANEOUS MATTERS**

6. Service of this Order shall be deemed good and sufficient by serving the same on the persons listed on the Service List (attached as Schedule “A” to the Application) and by posting a copy of this Order to the Monitor’s Website at: <https://www.bdo.ca/en-ca/extranets/bowriver/>.
7. No other persons are entitled to be served with a copy of this Order.

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Justice of the Court of Queen’s Bench of Alberta