

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Canadian Overseas Petroleum Limited, *et al.*,¹
Debtors in a foreign proceeding.

Chapter 15

Case No. 24-10376 (JTD)

(Jointly Administered)

Re: Docket No. 4

**ORDER (A) SCHEDULING HEARING ON RECOGNITION OF
CHAPTER 15 PETITION, (B) SPECIFYING FORM AND MANNER OF
SERVICE OF NOTICE, AND (C) AUTHORIZING REDACTION OF CERTAIN
PERSONALLY IDENTIFIABLE INFORMATION OF INDIVIDUAL STAKEHOLDERS**

Upon the motion (the “Motion”)² of Canadian Overseas Petroleum Limited, in its capacity as the duly appointed foreign representative (the “Foreign Representative”) for the above-captioned debtors (collectively, the “Debtors”), for entry of an order pursuant to sections 105(a), 1514, and 1515 of the Bankruptcy Code, Bankruptcy Rules 2002 and 9007, and Local Rule 2002-1(b), (a) scheduling a hearing to consider the recognition of the Canadian Proceedings as foreign main proceedings or, in the alternative, foreign non-main proceedings under Chapter 15 of the Bankruptcy Code (the “Recognition Hearing”), (b) scheduling an objection deadline, (c) approving the form and manner of service of notice, substantially in the form annexed to this Order as **Exhibit 1**, of certain Chapter 15 filings and the Recognition Hearing (the “Recognition Hearing Notice”), (d) specifying the manner of service of the Recognition Hearing Notice and any subsequent papers that the Foreign Representative files and is required to serve, and (e) authorizing redaction of certain personally identifiable information of individual stakeholders;

¹ The Debtors in these chapter 15 proceedings, together with the last four digits of their business identification numbers are: Canadian Overseas Petroleum Limited (8749); COPL Technical Services Limited. (1656); Canadian Overseas Petroleum (Ontario) Limited (8319); Canadian Overseas Petroleum (UK) Limited (7063); Canadian Overseas Petroleum (Bermuda Holdings) Limited (N/A); Canadian Overseas Petroleum (Bermuda) Limited (N/A); COPL America Holding Inc. (1334); COPL America Inc. (9018); Atomic Oil and Gas LLC (8233); Southwestern Production Corporation (8694); and Pipeco LLC (XXXX). The location of the Debtors’ headquarters and the Debtors’ duly appointed foreign representative is 715 5 Avenue SW, Suite 3200, Calgary, Alberta T2P 2X6, Canada.

² Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Motion.

and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated as of February 29, 2012, that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), venue is proper in this District pursuant to 28 U.S.C. § 1410, the Chapter 15 Cases have been properly commenced by the duly appointed Foreign Representative, sufficient notice of the Motion has been given and no other or further notice need be provided; and upon consideration of the Kravitz Declaration and the Rosenblat Declaration, each filed contemporaneously with the Motion; and it appearing that the relief requested in the Motion is in the best interest of the Debtors and other parties in interest in the Chapter 15 Cases; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Recognition Hearing is scheduled for April 9, 2024 at 2:30 p.m. (prevailing Eastern time), or as soon thereafter as counsel shall be heard, in Courtroom 5 of the United States Bankruptcy Court for the District of Delaware, 5th Floor, 824 North Market Street, Wilmington, Delaware 19801.
3. The date and time of the Recognition Hearing may be adjourned or continued to a subsequent date without further notice except for an “in court” announcement at the Recognition Hearing or a filing on the docket of the Chapter 15 Cases of the date and time to which the Recognition Hearing has been adjourned.
4. The Recognition Hearing Notice in the form attached to this Order as **Exhibit 1**, including as modified for publication, is approved.

5. The Foreign Representative will serve, or cause to be served, copies of the Chapter 15 Documents by hand delivery, overnight courier, or domestic or foreign mail, first-class postage prepaid and, where available, by electronic mail, upon the following entities or their counsel, if known (collectively, the “Notice Parties”): (a) the Office of the United States Trustee for Region 3 (the “U.S. Trustee”); (b) the Office of the Attorney General for the State of Delaware; (c) the Office of the Attorney General for the State of Colorado; (d) the Office of the Attorney General for the State of Wyoming; (e) the administrative agent, collateral agent, and secured lenders to the prepetition credit agreement and counsel thereto; (e) all persons or bodies authorized to administer the Canadian Proceedings; (f) all parties to litigation pending in the United States as of the date that the Chapter 15 Petition was filed to which any of the Debtors is a party; (g) all secured creditors of the Debtors; (h) the twenty (20) largest unsecured creditors of the Debtors in these cases; (i) the Debtors; (j) the Non-Filing Affiliates (as defined in the Initial Order); (k) all other parties that have requested notice in these cases pursuant to Bankruptcy Rule 2002; and (l) such other entities as this Court may direct, no later than two (2) business days after entry of this Order.

6. If any entity files a notice of appearance in the Chapter 15 Cases after the initial service of the Recognition Hearing Notice, the Foreign Representative will serve, or cause to be served, the Chapter 15 Documents and any subsequent, relevant notices upon such entity no later than three (3) business days after the filing of such notice of appearance, or as soon thereafter as practicable, if such documents have not been already served on such entity (or its counsel).

7. Any subsequent notice, motion, or other pleading filed in the Chapter 15 Cases shall be served on the Foreign Representative, the Notice Parties, and any other entity that files a notice of appearance in the Chapter 15 Cases, unless otherwise directed by the Court, in

accordance with Bankruptcy Rule 2002(q) or as otherwise required by the Bankruptcy Code, Bankruptcy Rules, or any order entered in the Chapter 15 Cases by the Bankruptcy Court.

8. Service of the Chapter 15 Documents in accordance with this Order is approved as adequate and sufficient notice and service on all interested parties.

9. Prior to serving the Recognition Hearing Notice, the Foreign Representative may complete any missing dates and other information, correct any typographical errors, conform the provisions regarding the Recognition Hearing Notice to the provisions of this Order, and make such other and further non-substantive changes as the Foreign Representative deems necessary or appropriate.

10. Any responses, answers, or objections to the Chapter 15 Petition, the requested recognition of the Canadian Proceedings as foreign main proceedings, or in the alternative foreign non-main proceedings, related relief, or other papers filed in connection therewith must be made pursuant to the Bankruptcy Code, the Local Rules, and the Bankruptcy Rules, and such response, answer, or objection must (a) be in writing, (b) set forth in detail the factual and legal bases therefor, (c) be filed with the United States Bankruptcy Court for the District of Delaware, Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, (d) be served upon counsel for the Foreign Representative, Potter Anderson & Corroon LLP, 1313 N. Market Street, 6th Floor, Wilmington, Delaware 19801 (Attn: Christopher M. Samis, Esq. (csamis@potteranderson.com); L. Katherine Good, Esq. (kgood@potteranderson.com); and Gregory J. Flasser, Esq. (gflasser@potteranderson.com)), and (e) be served upon counsel for the secured lender: (i) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022 (Attn: Brian Schartz, Esq. (bschartz@kirkland.com); and Allyson Smith, Esq. (allyson.smith@kirkland.com)); (ii) Kirkland & Ellis LLP, 300 North LaSalle, Chicago, IL

60654 (Attn: Max Freedman, Esq. (max.freedman@kirkland.com)); and (iii) Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, DE 19801 (Attn: Justin Alberto, Esq. (jalberto@coleschotz.com) and Andrew Roth-Moore, Esq. (aroth-moore@coleschotz.com), so as to be *actually received* by them **no later than April 2, 2024 at 4:00 p.m. (prevailing Eastern time)**).

11. All notice requirements set forth in section 1514(c) of the Bankruptcy Code are waived or otherwise deemed inapplicable to the Chapter 15 Cases.

12. The Debtors are authorized to redact on any document filed with the Court (a) the home and email addresses of natural persons, including individual creditors and individual equity holders, who are United States citizens located in the United States and (b) the home and email addresses and other Personal Information and Personal Data of any natural person to the extent such Personal Information or Personal Data is subject to PIPEDA or the UK GDPR. The Debtors shall provide an unredacted version of any filings redacted pursuant to this Order to (i) the Court, (ii) the U.S. Trustee, and (iii) any party in interest upon a request to the Debtors (email to counsel is sufficient) or to the Court that is reasonably related to these Chapter 15 Cases; provided that any receiving party shall not transfer or otherwise provide such unredacted document to any person or entity not party to the request. The Debtors shall inform the U.S. Trustee promptly after denying any request for an unredacted document pursuant to this Order.

13. Notwithstanding anything to the contrary in the Motion or this Order, nothing in the Motion or this Order shall be construed to authorize the Debtors to redact the names of any natural persons on any document filed with this Court.

14. Nothing herein precludes a party in interest's right to file a motion requesting that the Court unseal the information redacted by this Order.

15. The Foreign Representative is authorized to take all actions it deems necessary to effectuate the relief granted by this Order.

16. The Bankruptcy Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

17. Notwithstanding any applicability of any Bankruptcy Rules or Local Rules, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry and shall constitute a final order within the meaning of 28 U.S.C. § 158(a).

Dated: March 13th, 2024
Wilmington, Delaware

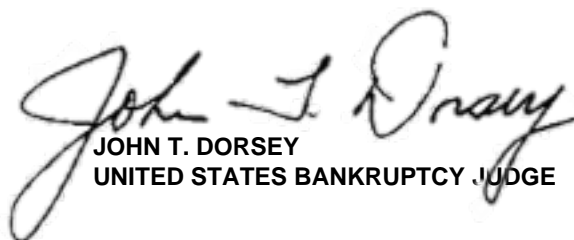

JOHN T. DORSEY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Proposed Form of Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Canadian Overseas Petroleum Limited, *et al.*,¹
Debtors in a foreign proceeding.

Chapter 15

Case No. 24-10376 (JTD)
(Jointly Administered)

**NOTICE OF (A) FILING OF CHAPTER 15 PETITION AND RELATED CHAPTER 15
DOCUMENTS SEEKING RECOGNITION OF CANADIAN PROCEEDINGS AS
FOREIGN MAIN PROCEEDINGS AND (B) RECOGNITION HEARING**

PLEASE TAKE NOTICE that, on March 11, 2024 (the “Petition Date”), Canadian Overseas Petroleum Limited, as the duly authorized foreign representative (the “Foreign Representative”) with respect to the foreign proceedings at Action No. 2401-03404 (the “Canadian Proceedings”), commenced by the above-captioned Debtors (collectively, the “Debtors”) before the Court of King’s Bench of Alberta in Calgary (the “Canadian Court”) for which an order was entered recognizing their application on March 11, 2024, pursuant to the Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36 (as amended, the “CCAA”), filed an Official Form 401 Petition for each of the Debtors [Docket No. 1] (collectively for each of the Debtors, the “Petitions”) under chapter 15 of title 11 of the United States Code (the “Bankruptcy Code”) commencing these proceedings ancillary to the Canadian Proceedings (collectively, the “Chapter 15 Cases”), and the *Verified Petition for (I) Recognition of Foreign Main Proceedings or, in the Alternative, Foreign Non-Main Proceedings, (II) Recognition of Foreign Representative, and (III) Related Relief Under Chapter 15 of the Bankruptcy Code* [Docket No. 3] (the “Verified Petition” and together with the Petitions, the “Chapter 15 Petition”), and the *Motion of the Foreign Representative for Entry of an Order (I) Recognizing Canadian Proceeding as a Foreign Main Proceeding and (II) Granting Related Relief* [Docket No. 8] (the “Recognition Motion”) seeking recognition of the Canadian Proceedings as foreign main proceedings within the meaning of chapter 15 of the Bankruptcy Code. A true and correct copy of the Petitions, the Verified Petition, and the Recognition Motion (without duplication) are attached to this Notice as **Exhibit A**, **Exhibit B**, and **Exhibit C**, respectively.

PLEASE TAKE FURTHER NOTICE that copies of the Petitions, the Verified Petition, and related filings in the Chapter 15 Cases are also available (a) for a fee via PACER by visiting <http://ecf.deb.uscourts.gov/> (a PACER login and password are required to retrieve a document), or (b) upon written request (including by e-mail) to counsel to the Foreign Representative, Potter Anderson & Corroon LLP, 1313 N. Market Street, 6th Floor, Wilmington, Delaware 19801

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(Attn: Christopher M. Samis, Esq. (csamis@potteranderson.com); L. Katherine Good, Esq. (kgood@potteranderson.com); and Gregory J. Flasser, Esq. (gflasser@potteranderson.com)).

PLEASE TAKE FURTHER NOTICE that, on March 12, 2024, the Bankruptcy Court entered the *Order Granting Provisional Relief* [Docket No. 28] (the “Provisional Relief Order”), granting provisional, injunctive, and related relief, including, but not limited to, granting recognition of and giving effect in the United States to the initial order entered in the Canadian Proceedings (the “Initial Order”). True and correct copies of the Provisional Relief Order, and the corresponding motion, are attached to this Notice as **Exhibit D** and **Exhibit E**, respectively.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court scheduled a hearing for **April 9, 2024 at 2:30 p.m. (prevailing Eastern time)** before the Honorable John T. Dorsey (the “Recognition Hearing”) on the Chapter 15 Petition to consider the recognition of the Canadian Proceedings as foreign main proceedings and give full force and effect to orders entered in the Canadian Proceedings and related relief in accordance with the relief requested in the Recognition Motion.

PLEASE TAKE FURTHER NOTICE that any party in interest wishing to submit a response, answer, or objection to the Chapter 15 Petition or Recognition Motion must do so pursuant to the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, and such response, answer, or objection must (a) be in writing, (b) set forth in detail the factual and legal bases therefor, (c) be filed with the United States Bankruptcy Court for the District of Delaware, Office of the Clerk of the Court, 824 Market Street, Wilmington, Delaware 19801, and (d) be served upon counsel for the Foreign Representative, Potter Anderson & Corroon LLP, 1313 N. Market Street, 6th Floor, Wilmington, Delaware 19801 (Attn: Christopher M. Samis, Esq. (csamis@potteranderson.com); L. Katherine Good, Esq. (kgood@potteranderson.com); and Gregory J. Flasser, Esq. (gflasser@potteranderson.com)), **so as to actually be received no later than April 2, 2024 at 4:00 p.m. (prevailing Eastern time)**.

PLEASE TAKE FURTHER NOTICE that hearings in this matter, including the Recognition Hearing, shall take place at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that all parties in interest opposed to the Chapter 15 Petition or the Foreign Representative’s request for relief in the Recognition Motion must appear at the Recognition Hearing at the time and place set forth herein, which may be adjourned from time to time without further notice except for an “in court” announcement at the Recognition Hearing or a filing on the docket of the Chapter 15 Cases of the date and time to which the Recognition Hearing has been adjourned.

PLEASE TAKE FURTHER NOTICE that at such hearing the Court may order the scheduling of a case management conference to consider the efficient administration of these Chapter 15 Cases.

PLEASE TAKE FURTHER NOTICE that your rights may be affected. You should read the Verified Petition carefully and discuss it with your attorney, if you have one in connection with these Chapter 15 Cases. If you do not have an attorney, you may wish to consult one.

PLEASE TAKE FURTHER NOTICE that unless later ordered by the Bankruptcy Court, any claims process for the Debtors will occur as part of the Canadian Proceedings and not in connection with the Chapter 15 Cases.

PLEASE TAKE FURTHER NOTICE THAT IF NO RESPONSES OR OBJECTIONS ARE RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED BY THE FOREIGN REPRESENTATIVE WITHOUT FURTHER NOTICE OR HEARING.

Dated: March [●], 2024
Wilmington, Delaware

Respectfully submitted,

/s/ DRAFT

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L. Katherine Good (No. 5101)

Gregory J. Flasser (No. 6154)

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Counsel to the Foreign Representative

EXHIBIT A TO NOTICE

Petitions

EXHIBIT B TO NOTICE

Verified Petition

EXHIBIT C TO NOTICE

Recognition Motion

EXHIBIT D TO NOTICE

Provisional Relief Order

EXHIBIT E TO NOTICE

Motion for Provisional Relief