

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

In re: Canadian Overseas Petroleum Limited, <i>et al.</i> , ¹ Debtors in a foreign proceeding.	Chapter 15 Case No. 24-[]() (Joint Administration Requested)
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**FOREIGN REPRESENTATIVE’S MOTION FOR
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**

Canadian Overseas Petroleum Limited (“COPL”), in its capacity as the duly-appointed foreign representative (the “Foreign Representative”) for the above-captioned debtors (collectively, the “Debtors”), in the proceedings (the “Canadian Proceedings”) currently pending before the Court of King’s Bench of Alberta in Calgary (the “Canadian Court”), initiated under the Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36 (as amended, the “CCAA”), has commenced the above-captioned chapter 15 cases (the “Chapter 15 Cases”) and hereby moves (this “Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), (a) scheduling a hearing (the “Recognition Hearing”) to consider recognition of the Canadian Proceedings as foreign main proceedings or, in the alternative, foreign non-main proceedings, under chapter 15 of title 11 of the United States Code (the “Bankruptcy Code”), as requested in the *Verified Petition for (I) Recognition of Foreign Main Proceedings, or, in the Alternative, Foreign Non-Main Proceedings, (II) Recognition of*

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.

Foreign Representative, and (III) Related Relief Under Chapter 15 of the Bankruptcy Code (the “Verified Petition”) and the *Motion of the Foreign Representative for Chapter 15 Recognition and Final Relief* (the “Recognition Motion”) filed contemporaneously herewith; (b) scheduling the deadline to object to the Chapter 15 Petition (as defined herein) and the relief requested in the Verified Petition and the Recognition Motion (the “Recognition Objection Deadline”); (c) approving the form of notice attached to the Proposed Order as **Exhibit 1** (the “Recognition Hearing Notice”) of the (i) filing of the *Official Form 401 Petition* for each of the Debtors [Docket No. 1] (collectively for each of the Debtors, the “Petitions,” and together with the Verified Petition, the “Chapter 15 Petition”), (ii) Recognition Motion, (iii) Recognition Objection Deadline, and (iv) Recognition Hearing; and (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 in accordance with sections 105(a), 1514, and 1515 of the Bankruptcy Code, rules 2002 and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 2002-1 of the Local Rules of Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”); (e) authorizing redaction of certain personally identifiable information of individual stakeholders pursuant to section 107(c) of the Bankruptcy Code; and (f) granting related relief.

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference of the United States District Court for the District of Delaware*, dated February 29, 2012.

2. The Foreign Representative has properly commenced these Chapter 15 Cases under sections 1504 and 1515 of the Bankruptcy Code. This is a core proceeding under 28 U.S.C. § 157(b)(2).

3. The Foreign Representative has properly commenced the Chapter 15 Cases pursuant to sections 1504, 1509, and 1515 of the Bankruptcy Code and Bankruptcy Rules 2002 and 9007.

4. Venue for these cases is proper in this Court under 28 U.S.C. § 1410 because COPL has its principal assets in the United States—its equity ownership in COPL America Holdings, Inc., a Delaware corporation—located in Delaware. Each Debtor also has an interest in a retainer on deposit with Potter Anderson & Corroon LLP, in which each Debtor has an ownership interest. These funds are held in a bank account at Wells Fargo Bank, N.A. in accordance with Delaware Rule of Professional Responsibility 1.5. (*See* Kravitz Decl. ¶ 54.)

5. Pursuant Bankruptcy Rule 7008 and Local Rule 9013-1(f), the Foreign Representative consents to the entry of final orders or judgments by the Court if it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with article III of the United States Constitution.

6. The statutory predicates for the relief requested in this Motion are sections 105(a), 107(c), 521, and 1517 of the Bankruptcy Code, Bankruptcy Rules 1007, 2002, and 9013, and Local Rules 1001-1(c), 1007-1, 1007-2, 2002-1, and 9013-1(m).

BACKGROUND

7. On March 8, 2024, the Debtors commenced the Canadian Proceedings under the CCAA to implement an agreed-upon restructuring and commence a sale process under the supervision of the Canadian Court. On March 11, 2024, the Canadian Court entered an initial order (the “Initial Order”) appointing KSV Restructuring Inc. as monitor in the Canadian Proceedings and authorizing COPL to act as Foreign Representative of the Debtors.

8. On the date hereof (the “Petition Date”), the Foreign Representative filed the Chapter 15 Petition under chapter 15 of the Bankruptcy Code for recognition of the Canadian Proceedings, thereby commencing the Debtors’ Chapter 15 Cases.

9. The Foreign Representative anticipates that the Canadian Court will enter an amended and restated Initial Order (the “Amended and Restated Initial Order”) on or around March 21, 2024.

10. Further detail regarding the Debtors’ business and the events leading to the Canadian Proceedings and prompting the filing of these Chapter 15 Cases can be found in the *Declaration of Peter Kravitz in Support of Debtors’ 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* (the “Kravitz Declaration”)² and the *Declaration of David Rosenblat as Canadian Counsel to the Debtors in Support of the Debtors’ Chapter 15 Petitions and Requests for Certain Related Relief Pursuant to Chapter 15 of the Bankruptcy Code* (the “Rosenblat Declaration”), which are incorporated herein by reference.

RELIEF REQUESTED

11. The Foreign Representative seeks entry of the Proposed Order, substantially in the form attached hereto as **Exhibit A**, (a) scheduling the Recognition Hearing, (b) scheduling the Recognition Objection Deadline, (c) approving the form of the Recognition Hearing Notice, (d) approving the manner of service of the Recognition Hearing Notice; (e) authorizing redaction of certain personally identifiable information of individual stakeholders; and (f) granting related relief.

² Capitalized terms not defined herein are afforded the meaning ascribed to them in the Kravitz Declaration.

A. Recognition Hearing.

12. The Foreign Representative respectfully requests that the Bankruptcy Court set a date for the Recognition Hearing approximately twenty-one (21) days after service of the Recognition Hearing Notice, the Chapter 15 Petition, the Recognition Motion, the Provisional Relief Motion, the Proposed Provisional Relief Order (once entered), and related documents (collectively, the “Chapter 15 Documents”).

B. Objections or Responses to Recognition.

13. The Foreign Representative further requests that the Bankruptcy Court require that any responses, answers, or objections to the Chapter 15 Petition and the Bankruptcy Court’s entry of an order granting the relief requested in the Verified Petition and the Recognition Motion (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 (the “Bankruptcy Court”), 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 received on or before the date that is seven (7) calendar days prior to the Recognition Hearing.

14. Bankruptcy Rule 1012(b) provides that, among other things, a party objecting to a petition to recognize a foreign proceeding under chapter 15 has until no later than seven (7) days before the date set for the hearing on the petition to respond, unless the court orders otherwise. *See Fed. R. Bankr. P. 1012(b)*. In light of this requirement, it is appropriate to set the seventh day before the date of the Recognition Hearing as the deadline by which any responses or objections to the relief sought in the Chapter 15 Petition and the Recognition Motion as the Recognition Objection Deadline.

C. Recognition Hearing Notice.

15. The Foreign Representative respectfully requests that the Bankruptcy Court approve the Recognition Hearing Notice in substantially the form attached to the Proposed Order as **Exhibit 1**. The Recognition Hearing Notice will (a) notify certain of the Debtors' creditors and key stakeholders of the filing of the Chapter 15 Petition and related papers filed under chapter 15 of the Bankruptcy Code, (b) include a copy of the Petitions, Verified Petition, and the Recognition Motion, and (c) set forth the Recognition Objection Deadline and the date and time of the Recognition Hearing.

16. In accordance with section 1514 of the Bankruptcy Code, Bankruptcy Rule 2002(q), and Local Rule 2002-1(b), the Foreign Representative proposes to serve the Chapter 15 Documents by hand delivery, overnight courier, or domestic or foreign mail, first-class postage prepaid and, where available, by electronic mail no later than two (2) business days after entry of the Proposed Order, 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); and (k) all other parties that have requested notice in these cases pursuant to Bankruptcy Rule 2002. The Foreign Representative respectfully requests that the Bankruptcy Court declare such service sufficient and that no further notice is required.

17. The Foreign Representative respectfully submits that 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 the Chapter 15 Documents and any subsequent, relevant notices upon such entity no later than three (3) days after the filing of such notice of appearance, if such documents have not been already served on such entity (or its counsel).

18. The Foreign Representative respectfully requests that any subsequent notice, motion, or other pleading in the Chapter 15 Cases be served on counsel to the Foreign Representative, the Notice Parties, and any other entity that files a notice of appearance in the Chapter 15 Cases, in accordance with Bankruptcy Rules 2002(m), 2002(q) and 9007 and Local Rule 2002-1, or as otherwise required by the Bankruptcy Code and the Bankruptcy Rules.

D. Waiver of Requirement Under Section 1514(c) of the Bankruptcy Code.

19. Section 1514(c) of the Bankruptcy Code states that when “a notification of commencement of a case is to be given to foreign creditors, such notification shall (1) indicate the time period for filing proofs of claim and specify the place for filing such proofs of claim; [and] (2) indicate whether secured creditors need to file proofs of claim” *See* 11 U.S.C. § 1514(c). The Foreign Representative respectfully requests that such requirements be waived in this matter because the Foreign Representative does not intend to conduct a claims process in the Chapter 15 Cases; any applicable claims process will be established in the Canadian Proceedings to extent necessary, and ample notice of all relevant claims bar dates and related filing requirements will be provided as part of the Canadian Proceedings. The Foreign Representative reserves its right to move to set a bar date in the Chapter 15 Cases in connection with the Canadian Proceedings.

20. Courts in this District have granted requests for similar relief under 11 U.S.C. § 1514(c) in other chapter 15 cases. *See, e.g., In re NextPoint Financial Inc.*, 23-10983 (TMH) (Bankr. D. Del. July 28, 2023) [D.I. 44] (order stating that all notice requirements specified in section 1514(c) of the Bankruptcy Code are hereby waived or otherwise deemed inapplicable to the Chapter 15 Cases); *In re Yatsen Group*, 21-10073 (BLS) (Bankr. D. Del. Jan. 27, 2021) [D.I. 22] (same); *In re JustFly Corp.*, No. 20-11204 (JTD) (Bankr. D. Del. May 22, 2020) [Docket No. 12]; *In re Motorcycle Tires & Accessories LLC*, No. 19-12706 (KBO) (Bankr. D. Del. Dec. 19, 2019) [Docket No. 19] (same); *In re Synreon Automotive (UK) Ltd.*, No. 19-11702 (BLS) (Bankr. D. Del. July 30, 2019) [Docket No. 7] (same); *In re Mundo Media Ltd.*, No. 19-11365 (KBO) (Bankr. D. Del. June 18, 2019) [Docket No. 9] (same); *In re Unique Broadband Systems Ltd.*, No. 19-11321 (BLS) (Bankr. D. Del. June 10, 2019) [Docket No. 11] (same); and *In re SEL*

Manufacturing Co., Ltd., 19-10988 (MFW) (Bankr. D. Del. May 6, 2019) [Docket No. 16] (same).

E. Redaction of Certain Confidential Information of Natural Persons

21. Section 107(c) of the Bankruptcy Code provides that the Bankruptcy Court:

for cause, may protect an individual, with respect to the following types of information to the extent the court finds that disclosure of such information would create undue risk of identity theft or other unlawful injury to the individual or the individual's property:

(A) Any means of identification . . . contained in a paper filed, or to be filed in a case under [the Bankruptcy Code].

(B) Other information contained in a paper described in subparagraph (A).

11 U.S.C. § 107(c)(1). In addition, privacy and data protection regulations have been enacted in key jurisdictions where the Debtors operate and conduct business.

22. For example, the Personal Information Protection and Electronic Documents Act ("PIPEDA"), applies to organizations within Canada, or those organizations with a real and substantial connection to Canada, who collect, use, or disclose personal information ("Personal Information") in the course of commercial activities. Personal Information includes an individual's age, name, identification numbers, income, credit records, and loan records, among other things. Any organization that knowingly violates PIPEDA risk fines of up to CAD 100,000 for each violation. S.C. 2000, c. 5, s. 28. Further, certain provinces in Canada, including Alberta and Ontario, have also passed privacy protection legislation.

23. In addition, the United Kingdom Data Protection Act of 2018 and the United Kingdom General Data Protection Regulation (together, the "UK GDPR") and similar laws in other jurisdictions impose significant constraints on the processing (which includes the transferring or disclosing of) information relating to identified or identifiable individuals (which

includes names and home addresses of individuals and individual business contacts) (“Personal Data”). The UK GDPR applies to the processing of Personal Data in the context of an establishment of a controller or processor in the United Kingdom, regardless of whether the processing takes place in the United Kingdom (and, in some circumstances, organizations established in other countries when processing Personal Data relating to individuals located in the United Kingdom).

24. The UK GDPR requires a legal basis for any processing (including disclosure) of Personal Data. The only possible legal basis that may apply for disclosing the Personal Data in this instance would be the “legitimate interests” ground (Article 6(1)(f) UK GDPR). This ground, however, will only apply where the processing is necessary for the relevant purpose. Such processing will not be necessary where there is a less intrusive way of achieving that purpose. This ground will also not apply if, when balanced against each other, the rights and freedoms of the relevant individuals override the legitimate interest in question. The legal basis of “compliance with a legal obligation” (Article 6(1)(c) UK GDPR) would not be applicable in this situation because the legal obligation must exist under UK law, which is not the case in the context of these Chapter 15 Cases.]

25. In addition, processing (including disclosure) under the UK GDPR must comply with certain key principles, including the principle of data minimization, which requires that any processing must be necessary in relation to its purpose. The disclosure of the unredacted names and home addresses (or other Personal Data) of individual creditors on the public docket is not necessary for the purpose of administering these Chapter 15 cases, and the proposed redaction would be a less intrusive way of achieving this purpose. The right of individual creditors not to have their unredacted names and home addresses disclosed on the public docket would also

override the legitimate interest of disclosing such information to facilitate these Chapter 15 Cases. Disclosure in an unredacted form therefore risks breaching the UK GDPR on account of (i) having no legal basis and (ii) breaching the minimization principle.

26. Violators of the UK GDPR risk severe penalties. If an organization is found to have processed information in breach of the UK GDPR, the organization may be fined up to the higher of £17,500,000 or 4% of worldwide annual turnover—*i.e.*, total annual revenues—of the preceding financial year. *See* United Kingdom Data Protection Act 2018, section 157(5)(a) (as amended by Data Protection, Privacy and Electronic Communications (Amendments etc.) (EU Exit) Regulations 2019).³ The processing of information includes transferring or disclosing it to others. The UK GDPR may apply to the Debtors, specifically, as certain of the Debtors may be processing data relating to their creditors, including employees, individual customers, contract workers, debtholders, and individual equity holders in the context of an establishment in the United Kingdom.

27. It is therefore appropriate to authorize the Debtors to redact from any paper filed or to be filed with the Bankruptcy Court in these Chapter 15 cases, (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 because, respectively, (x) such information can be used to perpetrate identity theft⁴ and phishing scams or to locate

³ Indeed, on May 12, 2023, the Data Protection Commission of Ireland fined Facebook (Meta Ireland) €1.2 billion for improperly transferring data to the United States under the European Union's General Data Protection Regulation, which contains relevant provisions substantially similar to those of the UK GDPR. *See In re Meta Platforms Ireland Ltd.*, Reference No. IN-20-8-1 (Ir. Data Prot. Comm'n May 12, 2023).

⁴ *See In re Endo Int'l. PLC*, No. 22-22549 (JLG), 2022 WL 16640880 at *7, 11, 12 (Bankr. S.D.N.Y. Nov. 2, 2022) (taking "judicial notice of the fact that identity theft is a world-wide problem," recognizing that the right of public

survivors of domestic violence, harassment, or stalking under 11 U.S.C. § 107(c)(1), and (y) disclosure risks violating PIPEDA or the UK GDPR, exposing the Debtors to potential civil liability and significant financial penalties.

28. The risk in relation to 11 U.S.C. § 107(c)(1) of the Bankruptcy Code is not merely speculative. In at least one recent chapter 11 case, the abusive former partner of a debtor's employee used the publicly accessible creditor and employee information filed in the chapter 11 case to track the employee at her new address that had not been publicly available until then, forcing the employee to change addresses again.⁵ More recently, in a chapter 11 case in the Southern District of New York, at least four phishing scams have been uncovered,⁶ including one in which scammers modified a court order and sent it to individuals whose names were disclosed, two where scammers posed as associates of debtors' counsel using fake email accounts purportedly from debtors' counsel and requested that individual creditors reply with their account and other personal information, and another where scammers posed as the debtor's claims agent and requested the same information from individual creditors.

29. The Debtors propose to provide an unredacted version of any filings redacted pursuant to the Proposed Order, to (a) the Bankruptcy Court, (b) the U.S. Trustee, and (c) any party in interest upon a request to the Debtors (email to counsel is sufficient) or to the Bankruptcy Court that is reasonably related to these Chapter 15 Cases. In each case, this would be subject to a review of whether such disclosure, on a case-by-case basis, would violate any obligation under any privacy or data protection law or regulation. Nothing requested in this

access to judicial records "is not absolute," and authorizing the debtors to redact the names, home addresses, and email addresses of certain litigation claimants located in the US, EU, UK, and Australia from any paper filed with that court and/or otherwise made publicly available by the debtors and the claims and noticing agent thereof).

⁵ The incident, which took place during the first Charming Charlie chapter 11 proceedings in 2017, is described in the "creditor matrix motion" filed in *Charming Charlie Holdings Inc.*, Case No. 19-11534 (CSS) (Bankr. D. Del. Jul. 11, 2019) [D.I. 4].

⁶ See *In re Celsius Network, LLC*, Case No. 22-10964 (MG), [Docket Nos. 1527, 1904, 1992, 2082].

Motion or in the Proposed Order is intended to preclude a party in interest's right to file a motion requesting that the Bankruptcy Court unseal the redacted information. In addition, the Debtors will distribute, as applicable, any notices that are received at the Debtors' corporate headquarters and are intended for a current employee.

NOTICE

30. Notice of this Motion will be provided to the Notice Parties. The Foreign Representative respectfully submits that, in light of the nature of the relief requested, no other or further notice of the Motion is necessary.

NO PRIOR REQUEST

31. No prior request for the relief sought in this Motion has been made by the Foreign Representative to this or any other court.

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CONCLUSION

WHEREFORE, the Foreign Representative respectfully requests that the Bankruptcy Court grant this Motion and enter the Proposed Order, (a) scheduling the Recognition Hearing, (b) scheduling the Recognition Objection Deadline, (c) approving the form and manner of service of the Recognition Hearing Notice, (d) waiving the requirements of section 1514(c) of the Bankruptcy Code, (e) authorizing redaction of certain personally identifiable information of individual stakeholders, and (f) granting such other and further relief as is appropriate under the circumstances.

Dated: March 11, 2024
Wilmington, Delaware

Respectfully submitted,

/s/ L. Katherine Good

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Counsel to the Foreign Representative

Exhibit A

Proposed Order

**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-[]()

(Joint Administration Requested)

Re: Docket No. __

**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;

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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 _____, 2024 at ____:__ .m. (prevailing Eastern time), or as soon thereafter as counsel shall be heard, in Courtroom ____ of the United States Bankruptcy Court for the District of Delaware, ____ 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** _____, 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. Nothing herein precludes a party in interest's right to file a motion requesting that the Court unseal the information redacted by this Order.

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

15. 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.

16. 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).

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-[]()

(Joint Administration Requested)

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 [, Case No. [●]] (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, (III) Recognition of Initial Order and Amended and Restated Initial Order, and (IV) Related Relief Under Chapter 15 of the Bankruptcy Code* [Docket No. [●]] (the “Verified Petition” and together with the Petitions, the “Chapter 15 Petition”), and the *Motion of the Foreign Representative for Chapter 15 Recognition and Final Relief* [Docket No. [●]] (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

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.

(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 [●], 2024, the Bankruptcy Court entered the *Order Granting Provisional Relief* [Docket No. [●]] (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 _____, 2024 at _:_ a./p.m. (prevailing Eastern time) before the Honorable [●] (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 _____, 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

Christopher M. Samis (No. 4909)

L. Katherine Good (No. 5101)

Gregory J. Flasser (No. 6154)

Levi Akkerman (No. 7015)

POTTER ANDERSON & CORROON LLP

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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