

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

In re:

Canadian Overseas Petroleum Limited, *et al.*,<sup>1</sup>

Debtors in a foreign proceeding.

Chapter 15

Case No. 24-10376 (JTD)

(Jointly Administered)

**NOTICE OF FILING OF MONITOR'S CERTIFICATES**

**PLEASE TAKE NOTICE** that, the *Approval and Vesting Order* (the "Vesting Order") and an amendment thereto (the "Amended Order") were pronounced on April 24, 2024 and July 17, 2024, respectively, in the proceedings (the "Canadian Proceedings")<sup>2</sup> currently pending before the Court of King's Bench of Alberta in Calgary.<sup>3</sup>

**PLEASE TAKE FURTHER NOTICE** that, on July 3, 2024, the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") entered the *Order (I) Recognizing and Enforcing the CCAA Vesting Order, (II) Approving the Sale of Substantially All of the Debtors' Interests Free and Clear of Liens, Claims, and Encumbrances, (III) Conditionally Approving Dismissal Procedures for Debtor Southwestern Production Corporation; and (IV) Granting Related Relief* [Docket No. 81] (the "Vesting Recognition")

---

<sup>1</sup> 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 (0925). 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.

<sup>2</sup> Information on the Canadian Proceedings and documents filed in connection therewith, including reports from the Monitor (as defined herein) and motion materials, can be found at the website of the Monitor at <https://www.ksvadvisory.com/experience/case/canadian-overseas-petroleum>.

<sup>3</sup> Copies of the Vesting Order and the Amended Order are attached as Exhibit 1 to the Vesting Recognition Order (defined below) and Exhibit A to the Supplemental Order (defined below), respectively.

Order”), and on July 18, 2024, the Bankruptcy Court entered the *Supplemental Order (I) Recognizing and Enforcing the CCAA Vesting Order, (II) Approving the Sale of Substantially All of the Debtors’ Interests Free and Clear of Liens, Claims, and Encumbrances, (III) Conditionally Approving Dismissal Procedures for Debtor Southwestern Production Corporation; and (IV) Granting Related Relief* [Docket No. 84] (the “Supplemental Order”).

**PLEASE TAKE FURTHER NOTICE** that, on July 19, 2024 and July 24, 2024, the Monitor’s Certificates were issued by the Monitor. Copies of the Monitor’s Certificates are attached hereto as **Exhibit A**.

**PLEASE TAKE FURTHER NOTICE** that, as set forth in the Monitor’s Certificates, the sale of the Purchased Assets closed on July 19, 2024.

Dated: July 24, 2024  
Wilmington, Delaware

Respectfully submitted,

/s/ Gregory J. Flasser

Christopher M. Samis (No. 4909)

L. Katherine Good (No. 5101)

Gregory J. Flasser (No. 6154)

Levi Akkerman (No. 7015)

**POTTER ANDERSON & CORROON LLP**

1313 N. Market Street, 6<sup>th</sup> Floor

Wilmington, Delaware 19801

Telephone: (302) 984-6000

Facsimile: (302) 658-1192

Email: csamis@potteranderson.com

kgood@potteranderson.com

gflasser@potteranderson.com

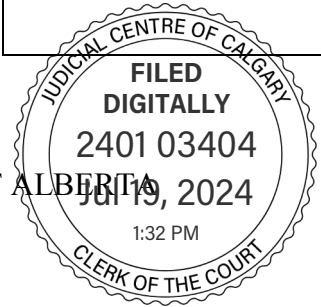
lakkerman@potteranderson.com

*Counsel to the Foreign Representative*

**EXHIBIT A**

**Monitor's Certificates**

Clerk's Stamp:



COURT FILE NUMBER 2401-03404  
COURT COURT OF KING'S BENCH OF ALBERTA  
JUDICIAL CENTRE OF CALGARY

APPLICANTS: IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, as amended  
AND IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF CANADIAN OVERSEAS PETROLEUM LIMITED AND THOSE ENTITIES LISTED IN SCHEDULE "A"

DOCUMENT CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT: **MONITOR'S CERTIFICATE**  
**OSLER, HOSKIN & HARCOURT LLP**  
6200 - 1 First Canadian Place  
Toronto, Ontario M5X 1B8  
Solicitor: Marc Wasserman / Shawn Irving / Dave Rosenblat  
Telephone: 416.862.4908 / 4733 / 5673  
Facsimile: 416.862.6666  
Email: [mwasserman@osler.com](mailto:mwasserman@osler.com) / [sirving@osler.com](mailto:sirving@osler.com) / [drosenblat@osler.com](mailto:drosenblat@osler.com)  
File Number: 1252079

**RECITALS**

A. Pursuant to an Order of the Honourable Justice E.J. Sidwell of the Court of King's Bench of Alberta, Judicial District of Calgary (the "**Court**") dated March 8, 2024 (as amended and restated on March 19, 2024, and as may be further amended, restated or supplemented from time to time) KSV Restructuring Inc. was appointed as the monitor (the "**Monitor**") of Canadian Overseas Petroleum Limited and those entities listed in Schedule A of the Initial Order (collectively, the "**Applicants**").

B. Pursuant to an Order of the Court dated April 24, 2024 (the “**AVO**”), the Court *inter alia*:

- i. approved the transactions (collectively, the “**Transaction**”) contemplated by the Purchase Agreement dated as of April 8, 2024, by and among certain Applicants, Summit Partners Credit Fund III, L.P., Summit Investors Credit III, LLC, Summit Investors Credit III (UK), L.P., and Summit Partners Credit Offshore Intermediate Fund III, L.P.<sup>1</sup> (collectively, the “**Purchaser**”) and ABC Funding LLC as administrative and collateral agent (as may be amended from time to time in accordance with the terms thereof and this Order, the “**Purchase Agreement**”);
- ii. vested in the Purchaser all of the Applicants’ right, title and interest in and to the Purchased Assets (as defined in the Purchase Agreement), free and clear of all Encumbrances other than the Permitted Encumbrances (each as defined in the AVO), which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor of a certificate confirming that the conditions to Closing as set out in the Purchase Agreement have been satisfied or waived by the Applicants or the Purchaser, as applicable; and
- iii. granted related relief.

C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Purchase Agreement.

**THE MONITOR HEREBY CERTIFIES** the following:

1. The Monitor has received written confirmation from the Applicants and the Purchaser that all conditions to Closing have been satisfied or waived by the Applicants or the Purchaser, as applicable; and

---

<sup>1</sup> Summit Partners Credit Offshore Intermediate Fund III, L.P. was erroneously identified as “Summit Investors Credit Offshore Intermediate Fund III, L.P.” in the Purchase Agreement and prior filings.

2. This Certificate was delivered by the Monitor at 10:00 a.m. Mountain Standard Time on July 19, 2024.

**DocuSigned by:**



---

**KSV MESBROCK CORP. INC., in its capacity  
as Monitor of the Applicants, and not in its  
personal capacity.**

**SCHEDULE "A"**

**Applicants**

Canadian Overseas Petroleum Limited

COPL America Holding Inc.

COPL America Inc.

Canadian Overseas Petroleum (UK) Limited

Canadian Overseas Petroleum (Ontario) Limited

COPL Technical Services Limited

Canadian Overseas Petroleum (Bermuda Holdings) Limited

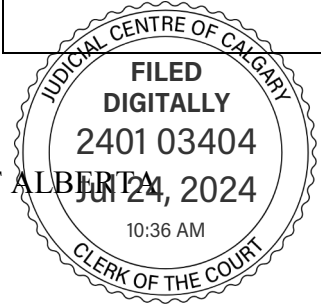
Canadian Overseas Petroleum (Bermuda) Limited

Southwestern Production Corporation

Atomic Oil and Gas LLC

Pipeco LLC

Clerk's Stamp:



COURT FILE NUMBER 2401-03404  
COURT COURT OF KING'S BENCH OF ALBERTA  
JUDICIAL CENTRE OF CALGARY

APPLICANTS: IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, as amended  
AND IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF CANADIAN OVERSEAS PETROLEUM LIMITED AND THOSE ENTITIES LISTED IN SCHEDULE "A"

DOCUMENT CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT: **MONITOR'S CERTIFICATE**  
**OSLER, HOSKIN & HARCOURT LLP**  
6200 - 1 First Canadian Place  
Toronto, Ontario M5X 1B8  
Solicitor: Marc Wasserman / Shawn Irving / Dave Rosenblat  
Telephone: 416.862.4908 / 4733 / 5673  
Facsimile: 416.862.6666  
Email: [mwasserman@osler.com](mailto:mwasserman@osler.com) / [sirving@osler.com](mailto:sirving@osler.com) / [drosenblat@osler.com](mailto:drosenblat@osler.com)  
File Number: 1252079

**RECITALS**

A. Pursuant to an Order of the Honourable Justice E.J. Sidwell of the Court of King's Bench of Alberta, Judicial District of Calgary (the "**Court**") dated March 8, 2024 (as amended and restated on March 19, 2024, and as may be further amended, restated or supplemented from time to time) KSV Restructuring Inc. was appointed as the monitor (the "**Monitor**") of Canadian Overseas Petroleum Limited and those entities listed in Schedule A of the Initial Order (collectively, the "**Applicants**").



B. Pursuant to an Order of the Court dated April 24, 2024 (the “**AVO**”), the Court *inter alia*:

- i. approved the transactions (collectively, the “**Transaction**”) contemplated by the Purchase Agreement dated as of April 8, 2024, by and among certain Applicants, Summit Partners Credit Fund III, L.P., Summit Investors Credit III, LLC, Summit Investors Credit III (UK), L.P., and Summit Partners Credit Offshore Intermediate Fund III, L.P.<sup>1</sup> (collectively, the “**Purchaser**”) and ABC Funding LLC as administrative and collateral agent (as may be amended from time to time in accordance with the terms thereof and this Order, the “**Purchase Agreement**”);
- ii. vested in the Purchaser all of the Applicants’ right, title and interest in and to the Purchased Assets (as defined in the Purchase Agreement) and all outstanding common shares of Southwestern Production Corporation (the “**SWP Shares**”), free and clear of all Encumbrances other than the Permitted Encumbrances (each as defined in the AVO), which vesting is to be effective with respect to the Purchased Assets and SWP Shares upon the delivery by the Monitor of a certificate confirming that the conditions to Closing as set out in the Purchase Agreement have been satisfied or waived by the Applicants or the Purchaser, as applicable; and
- iii. granted related relief.

C. On July 19, 2024, the Monitor signed and filed a Monitor’s Certificate certifying that the Monitor has received written confirmation from the Applicants and the Purchaser that all conditions to Closing have been satisfied or waived by the Applicants or the Purchaser, as applicable (the “**Monitor’s Certificate**”).

D. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Purchase Agreement.

---

<sup>1</sup> Summit Partners Credit Offshore Intermediate Fund III, L.P. was erroneously identified as “Summit Investors Credit Offshore Intermediate Fund III, L.P.” in the Purchase Agreement and prior filings.

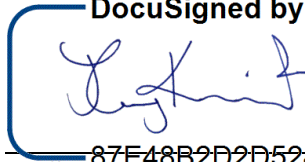
**THE MONITOR HEREBY CERTIFIES** the following:

1. The following is added as Recital B(iii) to the Monitor's:

(iii) as contemplated in paragraph 9 of the AVO, Southwestern Production Corporation has been acquired pursuant to the Transaction and the shares thereof constitute Purchased Assets; and

2. This Certificate was delivered by the Monitor at 1:00 p.m. Mountain Daylight Time on July 23, 2024.

**DocuSigned by:**



87E48B2D2D52481

**KSV RESTRUCTURING INC., in its capacity  
as Monitor of the Applicants, and not in its  
personal capacity.**

**SCHEDULE "A"**

**Applicants**

Canadian Overseas Petroleum Limited

COPL America Holding Inc.

COPL America Inc.

Canadian Overseas Petroleum (UK) Limited

Canadian Overseas Petroleum (Ontario) Limited

COPL Technical Services Limited

Canadian Overseas Petroleum (Bermuda Holdings) Limited

Canadian Overseas Petroleum (Bermuda) Limited

Southwestern Production Corporation

Atomic Oil and Gas LLC

Pipeco LLC