

July 1, 2011

To: Holders of Class "A" Common Voting Shares of Caltex Energy Inc.

Re: Tax Election Package

I. INTRODUCTION

You are receiving this package (the "**Tax Election Package**") because you have checked the appropriate box on the letter of transmittal and election form (the "**Letter of Transmittal**") that you submitted in respect of the plan of arrangement involving Caltex Energy Inc. ("**Caltex**"), holders of Class "A" Common Voting Shares and Class "C" Common Non-Voting Shares of Caltex, Crew Energy Inc. ("**Crew**") and 1594370 Alberta Ltd. pursuant to an arrangement agreement dated May 2, 2011, as amended (the "**Arrangement Agreement**"), and the plan of arrangement appended as Exhibit "A" to the Arrangement Agreement (the "**Plan of Arrangement**").

Unless otherwise specified, capitalized terms not defined in this letter have the meaning assigned to them in the Plan of Arrangement.

Pursuant to the Plan of Arrangement, Caltex Shares held by Exchanging Caltex Shareholders have been transferred to Crew effective July 1, 2011 in exchange for Crew Shares on the basis of 0.38 of a Crew Share for each Caltex Share so transferred. Subject to certain restrictions set out below, an Exchanging Caltex Shareholder is entitled to make a joint tax election (a "**Joint Election**") with Crew pursuant to subsection 85(1) or (2) of the *Income Tax Act* (Canada) (the "**Tax Act**"), as applicable, with respect to the transfer by such Exchanging Caltex Shareholder of its Caltex Shares to Crew in exchange for Crew Shares. The procedure for making a Joint Election is set out herein (the "**Joint Election Procedure**").

An Exchanging Caltex Shareholder is a Caltex Shareholder who at all relevant times is not a Non-Resident Shareholder. A Non-Resident Shareholder is a Caltex Shareholder that is (a) a person who is not a resident of Canada for the purposes of the Tax Act or (b) a partnership that is not a Canadian partnership for the purposes of the Tax Act.

Crew will make a Joint Election only with a Caltex Shareholder who is an Exchanging Caltex Shareholder since Non-Resident Shareholders will not dispose of their Caltex Shares directly to Crew under the Plan of Arrangement.

This Tax Election Package contains the following:

- (a) A sample Form T2057, marked "SAMPLE", to which the instructions contained in this letter are cross-referenced for illustrative purposes;
- (b) Two copies of partially completed Form T2057 (on yellow paper) that must be completed by an Exchanging Caltex Shareholder (other than a partnership) who wants to make a Joint Election; and
- (c) Two copies of partially completed Form T2058 (on blue paper) that must be completed by an Exchanging Caltex Shareholder who is a partnership and who wants to make a Joint Election.

Extra copies of Forms T2057 and T2058 can be obtained from the Canada Revenue Agency (the "CRA") website at <http://www.cra-arc.gc.ca/formspubs/menu-eng.html>.

II. PROCEDURE FOR MAKING A JOINT ELECTION

The instructions provided herein are only of a general nature and are not intended to be (nor should they be construed to be) legal or tax advice to any particular Caltex Shareholder concerning a Joint Election or the Joint Election Procedure. It is the Caltex Shareholder's responsibility to take the steps required to make a valid Joint Election, which include ensuring that the elected amount specified in a Joint Election (an "**Elected Amount**") complies with the limitations prescribed in the Tax Act. An Elected Amount that does not comply with such limitations will be automatically adjusted under the Tax Act so that it is in compliance. Neither Crew nor Caltex will be responsible for the proper completion of any election form and, except for the obligation of Crew to so sign and return duly completed election forms that are received by Crew on or before **October 28, 2011**, Crew will not be responsible for any taxes, interest or penalties resulting from the failure by an Exchanging Caltex Shareholder to properly complete or file an election form in the form and manner and within the time prescribed by the Tax Act.

Accordingly, Caltex Shareholders should consult with their own tax advisors for specific advice in respect of making a Joint Election (including as to the advisability to the Caltex Shareholder of recognizing a capital gain on the exchange of its Caltex Shares by making a Joint Election) and complying with the Joint Election Procedure, having regard to their own particular circumstances.

Where a Canadian province or territory requires the filing of a separate provincial or territorial tax election form in order to make a provincial or territorial election analogous to a Joint Election, Crew will also make any such analogous provincial or territorial joint election with an Exchanging Caltex Shareholder under the same terms and conditions that it is willing to make the Joint Election. Caltex Shareholders are entirely responsible for determining whether any such separate provincial or territorial election is applicable in their circumstances and (if so) obtaining, completing and forwarding the relevant forms to Crew (at the address listed below) for execution by Crew on or before **October 28, 2011**. Generally, the filing of a separate election is not required by the Province of Alberta.

To ensure the availability of a Joint Election (and any analogous elections under provincial and territorial legislation), two copies of the applicable election form(s) must be properly completed and executed and must be received by Crew at Suite 1400, 425 – 1st Street S.W., Calgary, Alberta T2P 3L8 no later than October 28, 2011. Crew will execute any properly completed election form(s) submitted to it by an Exchanging Caltex Shareholder in the time and manner specified herein and mail one original back to the Exchanging Caltex Shareholder. In its sole discretion, Crew may choose to sign and return an election form received by it after October 28, 2011, but Crew will have no obligation to do so.

Crew will assume that any representative who signs an election form on behalf of a corporation, trust or estate has been duly authorized to do so, and will not take any action to verify the validity of any such authorization. Caltex Shareholders that are corporations, trusts or estates should consult their own legal advisors in determining whether such authorization has been properly given.

In order for the CRA (and where applicable, the provincial and territorial revenue authorities) to accept a Joint Election without a late-filing penalty being paid by an Exchanging

Caltex Shareholder, the applicable election form must be received by such revenue authorities on or before the day that is the earliest of the days on or before which either Crew or the Exchanging Caltex Shareholder is required to file an income tax return for the taxation year in which the Exchanging Caltex Shareholder's Caltex Shares are exchanged for Crew Shares. Crew's 2011 taxation year is scheduled to end on December 31, 2011, although Crew's taxation year could end earlier as a result of an event such as an amalgamation, and its tax return is required to be filed within six months from the end of the taxation year. Exchanging Caltex Shareholders are urged to consult their own advisors as soon as possible respecting the deadlines applicable to their own particular circumstances. **However, regardless of such deadlines, information necessary for an Exchanging Caltex Shareholder to make a Joint Election must be received by Crew in accordance with the procedures set out in this letter on or before October 28, 2011.** To avoid late-filing penalties, certain Exchanging Caltex Shareholders may be required to provide the information necessary to make a Joint Election before October 28, 2011. **Crew will not be responsible for any late-filing penalties where a particular Joint Election with an Exchanging Caltex Shareholder is due to be filed prior to October 28, 2011.**

Please review the enclosed forms very carefully and consult your tax advisor as to their proper completion, delivery and filing. You are also advised to review Information Circular 76-19R3 and Interpretation Bulletin IT-291R3 issued by the CRA for information in respect of a Joint Election.

III. INSTRUCTIONS FOR COMPLETING PRESCRIBED FORMS FOR A JOINT ELECTION

A. Where Caltex Shares are Co-owned

Where Caltex Shares were formally held in joint ownership and two or more co-owners wish to make a Joint Election, one of the co-owners designated for such purpose (the "**Designated Co-Owner**") should return to Crew (at the address listed above):

- (a) A written designation signed by each co-owner, authorizing the Designated Co-Owner to execute and file the election on behalf of that co-owner;

- (b) Two copies of Form T2057 (and the relevant election form(s) for any applicable provincial or territorial election analogous to the Joint Election) for each co-owner signed by the Designated Co-Owner; and
- (c) A list containing the name, address and social insurance number or tax account number of each co-owner.

B. Where Caltex Shares are held by a Partnership

Where Caltex Shares were formally held as partnership property and all members of the partnership wish to make a Joint Election, a partner designated by the partnership (the “**Designated Partner**”) must return to Crew (at the address listed above):

- (a) A written designation signed by each partner, authorizing the Designated Partner to execute and file the election (partnerships may have their own form of authorization);
- (b) Two copies of Form T2058 (and the relevant election form(s) for any applicable provincial or territorial election analogous to a Joint Election) executed by the Designated Partner on behalf of all members of the partnership; and
- (c) A list containing the name, address and social insurance number or tax account number of each partner.

Exchanging Caltex Shareholders who are members of a partnership seeking to take advantage of a Joint Election should consult with their own tax advisors for advice respecting the Joint Election Procedure relevant to partnerships.

Exchanging Caltex Shareholders completing Form T2058 may generally refer to the instructions detailed below regarding Form T2057. However, there may be some differences in the information that is required and the order of presentation of such information.

C. Completion of Form T2057 (for Exchanging Caltex Shareholders that are not partnerships)

With respect to Form T2057, the following are included in this package:

- (a) A Form T2057 prepared on white paper and marked "SAMPLE" (the "**Sample Form**"), which is included for illustrative purposes only. **Do not execute the Sample Form and do not return the Sample Form to Crew.**
- (b) Two partially completed Form T2057 prepared on yellow paper (the "**Original Forms**") to be completed and executed by the Exchanging Caltex Shareholder and returned to Crew (at the address listed above). **The Original Forms are only partially completed. You are required to fill in certain important information on the Original Forms.** An Original Form will then be executed by Crew and mailed to the Exchanging Caltex Shareholder for the Exchanging Caltex Shareholder to file with the CRA.

The instructions set forth below have been cross-referenced to the Sample Form. Exchanging Caltex Shareholders are encouraged to refer to the Sample Form when reading the instructions below and completing the Original Forms.

Identification: Insert your name, address, postal code, social insurance number or corporate account number and taxation year in the relevant boxes on page 1 of Form T2057 (for most individuals, the taxation year will be January 1, 2011 to December 31, 2011). Indicate the Tax Services Office that normally serves you. This is determined by the geographical area in which you reside or have your place of business. For Caltex Shareholders who reside or have their place of business in Calgary, this will be the Calgary Tax Services Office.

Instruction 1: If you hold your Caltex Shares as capital property, insert an "x" in the "Yes" box on page 2 of Form T2057. If you do not hold your Caltex Shares as capital property for purposes of the Tax Act, insert an "x" in the "No" box. Whether Caltex Shares are capital property to a particular holder is a question of fact that must be determined by each Exchanging Caltex Shareholder based on a consideration of all the surrounding circumstances. **The instructions below assume that you hold your Caltex Shares as capital property (this assumption affects instructions 6 to 12).**

Instruction 2: We are not aware of any facts that would suggest that the responses to questions 6(a), 6(c), 7, and 8 should be “yes”. As such, the responses to those questions have been marked “no”.

Question 6(b) has been left blank for you to fill in. If any of your Caltex Shares were acquired in a non-arm’s length transaction, insert an “x” in the “Yes” box. If all of your Caltex Shares were acquired in arm’s length transactions, insert an “x” in the “No” box. You are urged to consult your own tax advisor if you have any questions as to whether or not the transaction(s) pursuant to which you acquired your Caltex Shares are considered to be at arm’s length.

Instruction 3: Insert in this box the total number of Crew Shares that you received for your Caltex Shares.

Instruction 4: Insert in this box on page 3 of Form T2057 the number of Caltex Shares that you exchanged for Crew Shares, followed by the words “Class “A” common voting shares”.

Instruction 5: While fair market value is a question of fact, we believe that the amount determined using the following formula provides a reasonable estimate of the fair market value of the Caltex Shares you exchanged for Crew Shares:

$$\text{Number of Caltex Shares Exchanged} \times \text{Crew VWAP} \times 0.38$$

The Crew VWAP is \$14.36.

Please note that the amount determined pursuant to the above formula is not binding on you or the CRA.

Instruction 6: Insert in this box the total adjusted cost base of the Caltex Shares that you exchanged for Crew Shares. You are urged to consult your own tax advisor with respect to the determination of the total adjusted cost base of your Caltex Shares.

Instruction 7: Insert the Elected Amount in respect of your Caltex Shares. If you intend to defer all gain otherwise associated with your exchange of the Caltex Shares,

you will ordinarily elect an Elected Amount equal to your adjusted cost base of the Caltex Shares (subject to the limitations described below).

In general, the Elected Amount must comply with the following rules:

- the Elected Amount may not exceed the fair market value of the Caltex Shares at the time of the exchange; and
- the Elected Amount may not be less than the lesser of (i) the adjusted cost base to the Exchanging Caltex Shareholder of the Caltex Shares exchanged, determined at the time of the exchange, and (ii) the fair market value of the Caltex Shares at that time.

An Elected Amount that does not comply with these limitations will automatically be adjusted under the Tax Act so that it is in compliance.

Caltex Shareholders are urged to consult their own tax advisors regarding the selection of the appropriate Elected Amount having regard to their particular circumstances.

Instruction 8: To determine the capital gain that you must generally report on your income tax return for your taxation year that includes the Effective Date, subtract the amount in the box described in instruction 6 from the amount in the box described in instruction 7, and fill in the result in this box.

Instruction 9: Insert in this box the number of Crew Shares that you are entitled to receive in exchange for the Caltex Shares, followed by the words “common shares”.

Instruction 10: Insert in this box the total fair market value of the Crew Shares you are entitled to receive in exchange for transferring your Caltex Shares to Crew. The total should equal the amount determined pursuant to instruction 5 above.

Instruction 11: You (or your authorized representative if you are not an individual) should sign on this line.

Instruction 12: Leave this line blank. Provided that you send the properly completed and

executed election forms to Crew (at the address listed above) within the time limits described above, an authorized officer of Crew will sign on this line.

Instruction 13: Leave this line blank. The appropriate date will be inserted by the authorized officer of Crew at the time Crew executes your election forms.

ELECTION ON DISPOSITION OF PROPERTY BY A TAXPAYER TO A TAXABLE CANADIAN CORPORATION

- For use by a taxpayer and a taxable Canadian corporation to jointly elect under subsection 85(1) where the taxpayer has disposed of eligible property within the meaning of subsection 85(1.1) to the corporation and has received as consideration shares of any class in that corporation.
- File one completed copy of the election and related schedules (if any) as follows:
 - 1 – a) one copy by the transferor, or
 - b) two or more copies if two or more transferors elect regarding the transfer of the same property (co-ownership), or two or more members of the same partnership elect for the transfer of their partnership interests. In these situations, one transferor designated for the purpose should file simultaneously one copy for each transferor, together with a list of all transferors electing. This list should contain the address and Social insurance number or Business Number of each transferor;
 - 2 – on or before the **earliest date** on which any one of the parties to the election is required to file an income tax return for the tax year in which the transaction occurred, taking into consideration any election under subsection 99(2) (due date);
 - 3 – at the tax centre serving the area where the transferor is located. Where two or more co-owners or members of a partnership referred to above elect, the elections will be processed in bulk and should be filed at the tax centre of the transferee; and
 - 4 – separate from any tax returns. You may put it in the same envelope with a return, but do not insert it in or attach it to the return.
- Sections and subsections referred to on this form are from the *Income Tax Act*.

Do not use this area

Name of taxpayer (transferor) (print) [IDENTIFICATION]				Social insurance number or Business Number			
Address				Postal code			
Tax year of taxpayer for the period from	Year	Month	Day	to	Year	Month	Day
				Tax services office			

Name of co-owner(s), if any (if more than one, attach schedule giving similar details) (print) [IDENTIFICATION - if applicable]		Social insurance number	
Address		Postal code	Tax services office

Name of corporation (transferee) (print) Crew Energy Inc.				Business Number 88044 2306			
Address 1400, 425 - 1st Street S.W., Calgary, Alberta				Postal code T2P 3L8			
Tax year of corporation for the period from	Year	Month	Day	to	Year	Month	Day
	2	0	1	1	0	1	0
					2	0	1
					1	1	2
					3	1	
				Tax services office Calgary			
Name of person to contact for additional information Tracy Fodchuk				Area code 403		Telephone number 266-2088	

Penalty for late-filed and amended elections

An election that is filed after its due date is subject to a late-filing penalty. Form T2057 can be filed within 3 years after its due date if an estimate of the penalty is paid at the time of filing. Form T2057 can also be amended or filed after the 3-year period, but in these situations, a written explanation of the reason the election is amended or late-filed must be attached for consideration by the Minister and an estimate of the applicable penalty must be paid when this election is filed.

Calculation of late-filing penalty:

Fair market value of property transferred	_____
Less: agreed amount	_____
Difference	_____ A
Amount A _____ x 1/4 x 1% x N*	_____ B
\$100 x N*	_____ C

* N represents the sum of each month or each part of a month in the period from the due date to the actual filing date. Amount C cannot exceed \$8,000.

Late-filing penalty is the lesser of B and C above

Make a cheque or money order payable to the Receiver General. Specify "T2057" on the remittance and, to ensure proper credit, indicate the name and social insurance number of the taxpayer, or Business Number if a corporation.

Amount enclosed _____

Unpaid amounts including late-filing penalties are subject to daily compound interest, at a prescribed rate.

Do not use this area

Information required

On the following page, list, describe, and state the fair market value of transferred properties. The description and fair market value of the consideration received has to be shown opposite the related property transferred. Where the transferred property is a partnership interest, attach a schedule of the calculation of the adjusted cost base. If space on the form is insufficient, attach schedules giving similar details. You have to designate the order of disposition of each depreciable property. With this election you do not have to file the following materials: schedules supporting this designation, documentation relating to the responses to the questions below, and a brief summary of the method of evaluating the fair market value of each property transferred. However you have to keep them as the Canada Revenue Agency may ask to see them at a later date.

- 1 – Is there a written agreement relating to this transfer? Yes No
- 2 – Does a price adjustment clause apply to any of the properties? (See the Interpretation Bulletin IT-169 for details.) Yes No
- 3 – Do any persons other than the taxpayer own or control directly or indirectly any shares of any class of the transferee? Yes No
- 4 – Does a non-arm's length rollover exist between 2 or more corporations? Yes No
 - a) Have all or substantially all (90% or more) of all the properties of the corporation(s) been transferred to the transferee corporation? Yes No
- 5 – Is the taxpayer a non-resident of Canada? Yes No
- 6 – Are any of the properties transferred capital properties? [Instruction 1] Yes No

If **yes**, [Instruction 2]

 - a) have they been owned continuously since Valuation-Day (V-Day)? Yes No
 - b) have they been acquired after V-Day in a transaction considered not to be at arm's length? Yes No
 - c) since V-Day, has the taxpayer or any person from whom shares were acquired in a non-arm's length transaction received any subsection 83(1) dividends for transferred shares? (If **yes**, provide details of amounts and dates received and attach a schedule.) Yes No
- 7 – Is the agreed amount of any of the transferred properties based on an estimate of fair market value on V-Day? Yes No
 - a) If **yes**, does a formal documented V-Day value report exist? Yes No
- 8 – Has an election under subsection 26(7) of the *Income Tax Application Rules* (Form T2076) been filed by or on behalf of the taxpayer? Yes No

Where shares of the capital stock of a private corporation are included in the property disposed of, provide the following:

Name of corporation (print) Caltex Energy Inc.	Business Number 82585 7477	Paid-up capital of shares transferred \$1.53 per share
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Description of shares received

Number of shares transferor received	Class of shares	Redemption value per share	Paid-up capital	Voting or non-voting	Are shares retractable? *
[Instruction 3]	common shares	N.A.	As determined under s. 85(2.1)	voting	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
					<input type="checkbox"/> Yes <input type="checkbox"/> No
					<input type="checkbox"/> Yes <input type="checkbox"/> No
					<input type="checkbox"/> Yes <input type="checkbox"/> No
					<input type="checkbox"/> Yes <input type="checkbox"/> No

* Retractable means redeemable at the option of the holder.

Informative notes

- The rules for section 85 elections are complex. Essential information is contained in Information Circular, IC76-19 and Interpretation Bulletins, IT-169, IT-291, and IT-378.
- Complete all the information areas and answer all questions. If this form is incomplete, the Canada Revenue Agency may consider the election invalid, and subsequent submissions may be subject to a late-filing penalty.
- If the agreed amount exceeds the adjusted cost base of the property in the election, you must report the difference as a capital gain, as income or a combination of both, whichever applies.

Particulars of Eligible Property Disposed of and Consideration Received

Date of sale or transfer of all properties listed below:	Year	Month	Day	Note: For properties sold or transferred on different dates, use separate T2057s.					
	2011	07	01						
	Property Disposed of				Agreed Amount (cannot be zero)	Amount to be reported B – A (If greater than 0 see Note 4)	Consideration Received		
	Description	Elected Amount Limits*		B			Non-share	Share	Fair Market Value of Total Consideration
		Fair Market Value	A				Description	Number and Class	
Capital Property Excluding Depreciable Property	(Brief legal) [Instruction 4]	\$ [Instruction 5]	(See Note 1) \$ [Instruction 6]	\$ [Instruction 7]	\$ [Instruction 8]	nil	[Instruction 9]	\$ [Instruction 10]	
Depreciable Property	(Description and prescribed Class)		(See Note 2)						
Eligible Capital Property	(Kind)		(See Note 3)						
Inventory Excluding Real Property	(Kind)		(Cost Amount)						
Resource Property	(Brief legal)		NIL						
Security or Debt Obligation Property	(Description)		(Cost Amount)						
Specified Debt Obligation (For financial institutions only)			(Cost Amount)						
Capital Property That is Real Property Owned by a Non-Resident Person									
NISA Fund No. 2 (see note 5)			(Cost Amount)						

Note 1: Adjusted cost base (which is subject to adjustment per section 53).

Note 2: The lesser of undepreciated capital cost of all property of the class and the cost of the property.

Note 3: The lesser of 4/3 x cumulative eligible capital and the cost of the property. (Under proposed changes, new rules will apply on subsequent dispositions of eligible capital property occurring after December 20, 2002).

Note 4: This amount is to be reported either as a capital gain or as income, whichever applies. Also, in the case of depreciable property and eligible capital property, a portion of the amount may have to be reported as a capital gain while another portion of the amount may have to be reported as income.

Note 5: Contributions made in a tax year ending after 2007, and amounts earned on those contributions, are only eligible if that property is owned by an individual.

* Refer to current Interpretation Bulletin IT-291 for more information on eligible property and an explanation of the limits.

Election and Certification

The taxpayer and corporation hereby jointly elect under subsection 85(1) in respect of the property specified, and certify that the information given in this election, and in any documents attached, is to the best of their knowledge, correct and complete.

_____ [Instruction 11] _____ and _____ [Instruction 12] _____ [Instruction 13]
 Signature of Transferor, of Authorized Officer or Authorized Person* Signature of Authorized Officer of Transferee Date

* Attach a copy of authorizing agreement



ELECTION ON DISPOSITION OF PROPERTY BY A TAXPAYER TO A TAXABLE CANADIAN CORPORATION

- For use by a taxpayer and a taxable Canadian corporation to jointly elect under subsection 85(1) where the taxpayer has disposed of eligible property within the meaning of subsection 85(1.1) to the corporation and has received as consideration shares of any class in that corporation.
- File one completed copy of the election and related schedules (if any) as follows:
 - one copy by the transferor, or
 - two or more copies if two or more transferors elect regarding the transfer of the same property (co-ownership), or two or more members of the same partnership elect for the transfer of their partnership interests. In these situations, one transferor designated for the purpose should file simultaneously one copy for each transferor, together with a list of all transferors electing. This list should contain the address and Social insurance number or Business Number of each transferor;
 - on or before the **earliest date** on which any one of the parties to the election is required to file an income tax return for the tax year in which the transaction occurred, taking into consideration any election under subsection 99(2) (due date);
 - at the tax centre serving the area where the transferor is located. Where two or more co-owners or members of a partnership referred to above elect, the elections will be processed in bulk and should be filed at the tax centre of the transferee; and
 - separate from any tax returns. You may put it in the same envelope with a return, but do not insert it in or attach it to the return.
- Sections and subsections referred to on this form are from the *Income Tax Act*.

Do not use this area

Name of taxpayer (transferor) (print)				Social insurance number or Business Number			
Address				Postal code			
Tax year of taxpayer for the period from	Year	Month	Day	to	Year	Month	Day
				Tax services office			

Name of co-owner(s), if any (if more than one, attach schedule giving similar details) (print)		Social insurance number	
Address		Postal code	Tax services office

Name of corporation (transferee) (print) Crew Energy Inc.				Business Number 88044 2306			
Address 1400, 425 - 1st Street S.W., Calgary, Alberta				Postal code T2P 3L8			
Tax year of corporation for the period from	Year	Month	Day	to	Year	Month	Day
	2 0 1 1	0 1	0 1		2 0 1 1	1 2	3 1
				Tax services office Calgary			
Name of person to contact for additional information Tracy Fodchuk				Area code 403		Telephone number 266-2088	

Penalty for late-filed and amended elections

An election that is filed after its due date is subject to a late-filing penalty. Form T2057 can be filed within 3 years after its due date if an estimate of the penalty is paid at the time of filing. Form T2057 can also be amended or filed after the 3-year period, but in these situations, a written explanation of the reason the election is amended or late-filed must be attached for consideration by the Minister and an estimate of the applicable penalty must be paid when this election is filed.

Calculation of late-filing penalty:

Fair market value of property transferred	_____	
Less: agreed amount	_____	
Difference	_____	A
Amount A _____ x 1/4 x 1% x N*	= _____	B
\$100 x N*	= _____	C

Do not use this area

* N represents the sum of each month or each part of a month in the period from the due date to the actual filing date. Amount C cannot exceed \$8,000.

Late-filing penalty is the lesser of B and C above

Make a cheque or money order payable to the Receiver General. Specify "T2057" on the remittance and, to ensure proper credit, indicate the name and social insurance number of the taxpayer, or Business Number if a corporation.

Unpaid amounts including late-filing penalties are subject to daily compound interest, at a prescribed rate.

Amount enclosed _____

Information required

On the following page, list, describe, and state the fair market value of transferred properties. The description and fair market value of the consideration received has to be shown opposite the related property transferred. Where the transferred property is a partnership interest, attach a schedule of the calculation of the adjusted cost base. If space on the form is insufficient, attach schedules giving similar details. You have to designate the order of disposition of each depreciable property. With this election you do not have to file the following materials: schedules supporting this designation, documentation relating to the responses to the questions below, and a brief summary of the method of evaluating the fair market value of each property transferred. However you have to keep them as the Canada Revenue Agency may ask to see them at a later date.

- 1 – Is there a written agreement relating to this transfer? Yes No
- 2 – Does a price adjustment clause apply to any of the properties? (See the Interpretation Bulletin IT-169 for details.) Yes No
- 3 – Do any persons other than the taxpayer own or control directly or indirectly any shares of any class of the transferee? Yes No
- 4 – Does a non-arm's length rollover exist between 2 or more corporations? Yes No
 - a) Have all or substantially all (90% or more) of all the properties of the corporation(s) been transferred to the transferee corporation? Yes No
- 5 – Is the taxpayer a non-resident of Canada? Yes No
- 6 – Are any of the properties transferred capital properties? Yes No

If yes,

- a) have they been owned continuously since Valuation-Day (V-Day)? Yes No
 - b) have they been acquired after V-Day in a transaction considered not to be at arm's length? Yes No
 - c) since V-Day, has the taxpayer or any person from whom shares were acquired in a non-arm's length transaction received any subsection 83(1) dividends for transferred shares? (If yes, provide details of amounts and dates received and attach a schedule.) Yes No
- 7 – Is the agreed amount of any of the transferred properties based on an estimate of fair market value on V-Day? Yes No
 - a) If yes, does a formal documented V-Day value report exist? Yes No
 - 8 – Has an election under subsection 26(7) of the *Income Tax Application Rules* (Form T2076) been filed by or on behalf of the taxpayer? Yes No

Where shares of the capital stock of a private corporation are included in the property disposed of, provide the following:

Name of corporation (print)	Business Number	Paid-up capital of shares transferred
Caltex Energy Inc.	82585 7477	\$1.53 per share

Description of shares received

Number of shares transferor received	Class of shares	Redemption value per share	Paid-up capital	Voting or non-voting	Are shares retractable? *
	common shares	N.A.	As determined under s. 85(2.1)	voting	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
					<input type="checkbox"/> Yes <input type="checkbox"/> No
					<input type="checkbox"/> Yes <input type="checkbox"/> No
					<input type="checkbox"/> Yes <input type="checkbox"/> No
					<input type="checkbox"/> Yes <input type="checkbox"/> No

* Retractable means redeemable at the option of the holder.

Informative notes

- The rules for section 85 elections are complex. Essential information is contained in Information Circular, IC76-19 and Interpretation Bulletins, IT-169, IT-291, and IT-378.
- Complete all the information areas and answer all questions. If this form is incomplete, the Canada Revenue Agency may consider the election invalid, and subsequent submissions may be subject to a late-filing penalty.
- If the agreed amount exceeds the adjusted cost base of the property in the election, you must report the difference as a capital gain, as income or a combination of both, whichever applies.

Particulars of Eligible Property Disposed of and Consideration Received

Date of sale or transfer of all properties listed below:	Year	Month	Day	Note: For properties sold or transferred on different dates, use separate T2057s.
	2011	07	01	

	Property Disposed of			Agreed Amount (cannot be zero)	Amount to be reported B – A (If greater than 0 see Note 4)	Consideration Received		
	Description	Elected Amount Limits*				Non-share Description	Share Number and Class	Fair Market Value of Total Consideration
		Fair Market Value	A					
Capital Property Excluding Depreciable Property	(Brief legal)	\$	\$(See Note 1)	\$	\$	nil		\$
Depreciable Property	(Description and prescribed Class)		(See Note 2)					
Eligible Capital Property	(Kind)		(See Note 3)					
Inventory Excluding Real Property	(Kind)		(Cost Amount)					
Resource Property	(Brief legal)		NIL					
Security or Debt Obligation Property	(Description)		(Cost Amount)					
Specified Debt Obligation (For financial institutions only)			(Cost Amount)					
Capital Property That is Real Property Owned by a Non-Resident Person								
NISA Fund No. 2 (see note 5)			(Cost Amount)					

- Note 1: Adjusted cost base (which is subject to adjustment per section 53).
- Note 2: The lesser of undepreciated capital cost of all property of the class and the cost of the property.
- Note 3: The lesser of 4/3 x cumulative eligible capital and the cost of the property. (Under proposed changes, new rules will apply on subsequent dispositions of eligible capital property occurring after December 20, 2002).
- Note 4: This amount is to be reported either as a capital gain or as income, whichever applies. Also, in the case of depreciable property and eligible capital property, a portion of the amount may have to be reported as a capital gain while another portion of the amount may have to be reported as income.
- Note 5: Contributions made in a tax year ending after 2007, and amounts earned on those contributions, are only eligible if that property is owned by an individual.
- * Refer to current Interpretation Bulletin IT-291 for more information on eligible property and an explanation of the limits.

Election and Certification

The taxpayer and corporation hereby jointly elect under subsection 85(1) in respect of the property specified, and certify that the information given in this election, and in any documents attached, is to the best of their knowledge, correct and complete.

Signature of Transferor, of Authorized Officer or Authorized Person* and Signature of Authorized Officer of Transferee _____
Date

* Attach a copy of authorizing agreement

ELECTION ON DISPOSITION OF PROPERTY BY A PARTNERSHIP TO A TAXABLE CANADIAN CORPORATION

- For use by a taxable Canadian corporation and all the members of a partnership, to jointly elect under subsection 85(2) where the partnership has disposed of property to the corporation and has received as consideration shares of any class of the capital stock of the corporation.
- File one completed copy of the election and related schedules (if any) as follows:
 - by a partner designated for the purpose by the partnership;
 - on or before the earlier date on which any party to the election has to file an income tax return for the tax year in which the transaction occurred (due date);
 - at the tax centre serving the area where the transferee is located; and
 - separately from any tax returns. You may put it in the same envelope with a return, but do not insert it in or attach it to the return.
- Sections and subsections referred to on this form are from the *Income Tax Act*.

Do not use this area

Name of partnership (transferor) (print)						Partnership identification number					
Address						Postal code					
Tax year of partnership	from	Year	Month	Day	to	Year	Month	Day	Tax services office		

Name of corporation (transferee) (print) Crew Energy Inc.						Business Number 8 8 0 4 4 2 3 0 6					
Address 1400, 425 - 1st Street S.W., Calgary, Alberta						Postal code T2P 3L8					
Tax year of corporation	from	Year	Month	Day	to	Year	Month	Day	Tax services office Calgary		
Name of person to contact for more information Tracy Fodchuk						Area code 403		Telephone number 266-2088			

Penalty for late-filed and amended elections

An election that is filed after its due date is subject to a late-filing penalty. Form T2058 can be filed within 3 years after its due date if an estimate of the penalty is paid at the time of filing. Form T2058 can also be amended or filed after the 3-year period, but in these situations, a written explanation of the reason the election is amended or late-filed must be attached for consideration by the Minister and an estimate of the applicable penalty must be paid at the time of filing.

Calculation of late-filing penalty:

Fair market value of property transferred	_____	
Less: agreed amount	_____	
Difference	=====	A
Amount A _____ x 1/4 x 1% x N*	= _____	B
\$100 x N*	= _____	C

Do not use this area

* N represents the sum of each month or each part of a month in the period from the due date to the actual filing date. Amount C cannot exceed \$8,000.

Late-filing penalty is the lesser of B and C above

Make cheque or money order payable to the Receiver General. **Specify** "T2058" on the remittance and, to ensure proper credit, indicate the name and social insurance number of the taxpayer, or Business Number if a corporation.

Amount enclosed _____

Unpaid amounts, including late-filing penalties, are subject to daily compound interest at a prescribed rate.

Information required

On the following page, list, describe, and state the fair market value of properties transferred. The description and fair market value of the consideration received has to be shown opposite the related property transferred. Where the transferred property is a partnership interest, attach a schedule of the calculation of the adjusted cost base. If space on the form is insufficient, attach schedules giving similar details. You have to designate the order of disposition of each depreciable property. With this election, you do not have to file the following materials: schedules supporting this designation; documentation relating to the responses to the questions below; and a brief summary of the method of evaluating the fair market value of each property transferred. However, you have to keep them as Canada Revenue Agency may ask to see them at a later date.

1. Is there a written agreement relating to this transfer? Yes No
2. Does a price adjustment clause apply to any of the properties? (See Interpretation Bulletin IT-169 for details.) Yes No
3. Do any persons other than the members of the partnership own or control, directly or indirectly, any shares of any class of the transferee? Yes No
4. Does a non-arm's length rollover exist between the partnership(s) and the transferee corporation? Yes No
 - a) Have all or substantially all (90% or more) of all properties of the partnership been transferred to the corporation? Yes No
5. Are any partners non-residents of Canada? Yes No
6. Are any of the properties transferred capital properties? Yes No

If yes,

 - a) have they been owned continuously since Valuation Day (V-Day)? Yes No
 - b) have they been acquired after V-Day in a transaction considered not to be at arm's length? Yes No
 - c) since V-Day, has the partnership or any person from whom shares were acquired in a non-arm's length transaction received any subsection 83(1) dividends for transferred shares? (If **yes**, provide details of amounts and dates received, and attach a schedule.) Yes No
7. Is the agreed amount of any of the transferred properties based on an estimate of fair market value on V-Day? Yes No
 - a) If **yes**, does a formal documented V-Day value report exist? Yes No
8. Has an election under subsection 26(7) of the *Income Tax Application Rules* (Form T2076) been filed by or on behalf of the transferor? Yes No

Where shares of the capital stock of a private corporation are included in the property disposed of, provide the following:

Name of corporation Caltex Energy Inc.	Business Number 8 2 5 8 5 7 4 7 7	Paid-up capital of shares transferred \$1.53 per share
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Description of shares received

Number of shares transferor received	Class of shares	Redemption value per share	Paid-up capital	Voting or non-voting	Are shares retractable?*
	common shares	N.A.	As determined under s. 85(2.1)	voting	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
					<input type="checkbox"/> Yes <input type="checkbox"/> No
					<input type="checkbox"/> Yes <input type="checkbox"/> No
					<input type="checkbox"/> Yes <input type="checkbox"/> No
					<input type="checkbox"/> Yes <input type="checkbox"/> No

* Retractable means redeemable at the option of the holder.

Informative notes

- The rules for section 85 elections are complex. Essential information is contained in Information Circular 76-19 and Interpretation Bulletins IT-169, IT-291, and IT-378.
- Complete all the information areas and answer all questions. If this form is incomplete, the Canada Revenue Agency may consider the election invalid, and subsequent submissions may be subject to a late-filing penalty.
- If the agreed amount exceeds the adjusted cost base of the property in the election, you must report the difference as a capital gain, as income or a combination of both, whichever applies.

Particulars of property disposed of and consideration received

Date of sale or transfer of all properties listed below:		Year	Month	Day	Note: For properties sold or transferred on different dates, use separate Form T2058.			
		2 0 1 1	0 7	0 1				
Property disposed of	Description	Elected amount limits*		Agreed amount (cannot be zero) B	Amount to be reported B-A (if greater than 0, see note 4)	Consideration received		
		Fair market value	A			Non-share Description	Share Number and class	Fair market value
Capital property excluding depreciable property	(Brief legal)		(see note 1)			nil		
Depreciable property	(Description and prescribed class)		(see note 2)					
Eligible capital property	(Kind)		(see note 3)					
Inventory excluding real property	(Kind)		(cost amount)					
Resource property	(Brief legal)		nil					
			nil					
			nil					
Security or debt obligation property	(Description)		(cost amount)					
Specified Debt Obligation (For financial institutions only)			(cost amount)					

Notes

1. Adjusted cost base (subject to adjustment per section 53.)
2. The lesser of undepreciated capital cost of all property of the class and the cost of the property.
3. The lesser of 4/3 x cumulative eligible capital and the cost of the property. (Under proposed changes, new rules will apply on subsequent dispositions of eligible capital property occurring after December 20, 2002).
4. This amount is to be reported either as a capital gain or as income, whichever applies. Also, in the case of depreciable property and eligible capital property, a portion of the amount may have to be reported as a capital gain while another portion of the amount may have to be reported as income.

* See Interpretation Bulletin IT-291 for an explanation of the limits.

Election and certification

The corporation and all members of the partnership hereby jointly elect under subsection 85(2) in respect of the property specified, and certify that the information given in this election, and in any documents attached, is true, correct and complete to the best of their knowledge.

	Date	Signature of authorized officer of corporation	Position or office
1	Social insurance number or Business Number	Name of partner, authorized person or authorized officer	Partner's tax services office
	Signature of partner, authorized person or authorized officer	Position of office of authorized person or authorized officer	Date
2	Social insurance number or Business Number	Name of partner (print)	Partner's tax services office
	Signature of partner or authorized officer		Date
3	Social insurance number or Business Number	Name of partner (print)	Partner's tax services office
	Signature of partner or authorized officer		Date

The election form must be signed by all partners, or by a person authorized in writing by all partners to sign for them, and by an authorized officer of the transferee. A person who is authorized to sign for all the partners should complete area 1 above, and attach a copy of the authorizing agreement. If space is insufficient, attach "Election and Certification" giving similar details. Attach a list containing the name, Social insurance number, or Business Number of each partner. If a member of the partnership is in itself a partnership, attach a list showing the name, Social insurance number, or Business Number of each member of that partnership. Also, indicate the fiscal period of the partnership.

