

IN THE COURT OF APPEAL OF ALBERTA

BETWEEN:

BG INTERNATIONAL LIMITED

(Plaintiff)  
Respondent

- and -

CANADIAN SUPERIOR ENERGY INC.

(Defendant)  
Appellant

NOTICE OF MOTION

TAKE NOTICE that an Application will be made on behalf of the Defendant, Canadian Superior Energy Inc. ("CSEI"), before the presiding Justice, in Chambers, at the Court of Appeal of Alberta, in the City of Calgary, in the Province of Alberta, on Monday, the 23<sup>rd</sup> day of February, 2009 at the hour of 10<sup>00</sup> o'clock in the forenoon, or so soon thereafter as counsel may be heard, for an Order:

1. granting a stay of enforcement of the February 11, 2009 Receivership Order of Madam Justice B.E.C. Romaine, pending the final disposition by the Alberta Court of Appeal of CSEI's Appeal; and
2. in addition, the Receivership Order be made conditional on the Plaintiff/Applicant, BG International Inc., giving an undertaking as to damages;
3. in the alternative, an Order expediting the Appeal; and
4. costs of this Application.

**AND FURTHER TAKE NOTICE** that the Defendant will rely upon *Rule 508(3)* of the *Alberta Rules of Court*, and such further and other material as counsel may propose and this Honourable Court may permit.

**AND FURTHER TAKE NOTICE** that the grounds in support of this Application are:

1. As to the stay of enforcement:
  - (i) the Appeal is not frivolous or vexatious;
  - (ii) should the stay not be granted, the Defendant will suffer irreparable harm as the Appeal will be rendered moot through the passage of a very brief period of time; and
  - (ii) the balance of convenience favours the Defendant/Appellant.
2. As to the undertaking as to damages:
  - (i) in circumstances similar to these, it is usual and customary that such undertaking be given by a Plaintiff/Applicant seeking the appointment of a Receiver; and
  - (ii) reference was made to this matter by counsel for the Defendant, but no decision on this issue was made by her Ladyship.
3. As to the alternative request that the Appeal be expedited:
  - (i) as the Appeal concerns the validity of the grant of a Receivership Order, which Receivership Order is 55 paragraphs in length and which provides for numerous actions on the part of the Receiver which may be irreversible, such as:
    - (a) the Receiver is to take possession and control of certain Property (as defined) of CSEI;
    - (b) the Receiver is to manage, operate and carry on the business of CSEI in respect of the Property;
    - (c) the Receiver is to settle, extend or compromise any indebtedness owed to or by CSEI relating to the Property;

- (d) the Receiver is to execute, assign, issue and endorse documents of whatever nature in respect of any of the Property, on behalf of CSEI;
- (e) the Receiver is to initiate, prosecute and continue the prosecution of proceedings and to defend proceedings hereinafter instituted with respect to the Property;
- (f) the Receivership Order appoints the Receiver as Operator, but further contemplates that British Gas will be appointed contract Operator under the Receiver in the place and stead of CSEI, contrary to the express terms of the JOA;
- (g) the Receiver is empowered to borrow up to \$47 million by way of a fixed and specific charge on certain of CSEI's Property (the "Receiver's Borrowing Charge");
- (h) the Receivership Order confers a \$14 million fixed and specific charge against certain of CSEI's property in favour of the Canadian Western Bank ("CWB") in priority to the Receiver's Borrowing Charge; and
- (i) the Receiver is at liberty to sell, assign or convey CSEI's very valuable Participating Interest in the Trinidad Properties,

it is necessary that the Appeal be expedited.

**DATED** at the City of Calgary, in the Province of Alberta, this 19th day of February, 2009.

**BROWNLEE LLP**

Per: \_\_\_\_\_

**V. Philippe Lalonde**

Solicitors for the Defendant/Appellant

**TO: THE REGISTRAR OF THE COURT OF APPEAL**

**AND TO: OSLER HOSKIN & HARCOURT LLP**

Attention: Christa Nicholson

Solicitors for the Plaintiff/Respondent

**AND TO: DAVIS LLP**

Attention: Larry B. Robinson Q.C.

Solicitors for the Receiver, Deloitte & Touche Inc.

QB Action No.: 0901-02012                      2009  
Appeal No.: 0901-0048 AC

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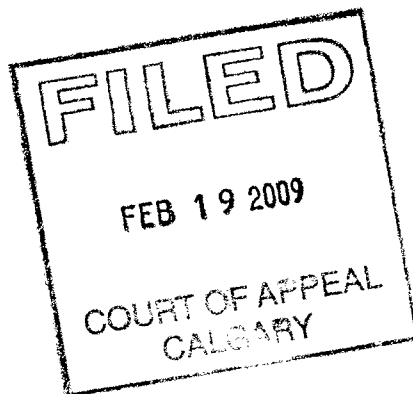
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(Defendant)  
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