

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY**

*IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, as amended*

AND IN THE MATTER OF CANADIAN SUPERIOR ENERGY INC.

AND IN THE MATTER OF SEEKER PETROLEUM LTD.

**AND IN THE MATTER OF CANADIAN SUPERIOR TRINIDAD
AND TOBAGO LIMITED**

NOTICE OF MOTION

(Approval of Independent Committee and its "Assistants")

TAKE NOTICE that an application will be made on behalf of the Independent Committee of Canadian Superior Energy Inc. (the "Independent Committee") and Canadian Superior Energy Inc. itself (the "Corporation") before the Honourable Justice S.J. LoVecchio, in Chambers, at the Calgary Court Centre, 601 - 5th Street, SW, Calgary, Alberta, in the City of Calgary, in the Province of Alberta, on Wednesday, the 29th day of April, 2009, at 1:00 o'clock in the afternoon or so soon thereafter as counsel may be heard for an Order:

1. abridging the time for service of this Notice of Motion such that the application will be properly returnable on April 29, 2009;
2. approving the formation of the Independent Committee by the Board of Directors of the Corporation, consisting of the five independent directors of the Corporation, namely Mr. T. Jake Harp (Chairman), Mr. Charles Dallas, Mr. Karre (Kory) Idland, Mr. Alexander Squires and Mr. Richard M. Watkins;
3. approving the engagement of Jennings Capital Inc. as the financial advisor to the Independent Committee pursuant to the terms of the Advisory Agreement dated April 2, 2009 (the "Advisory Agreement"), between Jennings Capital Inc. and the Independent

Committee declaring Jennings Capital Inc. to be an “Assistant” of the Corporation for the purpose of paragraph 5 of the Initial Order of the Court in this proceeding dated March 5, 2009 (the “Initial Order”);

4. authorizing and approving the said Advisory Agreement as a lawful and binding agreement between Jennings Capital Inc. and the Corporation;
5. approving the appointment of Carscallen Leitch LLP as legal counsel to the Independent Committee effective as of April 3, 2009, and declaring that firm to be an “Assistant” of the Corporation for the purpose of paragraph 5 of the Initial Order;
6. approving the appointment Felesky Flynn LLP as special tax counsel to the Independent Committee effective as of April 16, 2009, and declaring that firm to be an “Assistant” of the Corporation for the purpose of paragraph 5 of the Initial Order;
7. declaring that Jennings Capital Inc., Felesky Flynn LLP and Carscallen Leitch LLP as such “Assistants”, shall be deemed to have been retained and employed by the Corporation for the purpose of paragraph 5 of the Initial Order, but without prejudice to the fact that they shall exclusively advise and represent the Independent Committee in this matter, independent of management of the Corporation.

AND TAKE NOTICE that in support of this application will be read the Affidavit of Richard M. Watkins sworn the 24th day of April, 2009, and such further and other material as the Court may require or counsel may advise.


AND FURTHER TAKE NOTICE that the grounds upon which this application is brought include the following.

1. On March 5, 2009, the Corporation applied for and was granted protection under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c.C-36, as amended, pursuant to the Initial Order (the “CCAA Proceedings”).
2. The Initial Order did not expressly contemplate the establishment by the Board of Directors of the Corporation of an Independent Committee to act independently of management in relation to the issues arising from the CCAA Proceedings.

3. The five members of the Independent Committee are independent of management and have been serving and are prepared to continue to serve in that capacity in the best interests of all stakeholders in connection with these CCAA Proceedings in accordance with the Charter and Mandate given to the Independent Committee by the Board of Directors of the Corporation.
4. Jennings Capital Inc. is prepared to act as a financial advisor to the Independent Committee pursuant to the terms of the Advisory Agreement, the terms of which are commercially normal and fair and reasonable in the circumstances of this case.
5. Carscallen Leitch LLP and Felesky Flynn LLP have agreed to serve as legal counsel and as special tax counsel, respectively, for the Independent Committee.

DATED at the City of Calgary, in the Province of Alberta, this 24th day of April, A.D., 2009.

CARSCALLEN LEITCH LLP

Per: 
STANLEY CARSCALLEN, QC
Solicitors for the Applicant

TO: CLERK OF THE COURT

AND TO: All Those Identified in the Attached Service List – Schedule “A”

IN THE MATTER OF CANADIAN SUPERIOR ENERGY INC., et al

Schedule "A"

| LAW FIRM | COUNSEL FOR: | CONTACT INFO. |
|--|------------------------------|---|
| <p>MACLEOD DIXON LLP Barristers and Solicitors Attention: Howard Gorman / Kevin Barr 3700 Canterra Tower 400 - 3 Avenue SW Calgary, AB, T2P 4H2</p> | CWB | <p>Tel: 403.267.8222 Fax: 403.264.5973 Email: Howard.Gorman@macleoddixon.com Email: Kevin.barr@macleoddixon.com</p> |
| <p>OSLER HOSKIN & HARCOURT LLP Barristers and Solicitors Attn: Christa Nicholson #2500, 450 - 1 Street SW Calgary, AB, T2P 5H1</p> | BGI | <p>Tel: 403.260.7000 Fax: 403.260.7024 Email: cnicholson@osler.com</p> |
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| <p>DAVIS LLP Barristers and Solicitors Attn: Larry Robinson, Q.C. and Dezaræ Senft 1000, 250 - 2 Street SW Calgary, AB, T2P 0C1</p> | Deloitte & Touche | <p>Tel: 403.296.4470 Fax: 403.296-4474 Email: larry.robinson@davis.ca Email: dsenft@davis.ca</p> |

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| <p>BENNETT JONES Barristers and Solicitors Attn: Chris Simard 4500, 855 - 2 Street SW Calgary, AB, T2P 4K7</p> | <p>Hardie & Kelly Inc. (Monitor)</p> | <p>Tel: 403.298.3100 Fax: 403.265.7219 Email: simardc@bennettjones.ca</p> |
| <p>BORDEN LADNER GERVAIS LLP Barristers and Solicitors Attn: John Poetker 1000, 400 - 3 Avenue SW Calgary, AB, T2P 4H2</p> | | <p>Tel: 403.232.9500 Fax: 403.266.1395 Email: jpoetker@blgcanada.com</p> |
| <p>BROWNLEE LLP Barristers and Solicitors Attn: V.P. Lalonde 2000, 530 - 8 Avenue SW Calgary, AB, T2P 3S8</p> | <p>CSEI (Corporate Counsel)</p> | <p>Tel: 403.232.8300 Fax: 403.232.8408 Email: plalonde@brownleelaw.com</p> |
| <p>BURSTALL WINGER LLP Barristers and Solicitors Attn: Jennifer L. Smith 1600, 333 - 7 Avenue SW Calgary, AB, T2P 2Z1</p> | <p>Acumen Capital</p> | <p>Tel: 403.234.3340 Fax: 403.265.8586 Email: smith@burstall.com</p> |
| <p>BENNETT JONES Barristers and Solicitors Attn: Frank Dearlove 4500, 855 - 2 Street SW Calgary, AB, T2P 4K7</p> | <p>Monitor and Scotia Waterous</p> | <p>Tel: 403.298.3202 Fax: 403.265.7219 Email: dearlovef@bennettjones.ca</p> |
| <p>THACKRAY BURGESS Barristers and Solicitors Attn: James G. Hanley 1900, 736 - 6 Avenue SW Calgary, AB, T2P 3T7</p> | <p>Canadian Superior Energy Inc. ("CSEI")</p> | <p>Tel: 403.531.4712 Fax: 403.531.4720 Email: jhanley@thackrayburgess.com</p> |

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| <p>HARDIE & KELLY INC. Trustees in Bankruptcy Attn: Marc Kelly 206, 5800 - 2 Street SW Calgary, AB, T2H 0H2</p> | <p>Monitor for CSEI</p> | <p>Tel: 403.252.1766 Fax: 403.640.0591 Email: mkelly@insolvency.net</p> |
| <p>DELOITTE & TOUCHE Trustees in Bankruptcy Attn: Victor Kroeger 3000, 700 - 2 Street SW Calgary, AB, T2P 0S7</p> | <p>Receiver in BGI action</p> | <p>Tel: 403.267.0609 Fax: 403.263.2390 Email: vkroeger@deloitte.ca</p> |
| <p>CONOCOPHILLIPS CANADA Attn: Larina J. Taylor, Legal Counsel 401 - 9 Avenue SW Calgary, AB, T2P 2H7</p> | <p>ConocoPhillips</p> | <p>Tel: 403.233.3563 Fax: 403.233.5505 Email: Larina.J.Taylor@conocophillips.com</p> |
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| <p>MILES DAVISON LLP Attn: Sean Fitzgerald 1600, 205 - 5 Avenue SW Calgary, AB, T2P 2V7</p> | <p>Saxon Drilling Canada Limited Partnership</p> | <p>Tel: 403.298.0348 Fax: 403.263.6840 Email: fitz@milesdavison.com</p> |
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| CARSCALLEN LEITCH LLP Attn: Stan Carscallen, Q.C. 1500, 407 - 2 Street SW Calgary, AB, T2P 2Y3 | CSEI Special Committee | Tel: 403.262.3775 Fax: 403.262.2952 Email: carscallen@cclawyers.com |
| FLEMING LLP Attention: Carmen A. Alger 900, 926-5th Avenue, S.W. Calgary, AB T2P ON7 | Midfield Supply ULC (and McJunkin RedMan Tubular a division of Midfield Supply ULC) | Tel: 403.266.7750 Fax: 403.265.6910 Email: calger@flemingllp.com |
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| GOWLINGS Barristers and Solicitors Attn: Craig McMahon 1400, 700 - 2 Street SW Calgary, AB, T2P 4V5 | Energy Management and Services Company (EMSC) and also AECOM Canada Ltd. (AECOM) | Tel: 403.298.1874 Fax: 403.695.3584 Email: craig.mcmahon@gowlings.com |

Action No. 0901-02873

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