

COURT FILE NUMBER 1101-16110
COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE Calgary

APPLICANTS

IN THE MATTER OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT, RSC
1985, c C-36, AS AMENDED

AND IN THE MATTER OF OILSANDS
QUEST INC., OILSANDS QUEST SASK
INC., TOWNSHIP PETROLEUM
CORPORATION, STRIPPER ENERGY
SERVICES INC., 1291329 ALBERTA LTD.,
OILSANDS QUEST TECHNOLOGY INC.,
WESTERN PETROCHEMICALS CORP.
and 1259882 ALBERTA LTD.

Clerk's Stamp
CLERK OF THE COURT
FILED

JUL 29 2013

JUDICIAL CENTRE
OF CALGARY

DOCUMENT

**AFFIDAVIT OF RHONDA
LASTOCKIN**

ADDRESS FOR SERVICE
AND

Josef G.A. Kruger Q.C.
Borden Ladner Gervais LLP
1900, 520 3rd Ave. S.W.

CONTACT INFORMATION
OF

Calgary, AB T2P 0R3
Telephone: (403) 232-9563

PARTY FILING THIS

Facsimile: (403) 266-1395

DOCUMENT

Email: jkruger@blg.com

File No. 413255.000037

AFFIDAVIT OF RHONDA LASTOCKIN

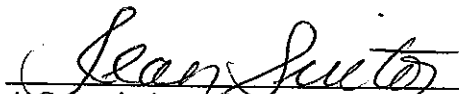
Sworn on July 29, 2013

I, Rhonda Lastockin, of Calgary, Alberta, **SWEAR AND SAY THAT:**

1. I am employed by the law firm of Borden Ladner Gervais LLP ("BLG"), solicitors for Ernst & Young Inc., in its capacity as court-appointed Monitor of Oilsands Quest Inc., and as such have personal knowledge of the matters hereinafter deposed to, except where based upon information and belief and where so based, I verily believe the same to be true.

1. Attached hereto as **Exhibit "A"** to this my affidavit is an email chain between BLG and Burns, Figa, Will, PC ("BFW") dated June 12, 2013.
2. Attached hereto as **Exhibit "B"** to this my affidavit is an email from BLG to BFW dated July 17, 2013.
3. Attached hereto as **Exhibit "C"** to this my affidavit is an email dated July 18, 2013 at 11:33 a.m. from BLG to Neil Narfason of Ernst & Young Inc., and copied to counsel at BFW enclosing our letter to Pat Gordon, Commercial Bookings, confirming the date for the Application.
4. Attached hereto as **Exhibit "D"** to this my affidavit is an email dated July 18, 2013 at 3:07 p.m. from BLG to the service list serving the Affidavit of G. Wong, filed July 18, 2013, which forms part of the Court record in this action.
5. Attached hereto as **Exhibit "E"** to this my affidavit is an email dated July 23, 2013 from BLG to the service list serving the Application (Re: Dismissal of Milne/Thompson Applications) filed July 23, 2013, which forms part of the Court record.

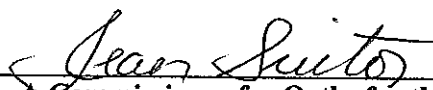
SWORN BEFORE ME, at the City of
 Calgary, in the Province of Alberta, this
 29 day of July, 2013.


 A Commissioner for Oaths in and for the
 Province of Alberta.

JEAN MARIE SUTOR
 My Commission Expires
 February 6 2016


 RHONDA LASTOCKIN

This is Exhibit "A"
referred to in the affidavit of
RHONDA LASTOCKIN
Sworn before me this 29 day of JULY, 2013.


A Commissioner for Oaths for the
Province of Alberta

JEAN MARIE SUTOR
My Commission Expires
February 6 20 16

Lastockin, Rhonda

From: Sara Van Deusen <svandeusen@bfglaw.com>
Sent: June-12-13 10:53 AM
To: Kruger, Josef G. A.; Lemmens, Matti; Jennifer Osgood
Cc: Lastockin, Rhonda; 'neil.narfason@ca.ey.com' (neil.narfason@ca.ey.com); Cassie.Riglin@ca.ey.com
Subject: RE: OQI - Thomas Milne and Scott Thompson

Mr. Kruger-

We are in the process of obtaining Alberta counsel and hope to have that finalized shortly, considering the timing of resolution of pending matters. Thank you for the suggestion on areas of expertise, we will let you know as soon as counsel has been retained.

Sara

From: Kruger, Josef G. A. [mailto:JKruger@blg.com]
Sent: Tuesday, June 11, 2013 4:19 PM
To: Lemmens, Matti; Sara Van Deusen; Jennifer Osgood
Cc: Lastockin, Rhonda; 'neil.narfason@ca.ey.com' (neil.narfason@ca.ey.com); Cassie.Riglin@ca.ey.com
Subject: RE: OQI - Thomas Milne and Scott Thompson

Dear Sarah & Jennifer,

We expect that the proceedings in New York relating to the class action there may come to finality in the near future. The Alberta Court will want to bring all outstanding claims like this one to prompt finality so that the final distributions under the Plan of Arrangement can be made. In the circumstances we request that you proceed immediately to retain counsel in Alberta so that we can schedule a hearing. May we suggest that you retain Calgary counsel with experience in insolvency matters which will assist everyone in dealing efficiently with this matter.

Sincerely

Josef Kruger

Josef G.A. Kruger, Q.C.

Partner

T 403 232 9563 | F 403.266 1395 | jkruger@blg.com

Centennial Place, East Tower, 1900, 520 – 3rd Ave S W, Calgary, AB, Canada T2P 0R3

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From: Lemmens, Matti
Sent: June-11-13 2:18 PM
To: svandeusen@bfglaw.com; Jennifer Osgood (josgood@bfglaw.com)

Cc: Kruger, Josef G. A.; Lastockin, Rhonda
Subject: OQI - Thomas Milne and Scott Thompson

Dear Sara and Jennifer,

Please advise if your client has retained Alberta counsel or if your firm has retained an Alberta agent to proceed with the two applications filed by Thomas Milne and Scott Thompson in the Oilsands Quest CCAA proceedings.

If Alberta counsel has not yet been retained, please do so, as we intend to have this matter heard in the near future. We can discuss availability for the hearing of the matters with the Alberta counsel once you advise of who it is or will be.

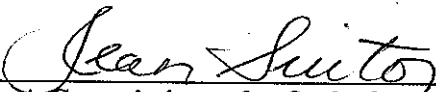
Thank you,
Matti

Matti Lemmens
Barrister and Solicitor
T 403.232.9511 | F 403.266.1395 | M 403.232.9500 | mlemmens@blg.com
Centennial Place, East Tower, 1900, 520 – 3rd Ave S W, Calgary, AB, Canada T2P 0R3

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This is Exhibit "B"
referred to in the affidavit of
RHONDA LASTOCKIN
Sworn before me this 29 day of JULY, 2013.


A Commissioner for Oaths for the
Province of Alberta

JEAN MARIE SUTOR
My Commission Expires
February 6 2016

Lastockin, Rhonda

From: Lemmens, Matti
Sent: July-17-13 4:12 PM
To: svandeusen@bfiwlaw.com; Jennifer Osgood (josgood@bfiwlaw.com)
Cc: Kruger, Josef G. A.; Neil.Narfason@ca.ey.com; Cassie.Riglin@ca.ey.com; Lastockin, Rhonda
Subject: Oilsands Quest - Applicants of Thomas Milne and W. Scott Thompson
Attachments: 26971_413255-000037_20130717_161032.pdf

Please see attached correspondence.

Regards,

Matti Lemmens

Barrister and Solicitor

T 403.232.9511 | F 403.266.1395 | M 403.232.9500 | mlemmens@blg.com

Centennial Place, East Tower, 1900, 520 – 3rd Ave S W, Calgary, AB, Canada T2P 0R3

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Josef G.A. Krüger, Q.C.
T. 403-232-9563
F. 403-266-1395
jkruger@blg.com

Borden Ladner Gervais LLP
Centennial Place, East Tower
1900, 520 - 3rd Ave S W
Calgary, AB, Canada T2P 0R3
T 403.232.9500
F 403.266.1395
blg.com



File No. 413255-000037

July 17, 2013

EMAIL

Burns, Figa & Will, PC
6400 S. Fiddler's Green Circle
Suite 1000
Greenwood Village, CO 80111

Attention: Sara Van Deusen

Dear Madam:

**Re: In the Matter of the *Companies Creditors Arrangement Act* (as amended)
and in the Matter of Oilsands Quest Inc., Oilsands Quest Sask Inc.,
Oilsands Quest Technology Inc., 1291329 Alberta Ltd., et al
Action No. 1101-16110
Applications by Thomas Milne and W. Scott Thompson (the
"Applications")**

Further to our correspondence with you on June 12, 2013, we note that you and/or your clients have not notified us of the retention of local counsel for the Applications. We intend to schedule the afternoon of July 31, 2013 for the hearing of the Applications. We will be requesting that the Applications be dismissed and in support of that request will be serving an Affidavit of Garth Wong shortly.

Sincerely,

BORDEN LADNER GERVAIS LLP

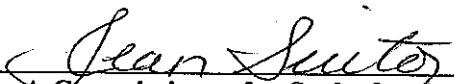
Per: Josef G.A. Krüger, Q.C.

cc: Ernst & Young Inc.
Neil Narfason / Cassie Riglin

Borden Ladner Gervais LLP
Matti Lemmens

This is Exhibit "C"
referred to in the affidavit of
RHONDA LASTOCKIN

Sworn before me this 29 day of JULY, 2013.


A Commissioner for Oaths for the
Province of Alberta

JEAN MARIE SUITOR
My Commission Expires
February 6 2016

Lastockin, Rhonda

From: Lastockin, Rhonda
Sent: July-18-13 11:33 AM
To: Neil Narfason
Cc: svandeusen@bfglaw.com; Jennifer Osgood (josgood@bfglaw.com); Kruger, Josef G. A.
Subject: OQI
Attachments: CAL01-#1367248-v1-BLG_letter_to_PGordon_July_18.PDF

Please see attached.

Rhonda Lastockin

Legal Assistant to Josef G.A. Krüger, Q.C.

and Matti Lemmens

T 403.232.9718 | F 403.266.1395 | M 403.232.9500 | rlastockin@blg.com

Centennial Place, East Tower, 1900, 520 – 3rd Ave S W, Calgary, AB, Canada T2P 0R3

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Matti Lemmens
T 403-232-9511
F 403-266-1395
mlemmens@blg.com

Borden Ladner Gervais LLP
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1900, 520 - 3rd Ave SW
Calgary, AB, Canada T2P 0R3
T 403.232.9500
F 403.266.1395
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BLG
Borden Ladner Gervais

File No. 413255-000037

July 18, 2013

FAX 403-297-2752

Commercial Bookings
Calgary Court Centre
Suite 2401-N
601 - 5 Street SW
Calgary, AB T2P 5P7

Attention: Pat Gordon

Dear Madam:

**Re: In the Matter of the *Companies Creditors Arrangement Act* (as amended)
and in the Matter of Oilsands Quest Inc., Oilsands Quest Sask Inc.,
Oilsands Quest Technology Inc., 1291329 Alberta Ltd., et al ("OQI")
Action No. 1101-16110**

**Applications by Thomas Milne and W. Scott Thompson (the
"Applications")**

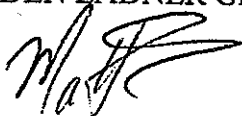
We act in this matter on behalf of Ernst & Young Inc., in its capacity as the court appointed Monitor of OQI.

Further to my discussion with Ms. Gordon, we confirm that Justice Strekaf is available to hear the above Applications at 2:00 p.m. on Wednesday, July 31, 2013. We estimate that no more than one hour for the hearing of the Applications will be required.

Thank you for your assistance in this matter.

Sincerely,

BORDEN LADNER GERVAIS LLP



Per: Matti Lemmens

cc: Ernst & Young Inc.
Neil Narfason

Burns, Figa & Will, PC
Sara Van Deusen / Jennifer Osgood

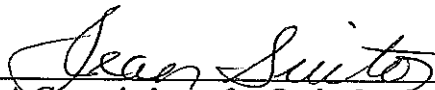
Borden Ladner Gervais LLP
Josef G.A. Krüger, Q.C.

This is Exhibit "D"

referred to in the affidavit of

RHONDA LASTOCKIN

Sworn before me this 29 day of JULY, 2013.


A Commissioner for Oaths for the
Province of Alberta

JEAN MARIE SUTOR
My Commission Expires
February 6 2016

Lastockin, Rhonda

From: Kruger, Josef G. A.
Sent: July-18-13 3:07 PM
To: 'Gorman, Howard' (Howard.Gorman@nortonrosefulbright.com); 'neil.narfason@ca.ey.com' (neil.narfason@ca.ey.com); 'ken.coleman@allenoverly.com' (ken.coleman@allenoverly.com); Cassie.Riglin@ca.ey.com; 'David Pick' (d.pick@scottventuro.com); 'G Wong' (garthwong@shaw.ca); Jonathan.Cho@AllenOverly.com; lisa.kraidin@allenoverly.com; svandeusen@bfiwlaw.com; Jennifer Osgood (josgood@bfiwlaw.com) (josgood@bfiwlaw.com)
Subject: FW: OQI - Application on July 31, 2013 at 2 pm before Justice Strekaf: Affidavit of G. Wong re: Milne/Thompson
Attachments: CAL01-#1366196-v1-Exhibit_A.PDF; CAL01-#1366197-v1-Exhibit_B.PDF; CAL01-#1366198-v1-Exhibit_C.PDF; CAL01-#1366199-v1-Exhibit_E.PDF; CAL01-#1366307-v1-Exhibit_D.PDF; CAL01-#1367883-v1-FILED_Affidavit_of_G_Wong_July_18.pdf

We attach for service on you the filed Affidavit of G. Wong re: Milne/Thompson regarding the applications of Thomas Milne and W. Scott Thompson. The Monitor of OQI, Ernst & Young Inc. will make application on July 31, 2013 at 2:00 pm before Justice Strekaf for the applications to be dismissed.

Josef G.A. Kruger, Q.C.

Partner

T 403 232 9563 | F 403.266 1395 | jkruger@blg.com

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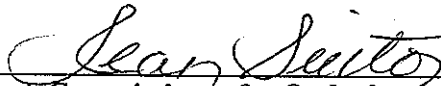
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This is Exhibit "E"

referred to in the affidavit of

RHONDA LASTOCKIN

Sworn before me this 29 day of JULY, 2013.

A handwritten signature in cursive script, reading "Jean Sutor", written over a horizontal line.

**A Commissioner for Oaths for the
Province of Alberta**

JEAN MARIE SUTOR
My Commission Expires
February 6 2014

Lastockin, Rhonda

From: Lastockin, Rhonda
Sent: July-23-13 7:56 AM
To: 'Gorman, Howard' (Howard.Gorman@nortonrosefulbright.com); 'neil.narfason@ca.ey.com' (neil.narfason@ca.ey.com); 'ken.coleman@allenoverly.com' (ken.coleman@allenoverly.com); Cassie.Riglin@ca.ey.com; 'David Pick' (d.pick@scottventuro.com); 'G Wong' (garthwong@shaw.ca); Jonathan.Cho@AllenOverly.com; lisa.kraidin@allenoverly.com; svandeusen@bfglaw.com; Jennifer Osgood (josgood@bfglaw.com) (josgood@bfglaw.com)
Cc: Kruger, Josef G. A.
Subject: OQI - Application re: Milne/Thompson
Attachments: CAL01-#1369354-v1-FILED_Application_re_Dismissal_of_Milne_Thompson_Appli....pdf; CAL01-#1368965-v1-BLG_letter_to_Justice_Strekaf_July_22.pdf
Categories: ECM Bulk

We now enclose a filed copy of the Application, for service upon you.

Rhonda Lastockin

Legal Assistant to Josef G.A. Krüger, Q.C.
and Matti Lemmens

T 403.232.9718 | F 403.266.1395 | M 403.232.9500 rlastockin@blg.com

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From: Kruger, Josef G. A.

Sent: July-18-13 3:07 PM

To: 'Gorman, Howard' (Howard.Gorman@nortonrosefulbright.com); 'neil.narfason@ca.ey.com' (neil.narfason@ca.ey.com); 'ken.coleman@allenoverly.com' (ken.coleman@allenoverly.com); Cassie.Riglin@ca.ey.com; 'David Pick' (d.pick@scottventuro.com); 'G Wong' (garthwong@shaw.ca); Jonathan.Cho@AllenOverly.com; lisa.kraidin@allenoverly.com; svandeusen@bfglaw.com; Jennifer Osgood (josgood@bfglaw.com) (josgood@bfglaw.com)
Subject: FW: OQI - Application on July 31, 2013 at 2 pm before Justice Strekaf: Affidavit of G. Wong re: Milne/Thompson

We attach for service on you the filed Affidavit of G. Wong re: Milne/Thompson regarding the applications of Thomas Milne and W. Scott Thompson. The Monitor of OQI, Ernst & Young Inc. will make application on July 31, 2013 at 2:00 pm before Justice Strekaf for the applications to be dismissed.

Josef G.A. Kruger, Q.C.

Partner

T 403 232 9563 | F 403.266 1395 | jkruger@blg.com

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