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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
<i>In re:</i>	: Chapter 15
	:
OILSANDS QUEST INC.,	: Case No. 12-10476 (MG)
	:
Applicant in Foreign Proceeding.	: (Joint Administration Requested)
	:
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	:
<i>In re:</i>	: Chapter 15
	:
Oilsands Quest Sask Inc.,	: Case No. 12-10477 (MG)
	:
Applicant in Foreign Proceeding.	: (Joint Administration Requested)
	:
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<i>In re:</i>	: Chapter 15
	:
Township Petroleum Corporation,	: Case No. 12-10478 (MG)
	:
Applicant in Foreign Proceeding.	: (Joint Administration Requested)
	:
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<i>In re:</i>	: Chapter 15
	:
Stripper Energy Services Inc.,	: Case No. 12-10479 (MG)
	:
Applicant in Foreign Proceeding.	: (Joint Administration Requested)
	:
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<i>In re:</i>	: Chapter 15
	:
1291329 Alberta Ltd.,	: Case No. 12-10480 (MG)
	:
Applicant in Foreign Proceeding.	: (Joint Administration Requested)
	:
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<i>In re:</i>	: Chapter 15
	:
Oilsands Quest Technology Inc.,	: Case No. 12-10481 (MG)
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Applicant in Foreign Proceeding.	: (Joint Administration Requested)
	:
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<i>In re:</i>	: Chapter 15
	:
1259882 Alberta Ltd.,	: Case No. 12-10482 (MG)
	:
Applicant in Foreign Proceeding.	: (Joint Administration Requested)
	:
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<i>In re:</i>	: Chapter 15
	:
Western Petrochemicals Group	: Case No. 12-10483 (MG)
	:
Applicant in Foreign Proceeding.	: (Joint Administration Requested)
	:
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MOTION PURSUANT TO FED. R. BANKR. P. 1015(b)
FOR ORDER DIRECTING JOINT ADMINISTRATION
OF CASES UNDER CHAPTER 15 OF BANKRUPTCY CODE

Ernst & Young Inc. is the court-appointed monitor (the "**Monitor**") and authorized foreign representative of Oilsands Quest Inc. and certain of its direct and indirect subsidiaries, Oilsands Quest Sask Inc., Township Petroleum Corporation, Stripper Energy

Services Inc., 1291329 Alberta Ltd., Oilsands Quest Technology Inc., 1259882 Alberta Ltd., and Western Petrochemicals Group (collectively, the "**Oilsands Group**") in proceedings (the "**Canadian Proceedings**") under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, pending before the Court of Queen's Bench of Alberta (the "**Alberta Court**"). The Monitor has commenced these chapter 15 cases (the "**Chapter 15 Cases**") ancillary to the Canadian Proceedings by filing *Verified Petitions for Recognition of Foreign Proceedings and Related Relief* (collectively, the "**Chapter 15 Petitions**") with the accompanying documentation required pursuant to sections 1504 and 1515 of title 11 of the United States Code (as amended, the "**Bankruptcy Code**").

By this Motion, the Monitor requests the directing of joint administration of these Chapter 15 Cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. In support thereof, the Monitor respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and section 1501 of the Bankruptcy Code and the "Amending Standing Order of Reference Re: Title 11" of the United States District Court for the Southern District of New York (Preska, C.J.), dated January 31, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P).

2. Venue is proper in this District pursuant to 28 U.S.C. § 1410(2) because there is litigation pending against BQI in this District. Further, establishing venue in this District for the other Chapter 15 Cases of the Oilsands Group generally is also consistent

with the interests of justice and convenience of the parties, having regard to the relief sought by the Monitor, under 28 U.S.C. § 1410(3).

BACKGROUND

1. The Court is respectfully referred to the *Verified Petitions for Recognition of Foreign Proceedings and Related Relief* for a description of the Canadian Proceedings and the Oilsands Group's activities, business, corporate organization, capital structure, and circumstances leading to the filing of the Chapter 15 Cases.

RELIEF REQUESTED

2. By this Motion, the Monitor seeks the entry of an order in the form annexed hereto as Exhibit A, directing the joint administration of the Chapter 15 Cases for procedural purposes only, pursuant to Bankruptcy Rule 1015(b).

3. Bankruptcy Rule 1015(b) provides that if two (2) or more petitions for relief are pending in the same court by or against a debtor and its affiliate, the court may order joint administration of the cases. The members of the Oilsands Group are "affiliates" as that term is defined under section 101(2) of the Bankruptcy Code.

4. Entry of an order directing joint administration of the Chapter 15 Cases will avoid duplicative notices, applications and orders, thereby saving the Foreign Debtors considerable time and expense. The rights of creditors will not be adversely affected because this motion requests only administrative consolidation of the Chapter 15 Cases. The Court will also be relieved of the burden of entering duplicative orders and maintaining duplicative files.

5. Accordingly, the Monitor respectfully requests that the caption of each of the Chapter 15 Cases be modified to reflect the joint administration of these cases, as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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<i>In re:</i>	: Chapter 15
	:
OILSANDS QUEST INC., <i>et.al.</i> ,	: Case No. 12-10476 (MG)
	:
Applicants in Foreign Proceedings.	: (Jointly Administered)
	:
-----	x

6. The Monitor also seeks the Court's direction that the following notation be entered on the docket in each of the Chapter 15 Cases to reflect the joint administration of these cases:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 15 cases of Oilsands Quest Inc., Oilsands Quest Sask Inc., Township Petroleum Corporation, Stripper Energy Services Inc., 1291329 Alberta Ltd., Oilsands Quest Technology Inc., 1259882 Alberta Ltd., and Western Petrochemicals Group, the docket in Case No. 12-10476 (MG) should be consulted for all matters affecting this case.

7. The Monitor requests that the Court grant this Motion without notice to creditors. The Monitor will serve notice of the signed order in accordance with the procedures set forth in the *Motion for Order Specifying Form and Manner of Service of Notice* filed contemporaneously herewith. In light of the nature of the relief requested, the Monitor submits and requests that this Court hold that no further notice is required.

8. No previous Motion for the relief sought herein has been made by the Monitor to this or any other court.

WHEREFORE, the Monitor respectfully requests that the Court grant the motion and order the joint administration of the Chapter 15 Cases pursuant to Bankruptcy Rule 1015(b) and such other and further relief as it deems just and proper.

Dated: New York, New York
February 7, 2012

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EXHIBIT A