ALLEN & OVERY LLP
Ken Coleman
Jonathan Cho
1221 Avenue of the Americas
New York, New York 10020
Telephone: (212) 610-6300

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	Chapter 15
OILSANDS QUEST INC.,	Case No. 12-_____ (___)
Applicant in Foreign Proceeding.	(Joint Administration Requested)

In re:	Chapter 15
Oilsands Quest Sask Inc.,	Case No. 12-_____ (___)
Applicant in Foreign Proceeding.	(Joint Administration Requested)

In re:	Chapter 15
Township Petroleum Corporation,	Case No. 12-_____ (___)
Applicant in Foreign Proceeding.	(Joint Administration Requested)

In re:	Chapter 15
Stripper Energy Services Inc.,	Case No. 12-_____ (___)
Applicant in Foreign Proceeding.	(Joint Administration Requested)

In re:	Chapter 15
1291329 Alberta Ltd.,	Case No. 12-_____ (___)
Applicant in Foreign Proceeding.	(Joint Administration Requested)

In re:	Chapter 15
Oilsands Quest Technology Inc.,	Case No. 12-_____ (___)
Applicant in Foreign Proceeding.	(Joint Administration Requested)

In re:	Chapter 15
1259882 Alberta Ltd.,	Case No. 12-_____ (___)
Applicant in Foreign Proceeding.	(Joint Administration Requested)

In re:	Chapter 15
Western Petrochemicals Group	Case No. 12-_____ (___)
Applicant in Foreign Proceeding.	(Joint Administration Requested)

VERIFIED PETITIONS FOR RECOGNITION OF FOREIGN PROCEEDINGS AND RELATED RELIEF

Ernst & Young Inc. is the court-appointed monitor (the "**Monitor**") and authorized foreign representative of Oilsands Quest Inc. ("**BQI**") and certain of its direct and indirect subsidiaries, Oilsands Quest Sask Inc. ("**Sask**"), Township Petroleum Corporation ("**Township**"), Stripper Energy Services Inc. ("**Stripper**"), 1291329 Alberta Ltd. ("**129**"), Oilsands Quest Technology Inc. ("**Tech**"), 1259882 Alberta Ltd. ("**125**"), and Western Petrochemicals Group ("**Western**," and together, the "**Oilsands Group**") in proceedings (the "**Canadian Proceedings**") under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (as amended, the "**CCAA**"), pending before the Court of Queen's Bench of Alberta (the "**Alberta Court**"). The Monitor has commenced these chapter 15 cases ancillary to the Canadian Proceedings and respectfully files these *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**") seeking the entry of an order (i) recognizing the Canadian Proceedings as "foreign main proceedings" under section 1517 of the Bankruptcy Code, (ii) giving full force in the United States to the Initial Order of the Alberta Court dated November 29, 2011 (the "**Initial Order**") and the order of the Alberta Court dated December 20, 2011 (the "**December 20 Order**"), including any extensions or amendments thereof authorized by the Alberta Court (collectively, the "**Alberta Orders**"), and (iii) staying certain proceedings against McDaniels & Associates Consulting Ltd., a former consultant to the Oilsands Group ("**McDaniels**").[1]

In support of the Chapter 15 Petitions, the Monitor respectfully states 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

[1] The Initial Order and the December 20 are annexed as Exhibits A and B respectively to the declaration of Ken Coleman sworn to February 6, 2012 and filed contemporaneously herewith (the "**Coleman Declaration**").

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) and (3) because the Oilsands Group does not have a place of business or assets in the United States, there is litigation pending against BQI in this District, and placing venue in this District will thereby be consistent with the interests of justice and convenience for the other members of the Oilsands Group, having regard to the relief sought by the Monitor.

3. The statutory predicates for the relief requested herein are sections 1504, 1507, 1509, 1515, 1517, 1520, 1521, and 105(a) of the Bankruptcy Code.

PRELIMINARY STATEMENT

4. The Oilsands Group is a development stage company based in Alberta, Canada which explores and develops natural resource properties in Alberta and Saskatchewan. The company has thus far not received any revenue from its natural resource properties, and none of its estimated resources have been classified as proved reserves. Further, substantial additional exploration and development will be necessary to establish proved reserves and to facilitate production, if any, from such estimated resources. As a result, the Oilsands Group cannot monetize its asset value and is currently unable to pay its obligations generally as they become due.

5. On November 28, 2011, after exploring several strategic alternatives and transactions, certain of the Oilsands Group companies commenced the Canadian Proceedings in the Alberta Court in order to provide the Oilsands Group with the protection needed to reorganize its financial affairs and thereby maximize the recovery for all stakeholders.

125 and Western, two inactive direct subsidiaries of BQI, were subsequently added as applicants to the Canadian Proceedings by further order of the Alberta Court on December 20, 2011. Pursuant to the Initial Order, the Oilsands Group continues to manage its properties and operate its businesses under the supervision of the Alberta Court. In aid of such reorganization efforts, the Monitor seeks recognition of the Canadian Proceedings as "foreign main proceedings," enforcement of the Alberta Orders in the United States, and to stay certain proceedings against McDaniels relating to McDaniels' employment as consultant to the Oilsands Group.

6. For a complete description of the Oilsands Group's business, business, corporate organization, capital structure, and circumstances leading to the Canadian Proceedings, the court is respectfully referred to the *Affidavit of Garth Wong* in support of the application of BQI, Sask, Township, Stripper, 129, and Tech under the CCAA, sworn to and submitted to the Alberta Court on November 28, 2011 (the "**Wong Affidavit**"), the First Report of the Monitor dated December 15, 2011 (the "**1st Monitor's Report**"), and the Second Report of the Monitor dated January 5, 2012 (the "**2nd Monitors Report**"). These documents are annexed as Exhibits C, D, and E respectively to the Coleman Declaration. These and other documents relating to the Canadian Proceedings are also available on the Monitor's website at www.ey.com/ca/oilsandsquest.

BACKGROUND

The Oilsands Group

7. *Incorporation*. BQI was initially incorporated under the laws of Colorado on April 3, 1998 as "Uranium Power Corporation," subsequently changing its name on November 2, 2004 to "CanWest Petroleum Corporation" and again, on October 31, 2006, to

"Oilsands Quest Inc." The common shares of BQI were previously traded on the New York Stock Exchange under the trading symbol "BQI."[2] All other members of the Oilsands Group were incorporated at varying times pursuant to the *Alberta Business Corporations Act*, R.S.A. 2000 c. B-9. *See* Wong Affidavit ¶¶ 3-9.

8. *Corporate Structure*. BQI is the ultimate parent of the Oilsands Group. Other than Sask and Stripper, all members of the Oilsands Group are wholly owned subsidiaries of BQI. In addition, BQI owns 100% of the voting and equity shares of Sask, which is in turn the sole owner of Stripper.[3] Other than BQI, the members of the Oilsands Group are generally single-purpose entities that either hold permits, leases, or licenses for the exploration and development of natural resource properties or own facilities, equipment, or technology relating to such activities. All operations of the Oilsands Group are administered through BQI, and indeed, all employees and senior management of the Oilsands Group are directly employed by BQI. *See* Wong Affidavit ¶¶ 3-9.

9. *The Oilsands Group's Business and Property.* The Oilsands Group is a development stage company which holds certain permits, licenses, and leases allowing it to explore and develop natural resource properties in Alberta and Saskatchewan. Its principal assets in this regard are: (i) two 15 year leases covering 43,088 acres in north-western Saskatchewan (the "**Axe Lake Leases**"); (ii) three permits covering 55,667 acres in Alberta that are due to expire in March and May of 2012 (the "**Raven Ridge Permits**"); (iii) two permits covering 45,546 acres in Alberta that are due to expire on March 31, 2013 (the "**Wallace Creek**

[2] On November 29, 2011, the NYSE Amex halted trading in the common shares of BQI, and such shares will remain suspended until either a delisting occurs or the resumption of trading is permitted. BQI has been granted an extension until February 17, 2012 to regain compliance with the listing standards of the NYSE Amex.

[3] Other shareholders own shares in a class of non-voting preferred exchangeable shares of Sask, which are exchangeable on a on a one-for-one basis for shares of common stock in BQI.

Permits"); (iv) an oil sands lease covering property in Alberta (the "**Eagles Nest Lease**"); and (v) an exploration permit covering 405,961 acres in Saskatchewan (the "**Saskatchewan Oil Shale Permit**"). In addition to the foregoing, the Oilsands Group owns various assets and facilities under construction and a camp on its Axe Lake Leases. *See* Wong Affidavit ¶¶ 11-18.

Litigation in the United States

10. The Oilsands Group, as well as certain current and former directors and officers and consultants thereof, are currently party to three litigations in the United States.

11. On February 24, 2010, a shareholder derivative action entitled *Make a Difference Foundation Inc. v. Hopkins, et al.*, Case No. 10-CV-00408, was filed in the United States District Court for the District of Colorado (the "**Colorado District Court**") alleging wrongdoing and breaches of fiduciary duty on the part of certain former directors and officers of the Oilsands Group (the "**Colorado Federal Action**"). In addition, BQI is named as a nominal defendant. In mid to late 2011, the parties negotiated and agreed to a proposed settlement, a hearing for court approval of which is currently scheduled for February 24, 2012.

12. On February 24, 2011, a putative securities class action entitled *Rubenstein v. Oilsands Quest Inc. et al.*, Case No. 11-CV-1288 (JSR), was filed in the United States District Court for the Southern District of New York alleging claims of security fraud under section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder, as well as control person liability for such fraud under section 20 of the same Act (the "**SDNY Action**"). The named defendants include BQI, certain former and current directors and officers of the Oilsands Group, and McDaniels, a consulting firm previously employed by the Oilsands Group. Lead Plaintiffs in the case were appointed on March 23, 2011, and the SDNY Action is currently in discovery.

13. On April 13, 2011, a shareholder derivative action entitled *Proctor v. Wilson, et al.*, Case No. 2011CV2769 was filed in the District Court for Denver County, Colorado, alleging wrongdoing and breaches of fiduciary duty on the part of certain former directors and officers of the Oilsands Group. In addition, BQI is named as a nominal defendant. On December 1, 2011, the plaintiff requested and was granted a stay of the case in order to ascertain whether the derivative claims are property of the Oilsands Group subject to the Canadian Proceedings.

Events Leading to the Canadian Proceedings

14. To date, the Oilsands Group has not received any revenue from its natural resource properties, and none of its estimated resources have been classified as proved reserves. Moreover, developing the infrastructure necessary to begin heavy oil production and realize on its assets would require substantial additional investment in the form of exploration and development. Because the majority of the Oilsands Group's asset value consists of long term, heavy oil production reserves of this nature which cannot easily be monetized, the Oilsands Group is currently unable to pay its obligations as they come due and is insolvent on that basis. *See* Wong Affidavit ¶ 26.

15. On August 27, 2010, the Oilsands Group initiated a formal process to explore strategic alternatives for enhancing shareholder value, including strategic financing opportunities, asset divestitures, joint ventures, and a corporate sale, merger, or other business combination. Despite many initial expressions of interest and exploratory conversations with a number of potential counterparties, the Oilsands Group did not ultimately receive any proposals and abandoned this process in June of 2011. *See* Wong Affidavit ¶¶ 27-29.

16. The Oilsands Group subsequently attempted to raise the funds necessary to develop its assets by commencing, on July 18, 2011, a rights offering under which existing shareholders were given the right to purchase additional shares in BQI. However, this process was terminated on September 12, 2011, because negotiations with a potential purchaser of the Wallace Creek Permits had reached an advanced stage and their sale would significantly alter the use of proceeds from that described in the rights offering prospectus. Moreover, the Oilsands Group did not believe that a full subscription would be achieved through the rights offering. *See* Wong Affidavit ¶ 30.

17. Shortly thereafter, on September 25, 2011, the Oilsands Group entered into a non-binding Letter of Intent to sell the Wallace Creek Permits to a third party for a total consideration of $60 million, which would have provided the Oilsands Group with capital to further develop its largest and most advanced assets, the Axe Lake Leases. Completion of the transaction was subject to a number of terms and conditions which, with the exception of BQI shareholder approval, were to be completed by October 31, 2011. Negotiations were terminated after BQI and the prospective purchaser could not agree on the terms by which to extend this deadline to January 31, 2012.

The Canadian Proceedings

18. On November 28, 2011, BQI, Sask, Township, Stripper, 129, and Tech commenced the Canadian Proceedings by filing an application with the Alberta Court. On November 29, 2011, the Alberta Court entered the Initial Order, which, among other things (i) appointed the Monitor; (ii) approved a Key Employee Retention Plan; and (iii) stayed all proceedings against the Oilsands Group and the Monitor, as well as certain proceedings against former, current, or future directors of officers of the Oilsands Group, until December 21, 2011.

19. The Alberta Court later entered the December 20 Order, which, among other things: (i) extended the stay provided in the Initial Order to February 17, 2012; (ii) approved the addition of 125 and Western as applicants in the Canadian Proceedings; (ii) lifted the Stay solely to allow the settlement of the Colorado Federal Action to go forward and for such settlement to be approved by the Colorado District Court.

20. Most recently, on January 11, 2012, the Alberta Court entered an order allowing the company to engage TD Securities Inc. as financial advisor and approving a process for the solicitation of offers to acquire, restructure, or recapitalize the business of the Oilsands Group.

21. A hearing before the Alberta Court on the Oilsands Groups' application for further extension of the stay is currently scheduled for February 16, 2012. In the circumstances, the Monitor knows of no reason why the Alberta Court would refuse further extension of the stay. Further, the Oilsands Group has obtained an offer of debtor-in-possession financing in an amount of CAD $ 3,750,000 and will also be applying to the Alberta Court for approval of such financing.

CENTER OF MAIN INTEREST OF OILSANDS

22. The Oilsands Group is a highly centralized business. As noted above, the operations of the entire Oilsands Group are administered through BQI and BQI is the direct employer of all senior management and employees of the Oilsands Group. Costs and other expenses are satisfied through intercompany transfers among the various entities.

23. Though BQI is incorporated in Colorado, its operations- and, thus, the operations of the entire Oilsands Group- are all based in Alberta. The headquarters, executive

offices, and principal street address for BQI and for each other member of the Oilsands Group are located in Suite 800, 1333 8th Street S.W., Calgary, Alberta, T2R 1M6, Canada. All members of the Oilsands Group's three-person senior management team are based in Alberta, and more generally, the nineteen employees and contractors of the Oilsands Group are all employed in Canada. By contrast, BQI has no operations in Colorado and indeed, the Oilsands Group does not have a place of business in the United States.[4] All of the decisionmaking and corporate functions of BQI and of the Oilsands Group are located in Alberta, and therefore the center of main interests of the Oilsands Group is Alberta, Canada.

24. Further, the principal assets of the Oilsands Group are permits, licenses, and leases relating to natural resource properties in Alberta and Saskatchewan. Thus, all substantive property of the Oilsands Group generally is located in Canada. Moreover, at an entity by entity level, the primary assets of each member of the Oilsands Group are also located in Canada. For instance, BQI's is the 100% owner of its various subsidiaries, all of which are incorporated in Alberta. Township's primary asset is the Eagles Nest Lease in the Province of Alberta. Likewise, Sask's primary assets, either directly or through Stripper, are oil sands exploration permits, licenses, and leases in Alberta and Saskatchewan. 129 owns assets related to camp facilities and equipment, while Tech was primarily incorporated to assess technologies related to bitumen and shale oil extraction. 125 and Western are largely inactive.

25. Finally, with the exception of certain payables to regulators and consultants based in the United States, as well as the shareholder litigations in New York and Colorado, all liabilities of the Oilsands Group are to suppliers and creditors in Canada.

[4] BQI's only presence in Colorado is the maintenance of a registered agent for service purposes.

26. Accordingly, the center of main interests for BQI and the other companies in the Oilsands Group is Alberta, Canada, the jurisdiction of the Canadian Proceedings.

RELIEF SOUGHT

27. By these Chapter 15 Petitions, the Monitor seeks the following relief:

(A) recognition pursuant to section 1517 of the Bankruptcy Code of the Canadian Proceedings as "foreign main proceedings" as defined in section 1502(4) of the Bankruptcy Code;

(B) all relief afforded foreign main proceedings automatically upon recognition pursuant to section 1520 of the Bankruptcy Code, including, without limitation, application of the stay imposed by section 362 of the Bankruptcy Code;

(D) enforcement of the Alberta Orders in the United States pursuant to section 1509 of the Bankruptcy Code;

(E) a stay of all proceedings against McDaniels & Associates Consulting Ltd. relating to its employment by the Oilsands Group; and

(F) such other and further relief as is appropriate under the circumstances pursuant to sections 1521, 1507, 1509, and 105(a) of the Bankruptcy Code.

BASES FOR SUCH RELIEF

Recognition of Canadian Proceedings

28. For the reasons more fully discussed in the Memorandum of Law filed contemporaneously herewith, the Canadian Proceedings are entitled to recognition under section 1517 of the Bankruptcy Code because:

(A) the Canadian Proceedings are (i) "foreign proceedings" within the meaning of section 101(23) of the Bankruptcy Code and (ii) "foreign main proceedings" within the meaning of section 1502(4) of the Bankruptcy Code because the Canadian Proceedings are pending in the location of the center of main interests for each member of the Oilsands Group;

(B) the Monitor is a "foreign representative" within the meaning of section 101(24) of the Bankruptcy Code; and

(C) the Chapter 15 Petitions meet the requirements of section 1515 of the Bankruptcy Code.

29. Moreover, recognizing the Canadian Proceedings would not be manifestly contrary to the public policy of the United States, as prohibited by section 1506 of the Bankruptcy Code. In fact, granting recognition will promote the United States public policy of respecting foreign proceedings as articulated in, *inter alia*, sections 1501(a) and 1508 of the Bankruptcy Code and further cooperation between courts to the maximum extent possible as mandated by section 1525(a) of the Bankruptcy Code. Thus, the conditions for mandatory recognition of the Canadian Proceedings under section 1517 of the Bankruptcy Code have been satisfied.

Enforcement of Alberta Orders

30. In connection with the recognition of the Canadian Proceedings as "foreign main proceedings," the Monitor seeks an order enforcing the Alberta Orders, and any extensions or amendments thereof authorized by the Alberta Court, in the United States under sections 1507 and 1509 of the Bankruptcy Code.

31. Among other things, the Initial Order stays the commencement or continuation of proceedings against the Oilsands Group, any business or property of the Oilsands Group, or the Monitor. Further, paragraph 19 of the Initial Order extends such stay to certain actions that may be brought against former, current, or future directors or officers of the Oilsands Group, providing that:

> Except as permitted by subsection 11.03(2) of the CCAA and paragraph 15 of [the Initial Order], no Proceeding may be commenced or continued against any of the former, current or future directors or officers of the [Oilsands Group] with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of the [Oilsands Group] whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations . . . .

Initial Order ¶ 19. The December 20 Order modifies the relief granted in the Initial Order to, among other things, extend the stay provided therein through February 17, 2012, create an exception thereto for the settlement of the Colorado Federal Action, and add 125 and Western as applicants in the Canadian Proceedings.

32. Section 1509 of the Bankruptcy Code provides that, if the court grants recognition under section 1517, and subject to any limitations that the court may impose consistent with the policy of [chapter 15] . . . a court in the United States shall grant comity or cooperation to the foreign representative." 11 U.S.C. § 1509(b)(3). Moreover, section 1525(a) of

the Bankruptcy Code provides that, "consistent with section 1501, the court shall cooperate to the maximum extent possible with a foreign court or a foreign representative." 11 U.S.C. §§ 1525(a) and 1501.

33. By the Initial Order, the Alberta Court expressly authorized the Monitor to seek such relief in this Court as necessary to give effect to the Initial Order in the United States. *See* Initial Order ¶ 45. Moreover, the Alberta Court expressly requested the assistance of courts in the United States through the following provision of the Initial Order:

> [The Alberta Court] hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the [Oilsands Group], the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the [Oilsands Group] and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the [Oilsands Group] and the Monitor and their respective agents in carrying out the terms of this Order.

Initial Order ¶ 44. The Monitor believes that enforcement of the Alberta Orders in connection with the recognition of the Canadian Proceedings is necessary to give effect to such orders in the United States. Thus, in addition to the reasons set forth above, this Court should give full force and effect in the United States to the Alberta Orders under well-established principles of international comity and pursuant to sections 1501, 1509, and 1525 of the Bankruptcy Code.

Stay of Proceedings McDaniels & Associates Consulting Ltd. Oilsands Group

34. The Initial Order, as discussed above, provides a stay of certain proceedings against current and former directors and officers of the Oilsands Group. However, such stay does not extend to other third parties such as McDaniels, a former consultant to the Oilsands Group that is currently a named defendant in the SDNY Action. McDaniels is entitled

to claim indemnification from BQI for liability arising out of its employment as consultant to the company, and thus any proceedings against McDaniels relating to such employment are in effect proceedings against the Oilsands Group.[5]

35. Section 1507 of the Bankruptcy Code provides that, "if recognition is granted," a court "may provide additional assistance to a foreign representative under this title or under other laws of the United States. 11 U.S.C. § 1507. Similarly, section 1521(a) of the Bankruptcy Code provides that, upon recognition of a foreign proceeding, and "where necessary to effectuate the purpose of this chapter and to protect the assets of the debtor or the interests of any creditors, the court may grant any appropriate relief . . . ." 11 U.S.C. § 1521. Such relief includes, among other things, "granting any additional relief that may be available to a trustee," with certain exceptions that are not relevant here. *Id*. Finally, section 105(a) of the Bankruptcy Code allows the Court to "issue any order… necessary or appropriate to carry out the provisions of [title 11]."

36. As more fully discussed in the accompanying Memorandum of Law, in both plenary bankruptcy cases and cases under chapter 15, courts have stayed proceedings against non-debtor third parties where the debtor was the true party in interest due to the presence of indemnification rights. Both of these concerns are implicated here, as litigation against McDaniels relating to its employment as a consultant to the Oilsands Group threatens to increase the liabilities of BQI. Accordingly, this Court should enter an order staying the commencement or continuation of such proceedings against McDaniels for the duration of the Canadian Proceedings.

[5] Copies of the engagement agreements dated March 19, 2008 and September 29, 2008 between BQI and McDaniels are attached to the Coleman Declaration as Exhibits F and G respectively. The applicable indemnification provisions are contained in paragraph 4 of each agreement.

CONCLUSION

WHEREFORE, the Monitor respectfully requests that this Court grant these Chapter 15 Petitions and enter an order in the form attached hereto as Exhibit A recognizing the Canadian Proceedings as "foreign main proceedings," enforcing the Alberta Orders in the United States, staying the commencement or continuation of certain proceedings against McDaniels, and granting such other relief as is appropriate under the circumstances.

Dated: New York, New York
February 6, 2012

ALLEN & OVERY LLP

/s/ Ken Coleman

Ken Coleman
Jonathan Cho
1221 Avenue of the Americas
New York, New York 10020
Telephone (212) 610-6300
Facsimile (212) 610-6399
ken.coleman@allenovery.com
jonathan.cho@allenovery.com

Attorneys for Ernst & Young Inc., as Monitor and Foreign Representative of the Oilsands Group

VERIFICATION

Pursuant to 28 U.S.C. § 1746, Neil Narfason declares as follows:

I am a Senior Vice-President and duly authorized agent of Ernst & Young Inc., which was appointed as the monitor and authorized to act as foreign representative 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. I have full authority to verify the foregoing Verified Petitions For Recognition of Foreign Proceedings (the "**Petitions for Recognition**"). I have read the foregoing Petitions For Recognition, and am informed and do believe that the allegations contained therein are true and accurate to the best of my knowledge, information, and belief.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this ____ day of February, 2012, in _______________________

_____________________________.
Neil Narfason
Senior Vice-President
Ernst & Young Inc.

EXHIBIT A