

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-36, as amended

AND IN THE MATTER OF DARIAN RESOURCES LTD.;
AND IN THE MATTER OF BOWVIEW PETROLEUM LTD.

NOTICE OF MOTION

TAKE NOTICE that an application will be made on behalf of CFR Chemicals Inc. ("CFR"), before the Honourable Madam Justice B.E.C. Romaine in Chambers, at the Calgary Courts Centre, in the City of Calgary, in the Province of Alberta on Wednesday, September 15, 2010, at 2:00 p.m., or so soon thereafter as counsel may be heard for:

1. An Order deeming service of this Notice of Motion and the Affidavit of Tomas Marshall, sworn August 6, 2010, filed, good and sufficient;
2. An Order approving the late filing of CFR's claim against Darian Resources Ltd. ("Darian") in the amount of \$38,563.75;
3. An Order declaring CFR to be an Affected Creditor pursuant to Darian's Plan of Arrangement;
4. An Order authorizing and directing Darian to pay CFR's proven claim in the amount of \$38,563.75 plus interest, in accordance with the terms of Darian's Plan of Arrangement;
5. Such further and other relief as to this Honourable Court may seem just and appropriate.

AND FURTHER TAKE NOTICE that at the hearing of this application, Rule 548 and other applicable Rules of the *Alberta Rules of Court* will be referred to, along with the Affidavit

of Tomas Marshall, sworn August 6, 2010, filed, and such further and other materials as counsel may advise and this Honourable Court may permit.

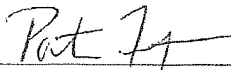
AND FURTHER TAKE NOTICE that CFR relies on the following grounds in support of the application:

1. As of February 1, 2010, Darian was indebted to CFR in the amount of \$38,563.75, in respect of invoices rendered by CFR to Darian from October 1, 2009 through February 1, 2010;
2. CFR was known by Darian and by the Monitor in this proceeding (Hardie & Kelly Inc.) to be a creditor of Darian, as of February 2010;
3. CFR did not receive a claim package, in respect of the submission of claims by Darian's creditors;
4. CFR became aware in early July 2010 that matters in this proceeding had been finalized. Since then, CFR contacted Darian and Hardie & Kelly Inc. to inquire about getting CFR's invoices paid, but to date CFR has not been able to obtain payment for those invoices;
5. There will be no prejudice to Darian in paying CFR's claim pursuant to the Plan of Arrangement that has been approved by Darian's creditors and by this Honourable Court, as:
 - (a) The total amount owing to CFR by Darian, \$38,563.75, is only about 0.05% of the total of all creditors' claims against Darian, and only about 0.5% of the total of the claims of Darian's Affected Creditors;
 - (b) Pursuant to Darian's Plan of Arrangement all Darian's Affected Creditors were to be paid 100% of the amounts owing to them, and accordingly Darian most likely had sufficient resources to also pay 100% of CFR's claim (had CFR received the claim package and submitted its claim, as CFR intended to do had the claim package been received by CFR);
 - (c) Darian remains able to pay the full amount of CFR's claim, and doing so would not have any significant effect, or any effect at all, on Darian's ability to continue as a going concern thereafter;

6. CFR is itself in some financial difficulty. While the amount owing by Darian to CFR will not by itself determine whether CFR is able to continue as a going concern, CFR's ability to continue as a going concern depends in part on CFR's ability to collect on accounts receivable that are owing to CFR by various customers including Darian.
7. Such further grounds as may be advanced at the hearing of the application.

DATED at the City of Calgary, in the Province of Alberta, this 13th day of August, 2010.

BURSTALL WINGER LLP

Per: 
PATRICK D. FITZPATRICK
Solicitors for CFR Chemicals Inc.

TO: THE CLERK OF THE COURT

AND TO: SERVICE LIST

Action No: 1001-02216

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