

CANADA SOUTHERN PETROLEUM LTD

Form SC TO-T/A

July 31, 2006

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE TO/A  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
Amendment No. 5**

**CANADA SOUTHERN PETROLEUM LTD.**  
(Name of Subject Company)  
**CANADIAN SUPERIOR ENERGY ACQUISITIONS INC.,**  
a wholly-owned subsidiary of  
**CANADIAN SUPERIOR ENERGY INC.**  
(Name of Filing Persons)

**Common Shares**  
(Title of Class of Securities)  
**135231-10-8**  
(CUSIP Number of Class of Securities)

**Gregory S. Noval**  
**Chief Executive Officer**  
**Suite 3300, 400 3rd Avenue, SW**  
**Calgary, Alberta Canada T2P 4H2**  
**(403) 294-1411**  
(Name, address and telephone number of person authorized to  
receive notices and communications on behalf of filing person)

Copies to:

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This Amendment No. 5 amends and supplements the tender offer statement on Schedule TO (the "Schedule TO") filed with the U.S. Securities and Exchange Commission on June 19, 2006 by (i) Canadian Superior Energy Acquisitions Inc., a corporation incorporated under the laws of the Province of Alberta, Canada, which is a wholly-owned subsidiary of Canadian Superior Energy Inc., a corporation incorporated under the laws of the Province of Alberta, Canada ("Canadian Superior"), and (ii) Canadian Superior.

The Schedule TO relates to the offer by Canadian Superior to purchase all of the issued and outstanding common shares (including the common shares that become outstanding upon the exercise of options to acquire common shares) of Canada Southern Petroleum Ltd., at a price per share of:

- (a) Cdn\$2.50, in cash; and
- (b) 2.75 Canadian Superior common shares.

The offer is subject to the terms and conditions set forth in the Offer and Circular, dated June 16, 2006, and the related Letter of Transmittal, copies of which were filed as exhibits to the Schedule TO.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is amended and supplemented by adding the following:

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                                      |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.1               | Press release of Canadian Superior, dated July 28, 2006, incorporated by reference to Canadian Superior's filing pursuant to Rule 425 on July 31, 2006. |

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 31, 2006

**CANADIAN SUPERIOR ENERGY  
ACQUISITIONS INC.**

By: /s/ Ross A. Jones  
Name: Ross A. Jones  
Title: Chief Financial Officer

**CANADIAN SUPERIOR ENERGY INC.**

By: /s/ Ross A. Jones  
Name: Ross A. Jones  
Title: Chief Financial Officer