

**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. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
TRIDENT EXPLORATION CORP. ULC, FORT ENERGY CORP. ULC, FENERGY
CORP. ULC, 981384 ALBERTA LTD., 981405 ALBERTA LTD., 981422 ALBERTA LTD.,
TRIDENT RESOURCES CORP., TRIDENT CBM CORP., AURORA ENERGY LLC.,
NEXGEN ENERGY CANADA, INC. AND TRIDENT USA CORP.**

NOTICE OF MOTION

TAKE NOTICE that an application will be made on behalf of Nexen Inc. (“Nexen”) before the Honourable Justice B.E.C. Romaine in Chambers on October 6, 2009 at 8:30 in the forenoon, or so soon thereafter as counsel may be heard, at the Court of Queen's Bench in the Judicial District of Calgary, for the following relief:

1. declaring service of notice of this application and the supporting materials to be good and sufficient, and abridging the time thereof, if necessary;
2. seeking an order authorizing Nexen to remit amounts owing by it to Fort Energy Corp. ULC (“**Fort Energy**”) net of amounts owing to Nexen by Fort Energy to the monitor, FTI Consulting Corp ULC, (the “**Monitor**”) pending a final arrangement between the parties or a further order of this Court;
3. declaring that amounts paid to the Monitor are deemed to discharge Nexen’s payment obligations; and
4. granting such further and other relief as counsel may advise and this Honourable Court deems just.

AND FURTHER TAKE NOTICE that the grounds for the within application are as follows:

1. Nexen and Fort Energy are parties to an Earning and Joint Operating Agreement, and AMI. The parties conduct joint oil and gas operations on approximately 350 sections of land located in the Fort Assiniboine area of Alberta (the “**Lands**”).
2. Liens are being registered on the Lands as a result of the applicants’ failure to discharge their obligations to suppliers.
3. In the circumstances, it is appropriate that Nexen be assured that the funds its remits to the applicants be used for the stated purpose. It is also appropriate that the applicants continue to remit their share of the funds owing so as to ensure no further liens are filed against the Lands.
4. Paragraph 51 of the Initial Order.
5. Such further and other grounds as counsel may advise and this Honourable Court may permit.

AND FURTHER TAKE NOTICE that in support of this application counsel for Nexen will rely on the following:

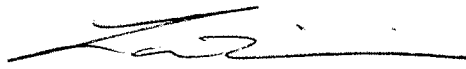
1. the Affidavit of David Hollenzer, filed;
2. the Petition dated September 8, 2009;
3. the Initial Order;
4. the Affidavit of Todd A. Dillabough, sworn September 8, 2009;
5. the pleadings and other materials filed herein; and

6. such further and other material as counsel may advise and this Honourable Court may allow.

DATED at the City of Calgary, in the Province of Alberta, this 5th day of October, 2009.

DAVIS LLP

Per:



for Larry Robinson, Q.C.
Counsel for Nexen Inc.

TO: Clerk of the Court

AND TO: The Attached Service List.

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TRIDENT RESOURCES CORP., TRIDENT CBM CORP., AURORA ENERGY LLC.,
NEXGEN ENERGY CANADA, INC. AND TRIDENT USA CORP.**

SERVICE LIST

LAST UPDATED: OCTOBER 2, 2009

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981405 ALBERTA LTD., 981422
ALBERTA LTD., TRIDENT RESOURCES
CORP., TRIDENT CBM CORP., AURORA
ENERGY LLC., NEXGEN ENERGY
CANADA, INC. AND TRIDENT USA
CORP.**

NOTICE OF MOTION

Davis LLP

Barristers and Solicitors
1000, 250 - 2nd Street S.W.
Calgary, Alberta T2P 0C1

Larry Robinson, Q.C.

Phone: (403) 698-8715
Fax: (403) 697-6609
Email: larry.robinson@davis.ca

File No. 76439-1

Action No: 0901-13483
Deponent: David Hollenzer
Date Sworn: October 5, 2009

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LTD., TRIDENT RESOURCES CORP., TRIDENT CBM CORP., AURORA ENERGY
LLC., NEXGEN ENERGY CANADA, INC. AND TRIDENT USA CORP.**

AFFIDAVIT OF DAVID HOLLENZER

I, David Hollenzer, of the City of Calgary, in the Province of Alberta, **MAKE OATH
AND SAY THAT:**

1. I am the Manager, Land and Joint Venture, Canadian Division, of Nexen Inc. ("**Nexen**"), a company registered and carrying on business in Canada whose shares trade on the Toronto Stock Exchange and the New York Stock Exchange. As such, I have knowledge of the matters to which I hereinafter depose and, unless I indicate to the contrary, the facts herein are within my personal knowledge and are true. Where I have indicated that I have obtained information from other sources, I believe those facts to be true.
 - A. **The Nexen and Fort Energy JOA**
2. Nexen and Fort Energy Corp. ULC ("**Fort Energy**") are parties to an Earning and Joint Operating Agreement, and AMI dated November 9, 2001 (the "**JOA**"). Nexen, Trident Exploration Corp. and Fort Energy are parties to other agreements but the bulk of the jointly owned property and joint operations are conducted under the JOA. Nexen and Fort Energy conduct joint oil and gas operations on approximately 350 sections of land located in the Fort Assiniboine area of Alberta (the "**Lands**"). Fort Energy is the operator

of certain of the Lands under the JOA known as Thunder and Corbett. Nexen is the operator of other Lands under the JOA known as Doris and Doris East. Nexen and Fort Energy each take their respective share of production in kind. Each of Nexen and Fort, in their capacities as operator of certain of the Lands, incurs expenses for the joint account. Each party then bills the other for their share of the expenses incurred in the previous month through a joint interest billing mechanism (the "JIBs").

3. Settlement of the JIB's historically has been made prior to payment of the trades, lessors, royalty holders and other joint account creditors by the operator and while the joint owned properties are exposed to potential lien claims. The net amount of any JIB's in any month may be in favour of Nexen or Fort Energy.
4. To date, Nexen has spent in excess of \$500 million (CDN) in conducting exploration and production operations in respect of the Lands.
5. As set out in paragraph 28 of the affidavit of Todd A. Dillabough (filed by the applicants in support of the Initial Order) the JOA is a material agreement.

B. The Insolvency of Fort Energy

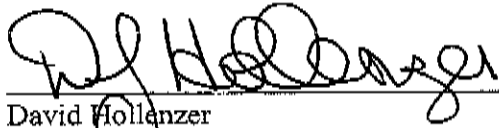
6. The insolvency of Fort Energy and its CCAA filing presents considerable concerns for Nexen. The Initial Order authorizes, *inter alia*, Trident Canada, as defined therein, to (a) make unlimited cash transfers to Trident US to fund the restructuring; and (b) maintain the use of its existing cash management system.
7. The Fort Energy generated JIB's for September 2009 require that Nexen pay Fort Energy approximately CDN \$2.5 million while the Nexen generated JIB's for September 2009 require that Fort Energy pay Nexen approximately CDN \$519,000.
8. Nexen's concerns are significant given that, by way of letter dated September 11, 2009, Trident Canada advised its suppliers that it would not honour its pre-filing obligations to same and as of October 1, 2009, approximately 53 liens had been registered on the Lands. Nexen is concerned that any funds paid by it in respect of the September JIB issued by

Fort Energy will not be used in the manner expressly provided for in Clause 507 of the 1990 CAPL Operating Procedure attached to and made a part of the JOA which provides that funds provided by a Joint Operator to the Operator shall be deemed to be trust funds and shall be applied only to their intended use and shall in no way be deemed to be funds belonging to the Operator, other than in its capacity as the Joint Operator's trustee. A copy of the September 11, 2009 letter is attached as **Exhibit "A"**.

C. Nexen Seeks a Practical Business Solution

- 9. In an effort to reach a commercially reasonable solution, by letter dated September 23, 2009, counsel for Nexen presented counsel to the applicants and the monitor (FTI Consulting Corp. ULC), (the "**Monitor**") with Nexen's concerns as to how these JIB's would be treated in the current proceedings and requested a meeting with same. A copy of the September 23, 2009 letter is attached as **Exhibit "B"**.
- 10. On September 29, 2009, counsel for Nexen, the Monitor and the applicants met to discuss Nexen's concerns and canvass possible business solutions. Nexen articulated its concerns and possible methods of addressing same. At the conclusion of the meeting, counsel for the applicants advised that he would seek instructions so as to enable him to develop a response to Nexen's concerns. As of the date hereof, no such proposal has been received.
- 11. I swear this affidavit in support of the relief sought by Nexen in its notice of motion and for no other or improper purpose.

SWORN BEFORE ME at the City of)
 Calgary, in the Province of Alberta, on the)
 5th day of October, 2009.)
 _____)
 A Commissioner for Oaths in and for the)
 Province of Alberta)




 David Hollanzer

JAY D. TOBERM
 A Commissioner for Oaths, Notary Public
 in and for the Province of Alberta
 by Appointment in and to the pleasure
 of the Attorney General
 for the Province of Alberta



Suite 1000,
444 - 7th Avenue S.W.
Calgary, Alberta T2P 0X8
Telephone: (403) 770-0333
Facsimile: (403) 608-5805

THIS IS EXHIBIT "A"
referred to in the Affidavit of
David Hollenzer
Sworn before me this 5th
day of October, A.D. 2009


A Commissioner for Oaths/Notary Public
in and for the Province of Alberta

JAY D. TODESCO
A Commissioner for Oaths-Notary Public
in and for the Province of Alberta
My Appointment expires at the pleasure
of the Attorney General
for the Province of Alberta

Special Bulletin to Suppliers

CCAA and Chapter 11 Filing - September 8, 2009

As one of our valued business partners, I wanted to provide you some details on the important and necessary actions we've taken to restructure Trident's financial affairs in order to ensure the long-term viability of our Company.

As you may have heard, on September 8, 2009 Trident Resources Corp, Trident Exploration Corp and certain of their affiliates commenced proceedings under the *Companies' Creditors Arrangement Act*, also known as the "CCAA". Although this was a difficult decision, management determined this step was necessary to complete a restructuring of the Company's indebtedness, and is the logical next step in a strategic process to maximize the value of business for the benefit of all key stakeholders - including you, our valued suppliers. Trident Resources Corp, and its US affiliates also filed under Chapter 11 of the US Bankruptcy Code on the same day.

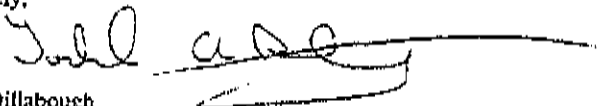
We highly value our relationship with you, and I would like to share some key points with you about our actions:

- The CCAA and Chapter 11 protection will keep creditors from enforcing any rights against Trident, and will afford the Company the opportunity to restructure our financial affairs in a stable and structured environment.
- Trident is permitted to continue to operate and maintain its business "in the ordinary course." This allows us to continue the day-to-day operations of the Company in a business-as-usual manner.
- It is important that you know that our projections show that the Company generates sufficient cash to fund its continued operations.
- Vendors and suppliers will be paid for all materials and services required by the Company after the date of filing.
- The Initial Order under the CCAA generally prohibits us from paying for goods and services that were received before September 8, 2009, at this time. These amounts will be dealt with as part of the Company's restructuring plan. If you are owed monies for goods or services supplied prior to the filing, you will have the opportunity to file a Proof of Claim once the Court has approved a claims process. You will be provided further information in that regard once a claims process has been approved.

As part of our commitment to communicate openly and honestly with you, we will provide periodic updates on the progress of the restructuring and any key developments. In addition, court materials, including Monitor's reports, will be available on the internet at <http://cfcanada.fticonsulting.com/trident>. Enclosed with this letter are the formal notice of the CCAA proceedings and a copy of the Initial Order.

We thank you for your continued support, and we look forward to continuing to work with you.

Sincerely,



Todd Dillabough
President, Chief Executive Officer and Chief Operating Officer

TOTAL P.002

September 11, 2009

To: All Creditors

Re: Trident Exploration Corp. ULC, Fort Energy Corp. ULC, Fenerev Corp. ULC, 981384 Alberta Ltd., 981405 Alberta Ltd., 981422 Alberta Ltd., Trident Resources Corp., Trident CBM Corp., Aurora Energy LLC, Nexgen Energy Canada, Inc. and Trident USA Corp. (collectively, the "Applicants")

On September 8, 2009, the Applicants sought and obtained an initial order (the "Initial Order") under the *Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended* (the "CCAA"). The Initial Order provides, among other things, a stay of proceedings against the Applicants until October 7, 2009, (the "Stay Period"). FTI Consulting Canada ULC has been appointed as monitor (the "Monitor"). A copy of the Initial Order is enclosed. Copies of materials filed in the proceedings may be obtained at <http://cfcanada.fticonsulting.com/trident> or on request from the Monitor. At this time, the Applicants are continuing to operate in the normal course under the Initial Order.

Pursuant to the Initial Order, all persons having oral or written agreements with an Applicant or statutory or regulatory mandates for the supply of goods and/or services are restrained until further Order of the Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by an Applicant, provided that the normal prices or charges for all such goods or services received after the date of the Initial Order are paid by the Applicants in accordance with normal payment practices of the Applicants or such other practices as may be agreed upon by the supplier or service provider and each of the Applicants and the Monitor, or as may be ordered by this Court. The Initial Order prohibits the Applicants from making payment of amounts relating to the supply of goods or services prior to September 8, 2009.

During the Stay Period, which may be extended by the Court from time to time, all parties are prohibited from commencing or continuing legal action against the Applicants and all rights and remedies of any party against or in respect of the Applicants or their assets are stayed and suspended except with the written consent of the applicable Applicant and the Monitor, or leave of the Court.

To date, no Claims Procedure has been approved by the Court and creditors are therefore not required to file a proof of claim at this time.

If you have any questions regarding the foregoing or require further information, please consult the Monitor's website at <http://cfcanada.fticonsulting.com/trident> or call the Monitor's Hot-line at (403) 770-1691.

DAVIS | LEGAL ADVISORS
LLP | SINCE 1892

FROM THE OFFICE OF
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Commissioner for Oaths/Notary Public
in and for the Province of Alberta

FILE NUMBER

JAY D. TODESCO
76439-00001
Commissioner for Oaths-Notary Public
in and for the Province of Alberta
My Appointment expires at the pleasure
of the Attorney General
for the Province of Alberta

September 23, 2009

Fraser Milner Casgrain LLP
15th Floor, Bankers Court
850 - 2nd Street SW
Calgary, AB T2P 0R8

McCarthy Tétrault LLP
Suite 3300, 421 - 7th Avenue SW
Calgary, AB T2P 4K9

Attention: David Mann

Attention: Sean Collins

Dear Sirs:

Re: Trident Group CCAA Proceedings

I represent Nexen Inc. ("Nexen"). I'm writing you as counsel to the Trident Group and their CCAA Monitor, respectively.

Nexen and one of the applicants, Fort Energy Corp. ("Fort"), are parties to a number of joint venture contracts related to the joint exploration, development and production of petroleum and the ownership and operation of certain pipelines, plants and related facilities through which a portion are operated by Fort and a portion operated by Nexen.

The parties each take their share of production in kind with each operator incurring expenses for the joint account and billing the other for their share of the expenses incurred in the previous month through a Joint Interest Billing mechanism (the "JIB's"). Settlement of JIB's historically has been made prior to payment of the trades, lessors, royalty holders and other joint account creditors by the operator and while the joint venture properties are exposed to potential lien claims. I understand that the net amount of any JIB's in any month may be in favour of Nexen or Fort. For example, the Fort generated JIB's for September requires that Nexen pay Fort approximately \$2,500,000 while the Nexen generated JIB's for September requires that Fort pay Nexen approximately \$519,000.

The insolvency of Fort and its CCAA filing presents certain concerns for Nexen:

1. Ought Nexen to commence exercising its set-off rights on a go-forward basis and expect to receive/pay the net account due between the parties?



Page 2 of 2

2. What assurance will Fort be able provide Nexen that any amount paid by Nexen will not be swept up in the cash management system or used for inter-company payments instead of being used for the purpose intended, namely to pay the joint account expenses incurred on the joint interest properties? and
3. With the absence of any DIP financing authorized or meaningful cash flow information, what assurance can Nexen receive that Fort will pay its portion of the joint interest billings so that the properties are not liened?

I would suggest it might be most productive if we three were to meet to canvas possible business solutions to address these issues.

I am out of the city Thursday and Friday but generally available any day next week and would prefer to deal with these matters in advance of the end of the month due to the size of the JIB payment required by Nexen within this timeframe.

Yours truly,

DAVIS LLP

Per:

A handwritten signature in black ink, appearing to read "L. Robinson", written over a horizontal line.

Larry Robinson, Q.C.
L.BR/lnl

cc: Nexen Inc.
Attn: Jay Todesco

Davis:5481645.1

Action No: 0901-13483
Deponent: David Hollenzer
Date Sworn: October 5, 2009

**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. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF
COMPROMISE OR ARRANGEMENT OF
TRIDENT EXPLORATION CORP. ULC,
FORT ENERGY CORP. ULC, FENERGY
CORP. ULC, 981384 ALBERTA LTD.,
981405 ALBERTA LTD., 981422
ALBERTA LTD., TRIDENT RESOURCES
CORP., TRIDENT CBM CORP., AURORA
ENERGY LLC., NEXGEN ENERGY
CANADA, INC. AND TRIDENT USA
CORP.**

AFFIDAVIT OF DAVID HOLLENZER

Davis LLP

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