Action No.: 0901-13483

# IN THE COURT OF QUEEN'S BENCH OF ALBERTA JUDICIAL CENTRE 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., FORT ENERGY CORP., FENERGY CORP., 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 by the Petitioners in these proceedings (collectively, "Trident") before the Honourable Madam Justice Romaine, in Chambers, at the Calgary Courts Center, 601 - 5<sup>th</sup> Street SW, in the City of Calgary, Province of Alberta on Thursday, the 18th day of February, 2010 at 10:00 o'clock in the forenoon or so soon thereafter as counsel may be heard, for the following relief:

- declaring service of notice of this application and the supporting materials to be good and sufficient, and abridging the time therefor, if necessary;
- 2. approving Trident's entry into the Commitment Letter (the "Commitment Letter") in the form attached as an Appendix to the Seventh Report of the Monitor in these proceedings (the "Seventh Report") and authorizing Trident to execute and deliver the Commitment Letter and do all things necessary to perform all of its obligations under the Commitment Letter;
- 3. approving the Equity Put Fee, the Expense Reimbursement, and the Indemnification Obligations described in the Commitment Letter, including authorizing Trident to pay and incur such obligations and to secure the fees and expenses contemplated in the Commitment Letter, including, without limitation, the Equity Put Fee and the Expense Reimbursement, pursuant to a Bid Protection Charge over all of Trident's undertaking, property, and business, which charge would rank subordinate to the charges previously created in these proceedings and the charges created by the Canadian Secured Term Loan Agreement;

- 4. approving the sale and investor solicitation process that is attached to the Seventh Report of the Monitor (the "SISP") and authorizing Trident, the Monitor, and the Financial Advisor to do all such things as are reasonably necessary to implement, conduct, and carry out the SISP;
- 5. extending the Stay Period (as such term is defined in the Amended and Restated Initial Order made in these proceedings by the Honourable Justice Romaine on October 6, 2009 (the "Amended and Restated Initial Order")) in these proceedings to May 6, 2010;
- 6. approving the Amended Cross-Border Protocol in the form attached as an Appendix to the Seventh Report;
- 7. amending paragraph 51 of the Amended and Restated Initial Order to increase the maximum aggregate amount of permitted inter-company transfers, loans, or advances from USD\$5,000,000 to USD\$8,000,000;
- 8. authorizing Trident to make payments to the Administrative Agent under the Canadian Secured Term Loan Agreement (as that term is defined in the Amended and Restated Initial Order) on account of interest and/or legal fees owing under the Canadian Secured Term Loan Agreement as described in the Seventh Report; and
- 9. granting such further and other relief as counsel may advise and this Honourable Court deems just.

AND FURTHER TAKE NOTICE that the said application will be held jointly, *via* video conference, with Trident's concurrent application for relief similar to paragraphs 2, 3, and 4 above in the proceedings brought by certain of the Petitioners under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in bankruptcy cases jointly administered under case no. 09-13150 in the United States Bankruptcy Court for the District of Delaware.

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

(a) Trident has worked diligently and in good faith with the Monitor and its stakeholders to develop both a back stop bid and a solicitation process that is designed to stabilize the operations of Trident and maximize the value of Trident for all of its stakeholders.

- (b) Further to its efforts, Trident has worked with the Monitor and a group of its 2006 and 2007 lenders to enter into the Commitment Letter, which includes an equity commitment of \$200 million (USD), and a plan term sheet, which are subject to a number of terms and conditions.
- (c) The benefits of the Commitment Letter include:
  - (i) The ongoing participation and commitment of many of the existing stakeholders of Trident;
  - (ii) Stabilizing the operations of Trident while the reorganization of Trident continues;
  - (iii) Providing a transaction that will serve as a stalking horse in a market test process; and
  - (iv) The facilitation of a solicitation process that will be stable and efficient.
- (d) Trident has worked with its Financial Advisor, the Monitor, and its stakeholders to develop the SISP, the benefit of which is the creation of a process that is:
  - (i) open and fair for all parties;
  - (ii) designed to run on a timely and efficient basis;
  - (iii) designed to test the market for superior offers;
  - (iv) designed to protect the Required Lenders against closing risks;
  - (v) recommended by Trident's financial advisor; and
  - (vi) supervised and supported by the Monitor.
- (e) Trident and the Monitor believe that the approach contemplated by the Commitment Letter and the SISP maximizes the value of Trident for its stakeholders, minimizes the risks of uncertainty, and is fair and reasonable in the circumstances.

(f) Trident has negotiated terms with its major stakeholders for (i) payment of specified amounts on account of amounts owing under the Canadian Secured Term Loan Agreement, (ii) an increase in the cap on permitted inter-company transfers, loans, or advances, and (iii) the Amended and Restated Cross-Border Protocol.

AND FURTHER TAKE NOTCE that the Applicants will rely upon the Affidavits of Todd A. Dillabough and Neil Augustine, dated February 12, 2010, to be filed; the Seventh Report of the Monitor; the pleadings and other materials filed herein; the provisions of the Companies' Creditors Arrangement Act (Canada) and the Alberta Rules of Court; and such further and other material as counsel may advise and this Honourable Court may permit.

DATED at the City of Calgary, in the Province of Alberta, this 18<sup>th</sup> day of February, 2010.

FRASER MILNER CASGRAIN LLP,

solicitors for the Applicants/

Per:

David W. Mann / Derek Pontin

TO:

AND TO:

The Clerk of the Court
The Attached Service List

Action No.: 0901-13483

# 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., FORT ENERGY CORP., FENERGY CORP., 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.

## SERVICE LIST LAST UPDATED: FEBRUARY 8, 2010

Service Recipient	Telephone	Fax	Recipient Status
FRASER MILNER CASGRAIN LLP 15th Floor, Bankers Court	(403) 268-7000	(403) 268-3100	Applicants' Canadian Counsel
850 - 2nd Street S.W.			
Calgary, Alberta T2P 0R8			
DAVID W. MANN	(403) 268-7097		
E-mail: david.mann@fmc-law.com			
DEREK M. PONTIN	(403) 268-6301		
E-mail: derek.pontin@fmc-law.com			
1 First Canadian Place	(416) 863-4511	(416) 863-4592	
100 King Street West			
Toronto, Ontario M5X 1B2			
R. SHAYNE KUKULOWICZ	(416) 863-4740		
E-mail: shayne.kukulowicz@fmc-law.com			
MICHAEL J. WUNDER	(416) 863-4715		
E-mail: michael.wunder@fmc-law.com			
RYAN C. JACOBS			ļ
E-mail: ryan.jacobs@fmc-law.com			
AKIN GUMP STRAUSS HAUER & FELD LLP	(212) 872-1000	(212) 872-1002	Applicants' US
One Bryant Park			Counsel
New York, New York 10036			
IRA S. DIZENGOFF			
E-mail: idizengoff@akingump.com	(212) 872-1096		

Service Recipient	Telephone	Fax	Recipient Status
1333 New Hampshire Avenue, N.W.	(202) 887-4000	(202) 887-4288	
Washington D.C. 20036			
SCOTT L. ALBERINO			
E-mail: salberino@akingump.com	(202) 887-4027		
Domicour p Ivo	(212) 403-3500	(212) 403-3501	Applicants' Financial
ROTHSCHILD INC. 1251 Avenue of the Americas	(212) 403-3300	(212) 403-3301	Advisors
51st floor			
New York, New York 10020			
Neil Augustine	(212) 403-5411	(212) 403-3734	
E-mail: neil.augustine@us.rothschild.com	(212) 103 3111	(212) 103 373 1	
- <del>-</del>			
WILLIAM SHAW	(212) 403-5221	(212) 403-5454	
E-mail: william.shaw@us.rothschild.com			
DEBEVOISE & PLIMPTON LLP			US Counsel to
919 Third Avenue			Applicants' Financial Advisors
New York, New York 10022 Fax: (212) 909-6836			Auvisors
1 u.c. (212) 707 0030	(212) 909-6021	(212) 521-7603	
DEREK ALEXANDER			
E-mail: dalexand@debevoise.com	·		
FTI CONSULTING CANADA ULC	(416) 649-8100	(416) 649-8101	Monitor
TD Waterhouse Tower			
79 Wellington Street West Suite 2010, P.O. Box 104			
Toronto, Ontario M5K 1G8			
	(44.6) (40.0055	9.4	
GREG WATSON E-mail: greg.watson@fticonsulting.com	(416) 649-8077		
E-man. greg. watson@rticonsuming.com			
NIGEL D. MEAKIN	(416) 649-8065		
E-mail: nigel.meakin@fticonsulting.com			
TONI VANDERLAAN	(416) 649-8075		
E-mail: toni.vanderlaan@fticonsulting.com			
P. BROGAN TAYLOR	(416) 649-8074		
E-mail: brogan.taylor@fticonsulting.com	(410) 043-00/4		
MCCARTHY TÉTRAULT LLP	(403) 260-3500	(403) 260-3501	Monitor's Counsel
Suite 3300 421 - 7th Avenue SW			
Calgary, Alberta T2P 4K9			
	(402) 262 2521		
SEAN F. COLLINS E-mail: scollins@mccarthy.ca	(403) 260-3531		
L-man. scomms@meeardry.ca			

Service Recipient	Telephone	Fax	Recipient Status
BLANK ROME LLP			Monitor's US Counsel
Chase Manhattan Centre			
1201 Market Street, Suite 800			
Wilmington, Delaware 19801			
BONNIE GLANTZ FATELL	(302) 425-6423	(302) 428-5110	
E-mail: Fatell@BlankRome.com			
One Logan Square			
130 North 18th Street			
Philadelphia, Pennsylvania 19103-6998			
MIKE SCHAEDLE	(215) 569-5762	(215) 832-5762	
E-mail: Schaedle@BlankRome.com			
BENNETT JONES LLP	(403) 298-3100	(403) 265-7219	Counsel for Steering
4500 Bankers Hall East			Committee of the 2006
855 2nd Street SW			Lenders
Calgary, Alberta T2P 4K7			
FRANK DEARLOVE	(403) 298-3202		
E-mail: dearlovef@bennettjones.com	(103)2503202		
3400 One First Canadian Place			
P.O. Box 130	İ		
Toronto Ontario			
M5X 1A4			
KEVIN J. ZYCH	(416) 777-5738		
E-mail: zychk@bennettjones.com			
GIBSON DUNN & CRUTCHER LLP	(212) 351-4000	(212) 351-4035	US Counsel for
200 Park Avenue			Steering Committee of
New York, New York 10166-0193			the 2006 Lenders
DAVID FELDMAN			
E-mail: dfeldman@gibsondunn.com			
MATTHEW WILLIAMS			
E-mail: mjwilliams@gibsondunn.com			1
BORDEN LADNER GERVAIS LLP	(403) 232-9500	(403) 266-1395	Canadian Counsel for
1000 Canterra Tower			majority of Preferred
400 Third Avenue S.W.			Shareholders
Calgary, Alberta T2P 4H2			
PATRICK T. McCarthy Q.C.	(403) 232-9441		
E-mail: pmccarthy@blgcanada.com			
JOSEF G.A. KRUGER E-mail: JKruger@blgcanada.com	(403) 232-9563		

Service Recipient	Telephone	Fax	Recipient Status
QUINN EMANUEL URQUIIART OLIVER &	(212) 849-7000	(212) 849-7100	US Counsel for
HEDGES, LLP			majority of Preferred
51 Madison Avenue, 22nd Floor			Shareholders
New York, New York 10010			
Davie Horaca	(212) 840 7242		
DANIEL HOLZMAN	(212) 849-7242		1
E-mail: danielholzman@quinnemanuel.com			
SUSHEEL KIRPALANI			8
E-mail:			
SusheelKirpalani@quinnemanuel.com			
JOSEPH MINIAS			
E-mail: josephminias@quinnemanuel.com			
MCMILLAN LLP	(403) 531-4700	(403) 531-4720	Counsel to the
1900, 736-6th Avenue S.W.	1.00,000	(155) 551 1720	majority of holders of
Calgary, Alberta T2P 3T7			the Second Lien
	,		Credit Facility,
R. CRAIG STEELE	(403) 531-4706		Goldman Sachs,
E-mail: craig.steele@mcmillan.ca			Farrallon, and Mount
Developed Place State 1400	(416) 965 7000	(416) 865-7048	Kellett
Brookfield Place, Suite 4400 181 Bay Street	(416) 865-7000	(410) 005-7040	:
Toronto, Ontario M5J 2T3			
Toronto, Cittario Mass 215		}	
ANDREW J.F. KENT	(416) 865-7160	(647) 722-6715	
E-mail: andrew.kent@mcmillan.ca			
D	(416) 965 7160	(416) 965 7049	
DANIEL V. MACDONALD E-mail: dan.macdonald@mcmillan.ca	(416) 865-7169	(416) 865-7048	
E-mail. dan.macdonaid@mcmmail.ca			
WAEL ROSTOM			
E-mail: wael.rostom@mcmillan.ca			
WACHTELL, LIPTON, ROSEN & KATZ	(212) 403-1000	(212) 403-2000	US counsel to the
51 West 52nd Street			majority of holders of the Second Lien
New York, New York 10019			Credit Facility,
SCOTT K. CHARLES	(212) 403-1202	(212) 403-2202	Goldman Sachs,
E-mail: SKCharles@wlrk.com	(2.2)	(4.12)	Farrallon, and Mount
			Kellett
CAITH KUSHNER	(212) 403-1326	(212) 403-2326	
E-mail: CKushner@wlrk.com			
MOUNT KELLETT CAPITAL MANAGEMENT			Mount Kellett Capital
623 5th Avenue			Management
New York, New York 10022			
The state of the s			
MARCUS MOTRONI	(212) 588-6119		
E-mail: mmotroni@mountkellett.com			

Service Recipient	Telephone	Fax	Recipient Status
DAVIS LLP	(403) 296-4470	(403) 296-4474	Counsel to Nexen Inc.
Livingston Place			
1000 - 250 2nd Street SW			
Calgary, AB T2P 0C1			
LARRY B. ROBINSON, Q.C.	(403) 698-8715	(403) 697-6609	
E-mail: larry.robinson@davis.ca			
1 First Canadian Place, Suite 5600			
P.O. Box 367, 100 King Street West			
Toronto, ON, Canada			
M5X 1E2			
RENÉE BROSSEAU	(416) 369-5284	(416) 777-7442	
E-mail: rbrosseau@davis.ca			
NEXEN INC.	(403) 699-4000		Nexen Inc.
Law Department	(100) 055 1000		
801-7th Avenue SW			
Calgary, Alberta T2P 3P7			
JAY D. TODESCO - ASSOCIATE GENERAL			
COUNSEL			
E-mail: jay_todesco@nexeninc.com			
GOWLING LAFLEUR HENDERSON LLP Suite 1400 700 - 2nd Street S.W.	(403) 298-1000	(403) 263-9193	Robert Funnell
Calgary, Alberta T2P 4V5			
LESLIE R. DUNCAN	(403) 298-1899	(403) 695-3581	
E-mail: les.duncan@gowlings.com	(403) 270-1077	1000-050 (00+)	
2 maii. 163.duitean@gowiiiga.com			
WHIPPOORWILL ASSOCIATES, INC.			
11 Martine Avenue			
White Plains, New York 10606			
MICHAEL LEE	(914) 683-1002		
E-mail: mlee@whippoorwillassociates.com			
STEVEN GENDAL			
E-mail:			
sgendal@whippoorwillassociates.com			
MCLENNAN ROSS LLP	(780) 482-9200	(780) 482-9100	Spectra Energy
600 West Chambers		` ´	
12220 Stony Plain Road			
Edmonton, Alberta T5N 3Y4			
CHARLES RUSSELL, Q.C.	(780) 482-9115	(780) 482-9102	
E-mail: crussell@mross.com			

Service Recipient	Telephone	Fax	Recipient Status
FIELD LAW	(403) 260-8500	(403) 264-7084	Signalta Resources
400 The Lougheed Building			
604 - 1 Street SW			
Calgary, Alberta T2P IM7			
Cary Innovers	(403) 260-8570		
ERIN IPPOLITO E-mail: eippolito@fieldlaw.com	(403) 200-6370		
E-man: cipponto@neidiaw.com			
BRYCE D. MCLEAN	(403) 260-8593		
E-mail: bmclean@fieldlaw.com			
			G P1 '11'
CONOCOPHILLIPS CANADA			ConocoPhillips Canada
Law Department			Canada
401 – 9th Avenue S.W. P.O. Box 130, Station M			
Calgary, Alberta T2P 2H7			
Caigary, Alberta 121 2117			
Larina J. Taylor	(403) 233-3563	(403) 233-5505	
E-mail: Larina.J.Taylor@conocophillips.com			
			Maria de Completitio
FLEMING LLP	,		Midfield Supply ULC
900, 926-5th Avenue S.W.			
Calgary, Alberta T2P 0N7			
CARMEN A. ALGER	(403) 266-7750	(403) 265-6910	
Email: calger@flemingllp.com	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	,	
CIBC WORLD MARKETS INC.			CIBC World Markets
900, Bankers Hall East			Inc.
855-2nd Street S.W.		İ	
Calgary, Alberta T2P 4J7			
CHRIS BEATON	(403) 260-0515	(403) 260-0524	
E-mail: chris.beaton@cibc.ca			
DUNCAN & CRAIG LLP			Independent Electric
#2800, Scotia Place			and Controls Ltd.
10060 Jasper Avenue			
Edmonton, Alberta T5J 3V9			
DARREN BIEGANEK	(780) 441-4386	(780) 969-6381	
E-mail: dbieganek@dcllp.com		` ´	
Box 6777	(780) 542-7462	(780) 542-3392	
5202 – 52 Avenue	1-877-740-4447		
Drayton Valley, Alberta T7A 1S2			
Ku Daopangu	(780) 514 2505		
KIM BRODERSEN E-mail: kbrodersen@dcllp.com	(780) 514-2505		
B-mail. Koloucisch(@uchp.com			

Service Recipient	Telephone	Fax	Recipient Status
VALEO POWER CORPORATION			Valeo Power
141 – 50 Avenue SE			Corporation
Calgary, Alberta T2G 4S7		İ	
ARISTOTLE SARANTIS		(403) 385-1879	
E-mail: asarantis@enmax.com			
CREW ENERGY INC.	(403) 266-2088	(403) 266-6259	Crew Energy Inc.
1400, 425 1st Street SW			
Calgary, Alberta T2P 3L8			
CRAIG TURCHAK			
E-mail: Craig.Turchak@crewenergy.com			
CARSCALLEN LEITCH LLP			Apex Distribution Inc.
1500, 407 - 2nd Street S.W.			
Calgary, Alberta T2P 2Y3			
GLENN BLACKETT	(403) 298-8474	(403) 262-2952	
E-mail: blackett@cllawyers.com	(100)250 0111		
E-man. Diackett@chawyeis.com			
MAY JENSEN SHAWA SOLOMON LLP		(403) 571-1528	Alberta Tubular
Lancaster Building			Products
800, 304 - 8 Avenue SW	,		
Calgary, Alberta T2P 1C2		İ	Ì
BRYAN DUGUID	(403) 571-0745		i
E-mail: duguidb@mjss.ca			
3 3 1			
KAJAL PATEL		•	
E-mail: patelk@mjss.ca			
			Tarpon Energy
BURSTALL WINGER LLP			Services Ltd.
1600, 333 - 7th Avenue, S. W.			Services Ltd.
Calgary, Alberta T2P 2Z1			
Courses A Boss	(403) 234-3336	(403) 265-8565	
CANDICE A. ROSS	(403) 234-3330	(403) 203-0303	
E-mail: ross@burstall.com	-		
DAVISON WORDEN LLP	(403) 262-7745	(403) 262-7011	BJ Services Company
Barristers & Solicitors	(400) 202 //40	(100),202	of Canada
1710, 540 – 5th Ave. S.W.			CE Franklin Ltd.
Calgary, Alberta T2P 0M2			Smith International
Caigary, Alberta 121 VIVI2		1	Canada Ltd.
Laura C. Snowball	(403) 294-3599		Technicoil
E-mail: Isnowball@davisonworden.com	(103) 271 3377		Corporation
L-man. Ishowoantagavisonworden.com			Trican Partnership
			Wood Group ESP
			(Canada) Ltd.

Service Recipient	Telephone	Fax	Recipient Status
GOWLING LAFLEUR HENDERSON LLP Suite 1400, 700 - 2nd Street S.W. Calgary, Alberta T2P 4V5	(403) 298-1000	(403) 695-3573	Weatherford Canada Partnership
BRAD R. SHIRVELL E-mail: brad.shirvell@gowlings.com	(403) 298-1919		
TAQA NORTH LTD. P.O. Box: 2350 STN M Calgary, Alberta T2P 2M6  JASON HUSACK E-mail: Jason.Husack@taqa.ca	(403) 724-5000	(403) 724 5001	Taqa North Ltd.
CLEAN HARBORS ENVIRONMENTAL SERVICES, INC. 42 Longwater Drive - 10AC Norwell, MA 02061-9149		(781) 792-5904	Clean Harbors Environmental Services Inc.
JOANNE WEST E-mail: west.joanne@cleanharbors.com	(781) 792-5243		

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#### NOTICE OF MOTION

#### FRASER MILNER CASGRAIN LLP

Barristers and Solicitors

15<sup>th</sup> Floor Bankers Court 850 2 Street SW Calgary, Alberta T2P 0R8

Solicitors: David W. Mann / Derek M. Pontin Telephone: (403) 268-7097 / (403) 268-6301 Facsimile: (403) 268-3100

> 1 First Canadian Place 100 King Street West Toronto, ON M5X 1B2

Solicitors: R. Shayne Kukulowicz / Michael J. Wunder Direct Line: (416) 863-4740 / (416) 863-4715 Fax: 416-863-4592

File: 539728-1

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CALGARY, ALBERTA