

**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 Justice Romaine, in Chambers, at the Calgary Courts Center, 601 - 5th Street SW, in the City of Calgary, Province of Alberta on Tuesday, the 16th day of March, 2010 at 2:30 in the afternoon or so soon thereafter as counsel may be heard, for the following relief:

1. an order in the form attached as Schedule "A" hereto, *inter alia*:
 - (a) declaring service of notice of this application and the supporting materials to be good and sufficient, and abridging the time therefor, if necessary;
 - (b) authorizing Trident to employ and retain Rothschild Inc. ("**Rothschild**") *nunc pro tunc* as their financial advisor and investment banker in accordance with the terms and conditions set forth in that certain engagement letter dated as of November 1, 2007 as amended by that certain amendment letter dated October 7, 2008 and that certain joinder letter dated August 27, 2009, each as amended by the Order Authorizing the Retention and Employment of Rothschild Inc. as Financial Advisor and Investment Banker for the Debtors and Debtors in Possession dated January 28, 2010 in bankruptcy cases jointly administered under case no. 09-13150 in the United States Bankruptcy Court for the District of Delaware (collectively, the "**Amended Engagement Letter**");
 - (c) authorizing Trident to make payments to Rothschild as contemplated by and in accordance with the Amended Engagement Letter including without limitation the indemnity obligations, whether incurred before or after the date of this Order (the

“**Rothschild Payments**”), however, for the avoidance of doubt, not more than one Restructuring Fee, as defined in the Amended Engagement Letter, shall be earned by Rothschild or paid by Trident;

- (d) approving an allocation of up to the amount of \$2 million of the Administration Charge (as defined by the Amended and Restated Initial Order made in these proceedings) as security for the obligations of Trident in respect of the Rothschild Payments; and
 - (e) to the extent the Rothschild Payments exceed the \$2 million amount allocated under the Administration Charge, granting a charge on the Property as security for the Rothschild Payments, ranking behind the Administration Charge, the Director’s Charge, the Inter-company Charge, the Retention Plan Charge any valid security interests and charges ranking in priority to, and the security interests and charges in favour of, the Agent and the Lenders under the Canadian Secured Term Loan Agreement and ranking *pari passu* with the Bid Protection Charge (the “**Rothschild Pari Passu Charge**”).
2. an order approving a procedure for the submission, evaluation and adjudication of claims against the Applicants and for the submission of claims, if any, against the directors and officers of the Applicants (the “**Claims Procedure Order**”); and
 3. granting such further and other relief as counsel may advise and this Honourable Court deems just.

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

1. As set out in the Affidavit of Todd Dillabough sworn on March 11, 2010 and the Monitor's Eighth Report Rothschild has played and continues to play an important and essential role in Trident's restructuring process, for example:
 - (a) since November of 2007, Trident has engaged Rothschild to assist in ongoing negotiations with Trident's current stakeholders and various restructuring efforts;
 - (b) Rothschild has worked extensively with Trident, the Monitor and the Backstop Parties to negotiate the Commitment Letter, and continues to work diligently with

the relevant stakeholders to ensure that the material conditions contained therein are met;

- (c) Rothschild has spent a great deal of time and effort in the negotiation and finalization of the SISP;
 - (d) Rothschild continues to administer the SISP and has spent a considerable amount of time and effort drafting and finalizing a confidential information memorandum and in contacting numerous potential interested parties; and
 - (e) Rothschild has been actively working to negotiate emergence financing for Trident, has distributed a request for proposals to a number of potentially interested parties in this regard and has led discussions with those expressing interest.
2. Although Rothschild has continued to provide services to Trident throughout the CCAA proceedings on the understanding that they would be compensated by both a monthly work fee payments of USD \$200,000 (the "**Monthly Work Fee**") as well as various transaction fees, pursuant to paragraph 52 of the Amended and Restated Order, Trident is only authorized to make payments of the limited Monthly Work Fee to Rothschild subject to further order of the Court.
 3. Given the complexity of the issues and multiplicity of parties involved in Trident's restructuring process, the Monthly Work Fee is insufficient to adequately compensate Rothschild for the manpower and efforts it has dedicated and continues to dedicate to Trident's restructuring.
 4. The important financial advisory role played by Rothschild warrants additional compensation over the Monthly Work Fee, tied to the completion of transactions that ultimately result in Trident's emergence from both the CCAA Proceedings and the U.S. Bankruptcy Proceedings. The terms of the initial Rothschild engagement and the Amended Engagement Letter contemplate consideration in excess of the Monthly Work Fee.
 5. The terms of the Rothschild engagement by Trident were initially brought forward for approval on September 17, 2009 in the U.S. Bankruptcy Proceedings. The Amended

Engagement Letter reflects the results of extensive negotiations with respect to the arrangement which was ultimately approved by the US Bankruptcy Court on January 28, 2010.

6. Rothschild, and the other beneficiaries of the Administration Charge, namely the Monitor, its counsel, and Canadian and U.S. counsel for Trident, have agreed, subject to approval by this Court, that up to \$2 million of any unpaid Rothschild Payments shall be allocated to the Administration Charge. The Amended and Restated Initial Order provides that the Administration Charge secures the Monthly Work Fee, but no other obligations of Trident to Rothschild.
7. Trident, with the support of the Monitor, requests the approval of the allocation of the Administration Charge as noted above and that any additional unpaid Rothschild Payments, over and above the Administration Charge allocation, be secured by the Rothschild Pari Passu Charge.
8. The Claims Process Order is appropriate and necessary in order to move forward with Trident's restructuring along the timelines previously approved by this Court as set out in Commitment Letter and SISP as defined in and previously approved by the Order of the Honourable Justice Romaine made on February 18, 2010.

AND FURTHER TAKE NOTICE that the Applicants will rely upon the Affidavit of Todd A. Dillabough, dated March 11, 2010, filed; the Eighth Report of the Monitor, to be filed; 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 11th day of March, 2010.

FRASER MILNER CASGRAIN LLP,
solicitors for the Applicants.

Per: _____

David W. Mann

for:

TO: The Clerk of the Court
AND TO: The Attached Service List

SCHEDULE A

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

BEFORE THE HONOURABLE) AT THE CALGARY COURTS CENTER
JUSTICE ROMAINE) IN THE CITY OF CALGARY, IN THE
IN CHAMBERS) PROVINCE OF ALBERTA, THIS 16th
) DAY OF MARCH, 2010

ORDER

UPON the application of the Petitioners in these proceedings (collectively, "Trident"); **AND UPON HEARING READ** the Notice of Motion of the Petitioners, dated March 11, 2010, the Affidavit of Todd A. Dillabough, dated March 11, 2010, and the Eighth Report of the Monitor, dated March ◊, 2010, filed; **AND UPON** hearing counsel for Trident, the Monitor, Farallon Capital Management L.L.C., Special Situations Investment Group Inc., and Mount Kellett Capital Management LP; Nexen Inc., the Steering Committee of the 2006 Lenders, and other interested parties; **IT IS HEREBY ORDERED AND DECLARED THAT:**

Service

1. Service of notice of the application for this Order, and all supporting materials, is deemed good and sufficient as set out in the Affidavit of ◊, dated March ◊, 2010; and the time therefore is abridged to the time actually given.

Approval of Rothschild's Engagement Letter

2. Trident be and is hereby authorized to employ and retain Rothschild Inc. ("Rothschild") *nunc pro tunc* as their financial advisor and investment banker in accordance with the terms and conditions set forth in that certain engagement letter dated as of November 1, 2007 as amended by that certain amendment letter dated October 7, 2008 and that certain joinder letter dated August 27, 2009, each as amended by the Order Authorizing the Retention and Employment of Rothschild Inc. as Financial Advisor and Investment Banker for the Debtors and Debtors in Possession dated January 28, 2010 in bankruptcy cases jointly administered under case no. 09-13150 in the United States Bankruptcy Court for the District of Delaware (collectively, the "Amended Engagement Letter").

3. Trident be and is hereby authorized to make payments to Rothschild as contemplated by and in accordance with the Amended Engagement Letter, including without limitation the indemnity obligations, whether incurred before or after the date of this Order (the "Rothschild Payments") however, for the avoidance of doubt, not more than one Restructuring Fee, as defined in the Amended Engagement Letter, shall be earned by Rothschild or paid by Trident.

4. All claims of Rothschild pursuant to the Amended Engagement Letter are not claims that may be compromised pursuant to any plan of compromise or arrangement under the *Companies Creditors' Arrangement Act* or proposal under the *Bankruptcy and Insolvency Act*.

5. Notwithstanding paragraph 35 of the Amended and Restated Initial Order, up to the amount of \$2 million of the Administration Charge shall be allocated as security for the obligations of Trident in respect of the Rothschild Payments, provided however, that to the extent such amount is not used to satisfy unpaid Rothschild Payments, the entire amount of the Administration Charge still remains available to the beneficiaries of the Administration Charge as set out in the Amended and Restated Initial Order.

6. To the extent the Rothschild Payments exceed the \$2 million amount allocated under the Administration Charge, a charge is hereby granted on the Property, ranking behind the Administration Charge, the Director's Charge, the Inter-company Charge, the Retention Plan Charge, any valid security interests and charges ranking in priority to, and the security interests and charges in favour of, the Agent and the Lenders under the Canadian Secured Term Loan

Agreement and shall rank *pari passu* with the Bid Protection Charge (the “Rothschild *Pari Passu* Charge”).

7. The Rothschild *Pari Passu* Charge shall be considered one of the Charges and Rothschild a Chargee, under the provisions of the Amended and Restated Initial Order and except as may be approved by this Court, an Applicant shall not grant any Encumbrances over any Property (as those terms are defined in the Amended and Restated Initial Order) that rank in priority to, or *pari passu* with, either the Bid Protection Charge or the Rothschild *Pari Passu* Charge.

Miscellaneous

8. Trident shall serve, by courier, telecopy transmission, e-mail transmission, or ordinary post, a copy of this Order on all parties present at this application and on all parties who received notice of this application or who are presently on the service list established in these proceedings.

J.C.Q.B.A.

ENTERED this ____ day of
March, 2010

CLERK OF THE COURT

Action No. 0901-13483

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

ORDER

FRASER MILNER CASGRAIN LLP
Barristers and Solicitors

15th 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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RESOURCES CORP., TRIDENT CBM CORP., AURORA ENERGY LLC., NEXGEN
ENERGY CANADA, INC. AND TRIDENT USA CORP.**

SERVICE LIST

LAST UPDATED: MARCH 10, 2010

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

Service Recipient	Telephone	Fax	Recipient Status
<p>1333 New Hampshire Avenue, N.W. Washington D.C. 20036</p> <p>SCOTT L. ALBERINO E-mail: salberino@akingump.com</p>	<p>(202) 887-4000</p> <p>(202) 887-4027</p>	<p>(202) 887-4288</p>	
<p>ROTHSCHILD INC. 1251 Avenue of the Americas 51st floor New York, New York 10020</p> <p>NEIL AUGUSTINE E-mail: neil.augustine@us.rothschild.com</p> <p>WILLIAM SHAW E-mail: william.shaw@us.rothschild.com</p>	<p>(212) 403-3500</p> <p>(212) 403-5411</p> <p>(212) 403-5221</p>	<p>(212) 403-3501</p> <p>(212) 403-3734</p> <p>(212) 403-5454</p>	<p>Applicants' Financial Advisors</p>
<p>DEBEVOISE & PLIMPTON LLP 919 Third Avenue New York, New York 10022</p> <p>DEREK ALEXANDER E-mail: dalexand@debevoise.com</p>	<p>(212) 909-6021</p>	<p>(212) 909-6836</p> <p>(212) 521-7603</p>	<p>US Counsel to Applicants' Financial Advisors</p>
<p>BLAKE, CASSELS & GRAYDON LLP 855 - 2nd Street S.W. Suite 3500, Bankers Hall East Tower Calgary AB T2P 4J8</p> <p>KELLY BOURASSA E-mail: kelly.bourassa@blakes.com</p>	<p>(403) 260-9697</p>	<p>(403) 260-9700</p>	<p>Canadian Counsel to Applicants' Financial Advisors</p>
<p>FTI CONSULTING CANADA ULC TD Waterhouse Tower 79 Wellington Street West Suite 2010, P.O. Box 104 Toronto, Ontario M5K 1G8</p> <p>GREG WATSON E-mail: greg.watson@fticonsulting.com</p> <p>NIGEL D. MEAKIN E-mail: nigel.meakin@fticonsulting.com</p> <p>TONI VANDERLAAN E-mail: toni.vanderlaan@fticonsulting.com</p> <p>P. BROGAN TAYLOR E-mail: brogan.taylor@fticonsulting.com</p>	<p>(416) 649-8100</p> <p>(416) 649-8077</p> <p>(416) 649-8065</p> <p>(416) 649-8075</p> <p>(416) 649-8074</p>	<p>(416) 649-8101</p>	<p>Monitor</p>

<i>Service Recipient</i>	<i>Telephone</i>	<i>Fax</i>	<i>Recipient Status</i>
MCCARTHY TÉTRAULT LLP Suite 3300 421 - 7th Avenue SW Calgary, Alberta T2P 4K9 SEAN F. COLLINS E-mail: scollins@mccarthy.ca	(403) 260-3500 (403) 260-3531	(403) 260-3501	Monitor's Counsel
BLANK ROME LLP Chase Manhattan Centre 1201 Market Street, Suite 800 Wilmington, Delaware 19801 BONNIE GLANTZ FATELL E-mail: Fatell@BlankRome.com	(302) 425-6423	(302) 428-5110	Monitor's US Counsel
One Logan Square 130 North 18th Street Philadelphia, Pennsylvania 19103-6998 MIKE SCHAEDEL E-mail: Schaedle@BlankRome.com	(215) 569-5762	(215) 832-5762	
BENNETT JONES LLP 4500 Bankers Hall East 855 2nd Street SW Calgary, Alberta T2P 4K7 FRANK DEARLOVE E-mail: dearlovef@bennettjones.com	(403) 298-3100 (403) 298-3202	(403) 265-7219	Counsel for Steering Committee of the 2006 Lenders
3400 One First Canadian Place P.O. Box 130 Toronto Ontario M5X 1A4 KEVIN J. ZYCH E-mail: zychk@bennettjones.com	(416) 777-5738		
GIBSON DUNN & CRUTCHER LLP 200 Park Avenue New York, New York 10166-0193 DAVID FELDMAN E-mail: dfeldman@gibsondunn.com MATTHEW WILLIAMS E-mail: mjwilliams@gibsondunn.com	(212) 351-4000	(212) 351-4035	US Counsel for Steering Committee of the 2006 Lenders

<i>Service Recipient</i>	<i>Telephone</i>	<i>Fax</i>	<i>Recipient Status</i>
<p>BORDEN LADNER GERVAIS LLP 1000 Canterra Tower 400 Third Avenue S.W. Calgary, Alberta T2P 4H2</p> <p>PATRICK T. MCCARTHY Q.C. E-mail: pmccarthy@blgcanada.com</p> <p>JOSEF G.A. KRUGER E-mail: JKruger@blgcanada.com</p>	<p>(403) 232-9500</p> <p>(403) 232-9441</p> <p>(403) 232-9563</p>	<p>(403) 266-1395</p>	<p>Canadian Counsel for majority of Preferred Shareholders</p>
<p>QUINN EMANUEL URQUHART OLIVER & HEDGES, LLP 51 Madison Avenue, 22nd Floor New York, New York 10010</p> <p>DANIEL HOLZMAN E-mail: danielholzman@quinnemanuel.com</p> <p>SUSHEEL KIRPALANI E-mail: SusheelKirpalani@quinnemanuel.com</p> <p>JOSEPH MINIAS E-mail: josephminias@quinnemanuel.com</p>	<p>(212) 849-7000</p> <p>(212) 849-7242</p>	<p>(212) 849-7100</p>	<p>US Counsel for majority of Preferred Shareholders</p>
<p>MCMILLAN LLP 1900, 736-6th Avenue S.W. Calgary, Alberta T2P 3T7</p> <p>R. CRAIG STEELE E-mail: craig.steele@mcmillan.ca</p>	<p>(403) 531-4700</p> <p>(403) 531-4706</p>	<p>(403) 531-4720</p>	<p>Counsel to the majority of holders of the Second Lien Credit Facility, Goldman Sachs, Farrallon, and Mount Kellett</p>
<p>Brookfield Place, Suite 4400 181 Bay Street Toronto, Ontario M5J 2T3</p> <p>ANDREW J.F. KENT E-mail: andrew.kent@mcmillan.ca</p> <p>DANIEL V. MACDONALD E-mail: dan.macdonald@mcmillan.ca</p> <p>Wael ROSTOM E-mail: wael.rostom@mcmillan.ca</p>	<p>(416) 865-7000</p> <p>(416) 865-7160</p> <p>(416) 865-7169</p>	<p>(416) 865-7048</p> <p>(647) 722-6715</p> <p>(416) 865-7048</p>	

<i>Service Recipient</i>	<i>Telephone</i>	<i>Fax</i>	<i>Recipient Status</i>
<p>WACHTELL, LIPTON, ROSEN & KATZ 51 West 52nd Street New York, New York 10019</p> <p>SCOTT K. CHARLES E-mail: SKCharles@wlrk.com</p> <p>CAITH KUSHNER E-mail: CKushner@wlrk.com</p>	<p>(212) 403-1000</p> <p>(212) 403-1202</p> <p>(212) 403-1326</p>	<p>(212) 403-2000</p> <p>(212) 403-2202</p> <p>(212) 403-2326</p>	<p>US counsel to the majority of holders of the Second Lien Credit Facility, Goldman Sachs, Farrallon, and Mount Kellett</p>
<p>MOUNT KELLETT CAPITAL MANAGEMENT 623 5th Avenue New York, New York 10022</p> <p>MARCUS MOTRONI E-mail: mmotroni@mountkellett.com</p>	<p>(212) 588-6119</p>		<p>Mount Kellett Capital Management</p>
<p>DAVIS LLP Livingston Place 1000 - 250 2nd Street SW Calgary, AB T2P 0C1</p> <p>LARRY B. ROBINSON, Q.C. E-mail: larry.robinson@davis.ca</p>	<p>(403) 296-4470</p> <p>(403) 698-8715</p>	<p>(403) 296-4474</p> <p>(403) 697-6609</p>	<p>Counsel to Nexen Inc.</p>
<p>1 First Canadian Place, Suite 5600 P.O. Box 367, 100 King Street West Toronto, ON, Canada M5X 1E2</p> <p>RENÉE BROUSSEAU E-mail: rbrousseau@davis.ca</p>	<p>(416) 369-5284</p>	<p>(416) 777-7442</p>	
<p>NEXEN INC. Law Department 801-7th Avenue SW Calgary, Alberta T2P 3P7</p> <p>JAY D. TODESCO - ASSOCIATE GENERAL COUNSEL E-mail: jay_todesco@nexeninc.com</p>	<p>(403) 699-4000</p>		<p>Nexen Inc.</p>
<p>GOWLING LAFLEUR HENDERSON LLP Suite 1400 700 - 2nd Street S.W. Calgary, Alberta T2P 4V5</p> <p>LESLIE R. DUNCAN E-mail: les.duncan@gowlings.com</p>	<p>(403) 298-1000</p> <p>(403) 298-1899</p>	<p>(403) 263-9193</p> <p>(403) 695-3581</p>	<p>Robert Funnell</p>

<i>Service Recipient</i>	<i>Telephone</i>	<i>Fax</i>	<i>Recipient Status</i>
WHIPPOORWILL ASSOCIATES, INC. 11 Martine Avenue White Plains, New York 10606 MICHAEL LEE E-mail: mlee@whippoorwillassociates.com STEVEN GENDAL E-mail : sgendal@whippoorwillassociates.com	(914) 683-1002		
MCLENNAN ROSS LLP 600 West Chambers 12220 Stony Plain Road Edmonton, Alberta T5N 3Y4 CHARLES RUSSELL, Q.C. E-mail: crussell@mross.com	(780) 482-9200	(780) 482-9100	Spectra Energy
FIELD LAW 400 The Lougheed Building 604 - 1 Street SW Calgary, Alberta T2P 1M7 ERIN IPPOLITO E-mail: eippolito@fieldlaw.com BRYCE D. MCLEAN E-mail: bmclean@fieldlaw.com	(403) 260-8500	(403) 264-7084	Signalta Resources
CONOCOPHILLIPS CANADA Law Department 401 – 9th Avenue S.W. P.O. Box 130, Station M Calgary, Alberta T2P 2H7 LARINA J. TAYLOR E-mail: Larina.J.Taylor@conocophillips.com	(403) 233-3563	(403) 233-5505	ConocoPhillips Canada
FLEMING LLP 900, 926-5th Avenue S.W. Calgary, Alberta T2P 0N7 CARMEN A. ALGER Email: calger@flemingllp.com	(403) 266-7750	(403) 265-6910	Midfield Supply ULC
CIBC WORLD MARKETS INC. 900, Bankers Hall East 855-2nd Street S.W. Calgary, Alberta T2P 4J7 CHRIS BEATON E-mail: chris.beaton@cibc.ca	(403) 260-0515	(403) 260-0524	CIBC World Markets Inc.

<i>Service Recipient</i>	<i>Telephone</i>	<i>Fax</i>	<i>Recipient Status</i>
DUNCAN & CRAIG LLP #2800, Scotia Place 10060 Jasper Avenue Edmonton, Alberta T5J 3V9 DARREN BIEGANEK E-mail: dbieganeke@dcllp.com	(780) 441-4386	(780) 969-6381	Independent Electric and Controls Ltd.
Box 6777 5202 – 52 Avenue Drayton Valley, Alberta T7A 1S2 KIM BRODERSEN E-mail: kbrodersen@dcllp.com	(780) 542-7462 1-877-740-4447 (780) 514-2505	(780) 542-3392	
VALEO POWER CORPORATION 141 – 50 Avenue SE Calgary, Alberta T2G 4S7 ARISTOTLE SARANTIS E-mail: asarantis@enmax.com		(403) 385-1879	Valeo Power Corporation
CREW ENERGY INC. 1400, 425 1st Street SW Calgary, Alberta T2P 3L8 CRAIG TURCHAK E-mail: Craig.Turchak@crewenergy.com	(403) 266-2088	(403) 266-6259	Crew Energy Inc.
CARSCALLEN LEITCH LLP 1500, 407 - 2nd Street S.W. Calgary, Alberta T2P 2Y3 GLENN BLACKETT E-mail: blackett@cllawyers.com	(403) 298-8474	(403) 262-2952	Apex Distribution Inc.
MAY JENSEN SHAWA SOLOMON LLP Lancaster Building 800, 304 - 8 Avenue SW Calgary, Alberta T2P 1C2 BRYAN DUGUID E-mail: duguidb@mjss.ca KAJAL PATEL E-mail: patelk@mjss.ca	(403) 571-0745	(403) 571-1528	Alberta Tubular Products
BURSTALL WINGER LLP 1600, 333 - 7th Avenue, S. W. Calgary, Alberta T2P 2Z1 CANDICE A. ROSS E-mail: ross@burstall.com	(403) 234-3336	(403) 265-8565	Tarpon Energy Services Ltd.

<i>Service Recipient</i>	<i>Telephone</i>	<i>Fax</i>	<i>Recipient Status</i>
DAVISON WORDEN LLP Barristers & Solicitors 1710, 540 – 5th Ave. S.W. Calgary, Alberta T2P 0M2 LAURA C. SNOWBALL E-mail: lsnowball@davisonworden.com	(403) 262-7745 (403) 294-3599	(403) 262-7011	BJ Services Company of Canada CE Franklin Ltd. Smith International Canada Ltd. Technicoil Corporation Trican Partnership Wood Group ESP (Canada) Ltd.
GOWLING LAFLEUR HENDERSON LLP Suite 1400, 700 - 2nd Street S.W. Calgary, Alberta T2P 4V5 BRAD R. SHIRVELL E-mail: brad.shirvell@gowlings.com	(403) 298-1000 (403) 298-1919	(403) 695-3573	Weatherford Canada Partnership
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 JOANNE WEST E-mail: west.joanne@cleanharbors.com	(781) 792-5243	(781) 792-5904	Clean Harbors Environmental Services Inc.
PARLEE MCLAWS LLP 3400 Suncor Energy Centre 150-6th Avenue SW Calgary, Alberta T2P 3Y7 SCOTT WATSON E-mail: swatson@parlee.com	(403) 294-7038	(403) 767-8875	CNRL

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.**

NOTICE OF MOTION

FRASER MILNER CASGRAIN LLP
Barristers and Solicitors

15th 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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