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.

BEFORE THE HONOURABLE	)	AT THE CALGARY COURTS CENTER
JUSTICE B.E.C. ROMAINE	)	IN THE CITY OF CALGARY, IN THE
IN CHAMBERS	)	PROVINCE OF ALBERTA, THIS 20th
	)	DAY OF NOVEMBER, 2009

ORDER

UPON the application of the Petitioners in these proceedings (collectively, "Trident"); **AND UPON HEARING READ** the Notice of Motion of the Petitioners, dated November 17, 2009, the Affidavit of Todd A. Dillabough, dated November 17, 2009 (the "Third Dillabough Affidavit"), and the Second Report of the Monitor, dated November 17, 2009, 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 (collectively, the "Required Lenders"); Nexen Inc. ("Nexen"), the Steering Committee of the 2006 Lenders, and other interested parties **AND UPON NOTING** the provision of the Amended and Restated Initial Order, dated October 6, 2009 (the "Amended and Restated Order"); **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 Ronica Cameron, dated November 19, 2009; and the time therefore is abridged to the time actually given.

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Employee Retention Program and Charge

2.   The employee retention plan described in the Third Dillabough Affidavit and the Second Report of the Monitor (the "Retention Plan") is hereby approved and Trident is hereby authorized to take all necessary steps required to finalize and implement the Retention Plan.

3.   Those persons eligible to participate in the Retention Plan shall be entitled to the benefit of and are hereby granted a charge (the "Retention Plan Charge") on the Property (as defined in the Amended and Restated Order), which charge shall not exceed an aggregate amount of $3 million, as security for the obligations of Trident pursuant to the Retention Plan. The Retention Plan Charge shall rank subsequent to the Administration Charge, the Directors Charge, and the Intercompany Charge and shall otherwise have the rights, entitlements and priority set out in paragraphs 36 to 40 of the Amended and Restated Order.

Miscellaneous

4.   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.

<div align="right">

_____"B.E.C. Romaine"_____
J.C.Q.B.A.

</div>

ENTERED this ⟨24⟩ day of
November, 2009

K. MCAUSLAND ⟨COURT SEAL⟩

CLERK OF THE COURT

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IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT,* R.S.C. 1985, c. C-36, AS AMENDED

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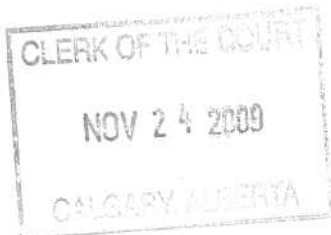
ORDER

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