

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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 In re: : Chapter 11  
 :  
 TRIDENT RESOURCES CORP., et al., : Case No. 09-13150 (MFW)  
 :  
 : (Jointly Administered)  
 Debtors. :  
 : **Re: Docket No. 11**  
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**ORDER GRANTING DEBTORS' MOTION FOR AN ADMINISTRATIVE  
ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 331 ESTABLISHING  
PROCEDURES FOR INTERIM MONTHLY COMPENSATION AND  
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

Upon the Debtors'<sup>1</sup> Motion for an Administrative Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (the "Motion");<sup>2</sup> and upon consideration of the Affidavit of Todd A. Dillabough in Support of the Debtors' Chapter 11 Petitions and Request for First Day Relief (the "Dillabough Affidavit"); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Debtors having properly provided notice to (i) the United States Trustee for the District of Delaware; (ii) the largest unsecured creditors in these cases (on a consolidated basis); (iii) each of the agents, or their counsel, if known, under the Debtors' prepetition credit facilities; (iv) the Office of the United States Attorney for the District of Delaware; and (v) the Internal Revenue Service, and it appearing that no other or further notice need be provided; and the Court having determined that the relief sought in the Motion is in the

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with each Debtor's place of incorporation and the last four digits of its federal tax identification number, where applicable, are: Trident Resources Corp. (Delaware) (2788), Aurora Energy LLC (Utah) (6650), NexGen Energy Canada, Inc. (Colorado) (9277), Trident CBM Corp. (California) (3534), and Trident USA Corp. (Delaware) (6451).

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Motion.

best interests of the Debtors, their creditors, and all parties in interest; and the Court having heard the evidence and statements of counsel regarding the Motion and having determined that the legal and factual bases set forth in the Motion and in the Dillabough Affidavit establish just cause for the relief granted herein, it is therefore,

**ORDERED**, that the Motion shall be and hereby is GRANTED; and it is further

**ORDERED**, that except as may otherwise be provided in other orders of this Court authorizing the retention of a particular Professional, all Professionals employed in these cases shall seek interim payment of Compensation in accordance with the following procedures (the "Compensation Procedures"):

a. On or after the 20<sup>th</sup> day of each calendar month, beginning with October 2009, each of the Professionals seeking interim compensation for services rendered may file with the Court an application (the "Monthly Fee Application"), pursuant to section 331 of the Bankruptcy Code, for interim approval and allowance of compensation for services rendered and reimbursement of expenses incurred during the immediately preceding month (the "Monthly Compensation Period") and serve a copy of such Monthly Fee Application on: (i) the Debtors, Trident Resources Corp., 444 – 7<sup>th</sup> Avenue S.W. Calgary, Alberta T2P 0X8, Suite 1000, Attn.: Alan G. Withey; (ii) proposed counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attn: Ira Dizengoff, Esq. and Ryan C. Jacobs, Esq.; (iii) proposed co-counsel to the Debtors, Richards, Layton & Finger, P.A. One Rodney Square, 920 North King Street, Wilmington, Delaware 19801, Attn: Mark D. Collins; (iv) the Office of the United States Trustee for the District of Delaware, 844 King Street, Room 2207, Lockbox #35, Wilmington, DE 19899-0035; (v) counsel to the agents for the Debtors' prepetition lenders; (vi) counsel to the agent for the Debtors' postpetition secured lenders, if any; and (vii) counsel to any official committee of unsecured creditors appointed in these cases (collectively, the "Notice Parties"). Any Professional that fails to file a Monthly Fee Application for a particular month or months may subsequently submit a consolidated Monthly Fee Application for a particular month or months. All Monthly Fee Applications shall comply with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), applicable law, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), and the Guidelines established by the Office of the United States Trustee.

b. Each Notice Party will have twenty (20) days after filing and service of a Monthly Fee Application to object to such application (the

“Objection Deadline”). Upon the expiration of the Objection Deadline, each Professional may file a certificate of no objection or a certificate of partial no objection with the Court, whichever is applicable, after which the Debtors are authorized to pay each Professional an amount (the “Actual Payment”) equal to the lesser of (i) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Application (the “Maximum Payment”), and (ii) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to an objection pursuant to subparagraph (c) below.

c. If any Notice Party objects to a Professional’s Monthly Fee Application, it must file with the Court and serve on the affected Professional and each of the Notice Parties a written objection (the “Objection”), which must be filed with the Court and received by the affected Professional and the Notice Parties on or before the Objection Deadline. Thereafter, the objecting party and the affected Professional may attempt to resolve the Objection on a consensual basis. If the parties are unable to reach a resolution of the Objection within twenty (20) days after service of the Objection, the affected Professional may either: (i) file a response to the Objection with the Court, together with a request for payment of the difference, if any, between the Maximum Payment and the Actual Payment made to the affected Professional (the “Incremental Amount”); or (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time the Court will consider and dispose of the Objection if requested by the parties.

d. Each Professional may submit the first Monthly Fee Application on or about October 20, 2009, and such Monthly Fee Application shall be for the period from the Petition Date through September 30, 2009.

e. Beginning with the period ending November 30, 2009, and at three-month intervals thereafter or such other intervals convenient to the Court (the “Interim Fee Period”), each Professional may file with the Court and serve on the Notice Parties a request, pursuant to section 331 of the Bankruptcy Code, for interim Court approval and allowance of the compensation and reimbursement of expenses sought in the Monthly Fee Applications filed during the Interim Fee Period (an “Interim Fee Application”). The Interim Fee Application, which shall be substantially in the form of Exhibit A attached hereto and incorporated herein by reference, must include a brief description identifying (i) the Monthly Fee Applications that are the subject of the request, (ii) the amount of fees and expenses requested, (iii) the amount of fees and expenses paid to date or subject to an Objection, (iv) the deadline for other parties and the Notice Parties to file objections (the “Additional Objections”) to the Interim Fee Application, and (v) any other information requested by the Court or required by the Local Rules. Objections, if any, to the Interim Fee Application shall be filed and served upon the affected Professional and the Notice Parties so as to be received on or before the 20<sup>th</sup> day following service of the applicable Interim Fee Application.

f. Each Professional should file and serve its Interim Fee Application within thirty (30) days of the conclusion of the Interim Fee Period for which the request seeks allowance of fees and reimbursement of expenses. The first Interim Fee Application shall cover the period from the Petition Date and through and including November 30, 2009, and may be filed on or before December 31, 2009.

g. The Debtors shall request a hearing on the pending Interim Fee Applications at least every six (6) months. The Debtors, however, may request that a hearing be held every three (3) months or at such other intervals as the Court deems appropriate.

h. The pendency of an objection to payment of compensation or reimbursement of expenses will not disqualify a Professional from the future payment of compensation or reimbursement of expenses, unless the Court orders otherwise. In addition, any Professional that fails to file a Monthly Fee Application or an Interim Fee Application when due or permitted will be ineligible to receive further interim payments of fees or expenses under the Compensation Procedures until such time as a Monthly Fee Application or Interim Fee Application is submitted by the Professional. There will be no other penalties for failing to file a Monthly Fee Application or an Interim Fee Application in a timely manner.

i. Neither (a) the payment of or the failure to pay in whole or in part, a Monthly Fee Application nor (b) the filing of or failure to file an objection to a Monthly Fee Application will bind any party in interest or the Court with respect to the allowance of interim or final applications for compensation and reimbursement of expenses of the Professionals. All fees and expenses paid to the Professionals are subject to disgorgement until final allowance by the Court.

and it is further

**ORDERED**, that each member of any official committee appointed in these cases is permitted to submit statements of expenses (excluding fees and expenses of committee member's counsel) and supporting vouchers to counsel to such committee, who shall collect and submit the committee members' requests for reimbursement in accordance with the approved procedure for monthly and interim compensation and reimbursement of Professionals; and it is further

**ORDERED**, that only the Notice Parties shall be entitled to receive the Monthly Fee Applications, the Interim Fee Applications and the notice of hearing thereon (the "Hearing

Notice”), and all other parties who file a request for service pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure shall be entitled to receive only the Hearing Notice; and it is further

**ORDERED**, that the Debtors shall include all payments made to Professionals on the monthly operating report, identifying the amount paid to each of the Professionals; and it is further

**ORDERED**, that all time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a); and it is further

**ORDERED**, that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: October 5, 2009  
Wilmington, Delaware

  
\_\_\_\_\_  
THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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 In re: : Chapter 11  
 TRIDENT RESOURCES CORP., et al., : Case No. 09-13150 (MFW)  
 :  
 Debtors. : (Jointly Administered)  
 -----X

**NOTICE OF INTERIM FEE APPLICATION**

Name of Applicant: \_\_\_\_\_

Authorized to Provide  
Professional Services to: \_\_\_\_\_

Date of Retention: \_\_\_\_\_

Period for which compensation and  
reimbursement is sought: \_\_\_\_\_

Amount of Compensation sought as  
actual, reasonable and necessary: \$ \_\_\_\_\_

Amount of Expense Reimbursement sought  
as actual, reasonable and necessary: \$ \_\_\_\_\_

This is a(n): \_\_\_ interim \_\_\_ final application

Summary of Fee Applications for Compensation Period:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses

Summary of Any Objections to Fee Applications:

Date of Fee Application	Date of Objection	Total Fees Subject to Objection	Total Expenses Subject to Objection

PLEASE TAKE NOTICE that, pursuant to the Court's Order Granting Motion of the Debtors and Debtors-In-Possession for an Administrative Order Pursuant To 11 U.S.C. §§ 150(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated \_\_\_\_\_ (the "Interim Compensation Order"), objections, if any, to the Interim Fee Application must be filed with the Court and served on the Applicant at the address set forth below and the Notice Parties (as such term is defined in the Interim Compensation Order) so as to be received by \_\_\_\_\_. If no timely objections are filed to the Interim Fee Application, the Court may enter an order granting the Interim Fee Application without a hearing.

Dated: \_\_\_\_\_

[Name, Address and Signature of Applicant]