

**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. 4**  
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**ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 363(b)  
AND 503(b) OF THE BANKRUPTCY CODE AUTHORIZING  
(I) THE CONTINUATION OF INSURANCE POLICIES AND  
(II) THE PAYMENT OF ALL OBLIGATIONS IN RESPECT THEREOF**

Upon the Debtors'<sup>1</sup> Motion for Order Pursuant to 11 U.S.C. §§ 105(a), 363(b) and 503(b) of the Bankruptcy Code for Order Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 503(b) of the Bankruptcy Code Authorizing (I) the Continuation of Insurance Policies and (II) the Payment of All Obligations in Respect Thereof (the "Motion");<sup>2</sup> and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having property 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 parties listed on **Exhibit A**; (v) the Office of the United States Attorney for the District of

<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 not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Delaware; and (vi) 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 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 Affidavit of Todd A. Dillabough in Support of the Debtors' Chapter 11 Petitions and Request for First Day Relief (the "Dillabough Affidavit") establish just cause for the relief granted herein, it is therefore

**ORDERED** that the Motion is GRANTED; and it is further

**ORDERED** that the Debtors are authorized and empowered to take steps necessary for the maintenance and continuation, without interruption, of the D&O Insurance Policies identified on **Exhibit A** hereto consistent with prepetition practices and in the ordinary course of business; and it is further

**ORDERED** that the Debtors are authorized, but not required, to pay, in their sole discretion, in the ordinary course, all premiums, claims, deductibles, excess, retrospective adjustments, administrative and broker's fees, and all other obligations arising under the D&O Insurance Policies including those obligations that were due and payable or related to the period before the commencement of these Chapter 11 Cases (up to a maximum amount of \$50,000 for such pre-petition obligations, without prejudice to the Debtors from seeking Court approval of additional amounts if needed), if any, without further order of this Court; and it is further

**ORDERED** that all applicable banks and other financial institutions are authorized and directed to receive, process, honor and pay any and all checks drawn or electronic funds transferred to pay any Insurance Obligations, whether such checks were presented prior to or after the Petition Date; provided, however, such checks or electronic transfers are identified by

the Debtors as relating directly to the authorized payment of Insurance Obligations; and it is further

**ORDERED** that nothing in this Order or the Motion shall be construed as prejudicing the rights of the Debtors to dispute or contest the amount of or basis for any claims against the Debtors in connection with or relating to the D&O Insurance Policies; and it is further

**ORDERED** that to the extent any D&O Insurance Policies or related agreement is deemed an executory contract within the meaning of section 365 of the Bankruptcy Code, neither this Order nor any payments made in accordance with this Order shall constitute the postpetition assumption of those policies or related agreements under section 365 of the Bankruptcy Code; and it is further

**ORDERED** that the Debtors are authorized and empowered to obtain new D&O Insurance Policies and/or renew D&O Insurance Policies as needed in the ordinary course of their businesses, consistent with prepetition practices; and it is further

**ORDERED** that nothing in this Order or the Motion shall be construed as prejudicing the rights of the Debtors to dispute or contest the amount of or basis for any claims against the Debtors in connection with or relating to the Debtors' D&O Insurance Policies; and it is further

**ORDERED** that Bankruptcy Rule 6003 has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors; 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 notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rules 4001(d) and 6004(a) are waived; and it is further

**ORDERED** that notwithstanding any applicability of Bankruptcy Rules 6004(h), 7062, or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

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

Dated: October 5, 2009  
Wilmington, Delaware

  
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THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit A**

**D&O Insurance Policies**

INSURANCE POLICY CHART

Insurer	Type of Coverage	Policy Number	Coverage Period	Coverage Summary	Annual Premium	Premium Paid Thru Date
AIG – American Home Assurance Company 145 Wellington Street West Toronto, ON M5J 1H8	Primary D&O	XX-XXX-XXX-84	11/15/08 - 11/15/09	\$15,000,000 Limit \$100,000 Deductible	\$119,040	11/15/09
Westport Insurance, Corporation Canadian Branch 150 King Street West Toronto, ON M5H 1J9	Excess D&O	XXXXXX61	11/15/08 - 11/15/09	\$10,000,000 Limit	\$68,250	11/15/09
Allied World Assurance Company (U.S.) Inc. 225 Franklin St. Boston, MA 02110	Excess D&O	XXXXXXXXXX01	11/15/08 - 11/15/09	\$10,000,000 Limit	\$62,000	11/15/09
Zurich Insurance Company Ltd. HKMB Hub International 595 Bay Street, Suite 900 Toronto, ON M5G 2E3	Excess D&O	XXXXXXXX-01	11/15/08 - 11/15/09	\$10,000,000 Limit	\$58,500	11/15/09
North River Insurance Company 503 Madison Avenue Morristown, NJ 07962	Excess D&O	XXXXXXXXXX79	11/15/08 - 11/15/09	\$10,000,000 Limit	\$51,000	11/15/09

Insurer	Type of Coverage	Policy Number	Coverage Period	Coverage Summary	Annual Premium	Premium Paid Thru Date
Nutmeg Insurance Company 100 Executive Blvd. North, First Fl Southing, CT 06489	Excess D&O	XXXXXXXXXXXXX X04	11/15/08 – 11/15/09	\$10,000,000 Limit	\$45,000	11/15/09
Liberty International Underwriters 181 Bay Street, Suite 1000 Toronto, ON M5J 2T3	Excess D&O	XXXXXXXXXXXXX X03	11/15/08 – 11/15/09	\$15,000,000 Limit	\$95,000	11/15/09
Hudson Insurance Company 17 State Street New York, NY 10004	Excess D&O	XXXXXXXXXXXXX XXXXXXXX	11/15/08 – 11/15/09	\$5,000,000 Limit	\$30,000	11/15/09
HCC Global Financial Products Newport Financial Center 111 Town Square Place, Suite 1201 Jersey City, NJ 07310	Excess D&O	XXXXXXXXXXXXX27	11/15/08 – 11/15/09	\$15,000,000 Limit	\$90,000	11/15/09