

**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-____ (____)
: :
Debtors. : (Jointly Administered)
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DEBTORS' MOTION FOR ORDER PURSUANT TO SECTIONS 105(a), 327, 328 AND 330 OF THE BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO RETAIN PROFESSIONALS IN THE ORDINARY COURSE OF THE DEBTORS' BUSINESSES

The above-captioned debtors and debtors in possession (each a "Debtor" and collectively, the "Debtors")¹ file this motion (the "Motion") for entry of an order (the "Order") pursuant to sections 105(a), 327, 328 and 330 of title 11 of the United States Code (the "Bankruptcy Code") authorizing the Debtors to retain, employ and compensate certain professionals in the ordinary course of the Debtors' businesses pursuant to the procedures discussed below. In support of the Motion, the Debtors respectfully represent as follows:

Jurisdiction

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is properly before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory bases for the relief requested herein are sections 105(a), 327, 328 and 330 of the Bankruptcy Code.

¹ 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).

Background

2. On September 8, 2009 (the “Petition Date”), the Debtors commenced reorganization proceedings (the “Chapter 11 Cases”) under chapter 11 of title 11 of the Bankruptcy Code, in the United States Bankruptcy Court for the District of Delaware (the “Court”). All of the Debtors are also applicants in the Canadian Proceedings (defined below). The Debtors are continuing in possession of their respective properties and are operating and managing their businesses, as debtors in possession, pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. On the Petition Date, Trident Resources Corp. (“TRC”), Trident Exploration Corp. and certain of their U.S. and Canadian subsidiaries and affiliates (collectively, the “Canadian Debtors”)² filed an application with the Court of Queen's Bench of Alberta, Judicial District of Calgary (the “Canadian Court”) under the Companies’ Creditors Arrangement Act (Canada) (the “CCAA”), seeking relief from their creditors (collectively, the “Canadian Proceedings”).³

Trident’s Businesses⁴

General Overview

4. Trident consists of a group of affiliated corporations in Canada and the United States in the business of natural gas exploration and development, principally focused on

² The Canadian Debtors include the following entities: Trident Exploration Corp., Fort Energy Corp., Fenenergy 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.

³ A court appointed monitor (the “Monitor”) will be appointed in the Canadian Proceedings. Once appointed, it is anticipated that the Monitor, as the foreign representative of the Canadian Debtors that are not debtors in these cases, will file petitions and seek an order of the Court granting foreign main recognition status to such entities, under Chapter 15 of the Bankruptcy Code.

⁴ “Trident” refers to TRC and its subsidiaries and affiliates.

coal bed methane (“CBM”)⁵ and shale gas⁶ from lands in the Western Canadian Sedimentary Basin (“WCSB”) and certain areas in the Northwestern United States. Trident currently concentrates its developments in four geographic areas: Horseshoe Canyon coals of Alberta, Mannville coals of Alberta, Montney Shale play in British Columbia, and the Columbia River Basin that straddles certain areas of Washington and Oregon in the United States.

5. Trident’s business was founded in 2000 with the acquisition of certain working interests in lands in Alberta and British Columbia. Trident’s businesses have grown steadily over the years and by mid-2009, Trident achieved a significant drilling milestone having operated the drilling of greater than 900,000 meters (or 3,000,000 feet) of horizontal and multi-lateral horizontal drilling in the first commercial Mannville CBM field in Canada. In 2009, development in the emerging Montney Shale play in British Columbia has become a more significant portion of Trident’s capital expenditure program. Trident also has significant ownership interests in certain exploratory land positions in the Northwestern United States.

Operations and Assets

6. Trident has assembled an extensive property base. As of June 30, 2009, Trident had natural gas and oil leasehold interests in approximately 1.7 million gross (1.3 million

⁵ In Alberta, methane gas produced from coal seams is generally referred to as coal bed methane gas. CBM gas is the same natural gas used to heat homes and generate electricity. CBM gas is liberated from buried coal deposits. The gas is stored within the molecular structure of the coal and is held in place by the pressure of the overlying rock and, in many cases, by ancient salt water circulating through the coal seam. To produce this gas as is the case with the Mannville coal in Alberta, the water must be first removed from the coal or dewatered. Upon dewatering the pressure in the coal seam reduces and the gas is then liberated from within the coal seam flowing up the wells to the pipeline. The produced water is then re-injected into deeper geological zones within the field boundaries. The Horseshoe Canyon coal trend in Alberta by contrast is a dry coal not requiring any dewatering to produce commercial gas rates.

⁶ Shale gas is natural gas produced from buried shale deposits. Shale gas deposits require underground fracturing processes that releases natural gas so that it can flow up the wells to the pipeline.

net) acres,⁷ of which approximately 75% were undeveloped. Based on the evaluation of approximately 20% of its total net undeveloped acreage, it has identified approximately 1,750 risked evaluated surface drilling locations, which are locations specifically identified and scheduled by management as an estimate of Trident's near-term multi-year drilling activities on existing acreage over the next five to seven years. As of the end of the second quarter of 2009, Trident owned interests in 1045 economic producing wells. Trident's average working interest in the wells is approximately 54%.

7. Trident has demonstrated itself to be one of the most proficient operators of CBM assets in the WCSB, both in terms of successfully implementing innovative drilling techniques and compression solutions, resulting in higher production rates and lower per unit operating costs than our peers.

Events Leading to These Chapter 11 Cases

8. Despite its successes, the precipitous drop in natural gas pricing combined with the extreme fluctuations in the Canada/US currency exchange rate have had a substantial negative impact on Trident with respect to its financial covenants under its debt facilities.

9. As a producer of natural gas, Trident does not have the balance of both gas and oil portfolios, and therefore is more sensitive to gas price fluctuations. A drop in natural gas prices has the potential to significantly affect Trident's financial results and impede its growth. Lower natural gas prices may not only decrease near term cash flow, but also may reduce the amount of natural gas that Trident can produce economically over time because Trident might be forced to delay reinvesting in the future drilling programs set forth in its long-term plans.

⁷ A "gross acre" is an acre in which a working interest is owned; a "net acre" is the sum of the fractional working interests owned in gross acres.

10. Trident has forecasted that, at the end of the September 30, 2009 reporting period (the “September Measurement Period”), as a result of the drop in recent and projected natural gas prices and the fluctuations in currency exchange rates, among other factors beyond its control, it may be in default of its Proven Reserves Value to Net Debt Ratio (“PV-10 Ratio”) under its second lien facility (the “Second Lien Facility”) and, as a result of applicable cross-default provisions, will be exposed to acceleration of the total debt under its credit facilities.

11. In addition, the global economic crisis and the precipitous drop in the price of natural gas has had a substantial negative impact on Trident’s ability to generate revenue and maintain a consolidated EBITDA level consistent with the leverage ratio (the “Leverage Ratio”) mandated by the Second Lien Facility and that certain credit agreement dated as of November 24, 2006 among TRC, the subsidiary guarantors named therein, and Credit Suisse (the “2006 Facility”).⁸ The Second Lien Facility and the 2006 Facility require Leverage Ratios of 4.5:1.0 and 9.0:1.0 respectively for the September Measurement Period. Trident’s significant leverage and recent cash shortfalls significantly threaten Trident’s ability to satisfy the Leverage Ratio for the September Measurement Period.

12. Given the potential breaches under its debt facilities and the need to restructure its highly leveraged balance sheet, Trident has commenced plenary proceedings in the United States under Chapter 11 of the Bankruptcy Code and in Canada under the CCAA to restructure its debt obligations.

⁸ Pursuant to the Second Lien Facility and the 2006 Facility, “Leverage Ratio” means at any date of determination, the ratio of (a) Consolidated Debt of the Borrower and its Subsidiaries at such date minus cash and Cash Equivalents of the Parent and the Borrower and its Subsidiaries at such date minus Obligations of the Borrower and its Subsidiaries under their Guarantees of the Unsecured Credit Agreement at such date minus Obligations of the Borrower and its Subsidiaries under their Guarantees of the Subordinated Unsecured Loan Agreement at such date to (b) Consolidated EBITDA of the Borrower and its Subsidiaries for the most recently completed Measurement Period. Capitalized Terms used in this footnote shall have the meanings ascribed to them in the Second Lien Facility and 2006 Facility.

Relief Requested

13. By this Motion, the Debtors request authority, pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code, to retain and compensate those professionals that the Debtors employ in the ordinary course of business (each, an “Ordinary Course Professional” and, collectively, the “Ordinary Course Professionals”), effective as of the Petition Date, without the (i) submission of separate employment applications and affidavits and (ii) issuance of separate retention orders for each individual professional. A list of the Debtors’ current Ordinary Course Professionals is annexed hereto as **Exhibit A** (the “Ordinary Course Professionals List”).⁹

The Debtors’ Proposed Procedures for Employment of Ordinary Course Professionals

14. The Debtors seek the continued employment of the Ordinary Course Professionals to render a wide variety of professional services to their estates in the same manner and for the same purposes as the Ordinary Course Professionals were retained before the Petition Date. In the past, these professionals have provided professional services relating to such matters as tax and accounting issues, as well as other services relating to issues that have a direct and significant impact on the Debtors’ day-to-day operations. To avoid disruption of the Debtors’ normal business operations, it is essential that the Debtors be permitted to continue to employ these Ordinary Course Professionals, who are already familiar with the Debtors’ business and financial affairs.

15. The proposed employment of the Ordinary Course Professionals and the payment of monthly compensation on the basis set forth below are in the best interests of the Debtors and their respective estates and creditors. The relief requested herein will save the

⁹ The inclusion of any firm on the Ordinary Course Professionals List is not an admission by the Debtors that such firm is a “professional” within the meaning of section 327 of the Bankruptcy Code and the Debtors reserve all rights with respect thereto.

estates the expense associated with applying separately for the employment of each Ordinary Course Professional. Further, the relief requested will also avoid the incurrence of additional fees relating to the preparation and prosecution of interim fee applications for each Ordinary Course Professional. Likewise, the procedures outlined below will relieve the Court, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) and any statutory committee of creditors appointed in these cases of the burden of reviewing fee applications involving relatively small amounts of fees and expenses.

16. The Debtors propose that they be permitted to pay each Ordinary Course Professional, without a prior application to the Court, 100% of the fees and disbursements incurred, upon the submission to, and approval by, the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and disbursements actually incurred; provided, however, that, in the aggregate, fees and disbursements to an Ordinary Course Professional not exceed a total of \$30,000 per month on a “rolling basis” (the “Fee Limit”). Paying fees on a “rolling basis” would mean that an Ordinary Course Professional whose fees and disbursements were less than \$30,000 in any month would be eligible to apply the difference between \$30,000 and the amount billed in such month to any subsequent month in which fees and disbursements exceed \$30,000; provided, however, that payment during any such subsequent month shall not exceed \$40,000 per Ordinary Course Professional.

17. In the event that an Ordinary Course Professional seeks more than the Fee Limit, such Ordinary Course Professional, together with the Debtors, shall submit a statement for the additional compensation sought (a “Fee Statement”) to (i) the U.S. Trustee, and (ii) counsel to any statutory committee of creditors appointed in these Chapter 11 Cases, if any (collectively,

the “Reviewing Parties”). The Fee Statement shall include all of the fees for the Ordinary Course Professional for the relevant three (3) calendar month period.

18. The Reviewing Parties will have twenty (20) days following the date of the Fee Statement to notify the Debtors’ counsel, in writing, of any objection to payment to the Ordinary Course Professional in excess of the Fee Limit (the “Fee Statement Objection Deadline”). Service of any such objection must be made upon (i) the Debtors’ attorneys at the following addresses: (a) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10022 (Attn: Ryan C. Jacobs, Esq.) and (b) Richards, Layton & Finger, P.A. One Rodney Square, 920 North King Street, Wilmington, DE 19801 (Attn: Mark D. Collins); and (ii) the Ordinary Course Professional, so that any such objection is received by the Fee Statement Objection Deadline.

19. If no timely objection is received, the Debtors seek authority to pay those amounts set forth in the Fee Statement. If a timely objection is received, the Debtors will not pay those amounts set forth in the Fee Statement without Court approval, and the Ordinary Course Professional will be required to file a fee application for the full amount of its fees and disbursements for such month in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), orders of the Court, and Fee Guidelines promulgated by the U.S. Trustee.

20. Within thirty (30) days after the later of (i) the entry of an order, substantially in the form annexed hereto as **Exhibit B**, granting the relief requested herein and (ii) the date on which each retained Ordinary Course Professional commences services for the Debtors, each Ordinary Course Professional shall provide to the Debtors’ attorneys the

following: (a) an affidavit, substantially in the form annexed to the Order as **Exhibit 2**, certifying that the professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the professional is to be employed (the “Ordinary Course Professional Affidavit”); and (b) a completed retention questionnaire, substantially in the form annexed to the Order as **Exhibit 3** (the “Retention Questionnaire”). The Debtors’ attorneys shall then file the Ordinary Course Professional Affidavit and the Retention Questionnaire with the Court and serve them upon the Reviewing Parties. The Reviewing Parties shall have fifteen (15) days following the date of service to notify Debtors’ counsel, in writing, of any objection to the retention based on the contents of the Ordinary Course Professional Affidavit and the Retention Questionnaire (the “Retention Objection Deadline”) and file any such objection with the Court. Service of any such objection must be made upon the Debtors’ attorneys at the following addresses: (i) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10022 (Attn: Ryan C. Jacobs, Esq.) and (ii) Richards, Layton & Finger, P.A. One Rodney Square, 920 North King Street, Wilmington, DE 19801 (Attn: Mark D. Collins); so that any such objection is actually received by the Retention Objection Deadline.

21. If no objection is filed and served before the Retention Objection Deadline, the retention, employment and compensation of such Ordinary Course Professional shall be deemed approved without further order from the Court, and subject to the limitations discussed above, the Ordinary Course Professional may be paid 100% of fees and 100% of expenses incurred, without the need to file a fee application, based upon the submission of the invoice. The Debtors propose that no Ordinary Course Professional be paid any amounts for invoiced fees and expense reimbursements until its Ordinary Course Professional Affidavit and Retention Questionnaire have been filed with the Court and the Retention Objection Deadline

has passed. The Debtors reserve their right to dispute any invoice submitted by any Ordinary Course Professional. If a timely objection to the proposed retention of an Ordinary Course Professional is filed, and any such objection cannot be resolved within fifteen (15) days, the matter shall be set for a hearing before the Court.

22. The Debtors reserve their right to supplement the list of Ordinary Course Professionals from time to time, as needed. The Debtors diligently have attempted to identify all of their current Ordinary Course Professionals. Nevertheless, some Ordinary Course Professionals may have been omitted inadvertently and some may cease providing services to the Debtors during the course of these cases. Further, the nature of Debtors' businesses may require the retention of additional Ordinary Course Professionals from time to time. In each case, the Debtors propose to file with the Court a notice listing Ordinary Course Professionals added to or removed from the original Ordinary Course Professionals List (the "Supplemental Notice of Ordinary Course Professionals"), along with the attendant Ordinary Course Professional Affidavits and Retention Questionnaires, to be served upon the Reviewing Parties. The Debtors further propose that, if no objection to the retention of an additional Ordinary Course Professional listed on the Supplemental Notice of Ordinary Course Professionals is filed with the Court and served upon the Debtors' counsel, as set forth above, so that any objection is received within fifteen (15) days after the service thereof, the list will be deemed approved by the Court in accordance with the provisions of this Motion without the need for a hearing or further Court order. Any Ordinary Course Professional retained pursuant to the Supplemental Notice of Ordinary Course Professionals will be paid in accordance with the terms and conditions set forth in the paragraphs above.

23. The Debtors propose that approximately every ninety (90) days, commencing ninety (90) days after the date of entry of an order granting the relief requested herein, the Debtors will file a statement with the Court, and serve the same on the Reviewing Parties, certifying the Debtors' compliance with the terms of the relief requested herein, which statement shall include the following information: (i) for each Ordinary Course Professional (a) the name of such Ordinary Course Professional and (b) for each month, the aggregate amounts paid as compensation for services rendered and as reimbursement of expenses incurred by such Ordinary Course Professional; and (ii) a list of any additional Ordinary Course Professionals that were retained or utilized after the Petition Date and that are not listed on the Ordinary Course Professionals List.

Employment of Ordinary Course Professionals Should be Authorized

24. Section 327 (a) of the Bankruptcy Code provides as follows:

Except as otherwise provided in this section, the trustee, with the court's approval, may employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee's duties under this title.

11 U.S.C. § 327(a). Section 327(e) of the Bankruptcy Code further provides that "with the court's approval" a debtor may employ

for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

11 U.S.C. § 327(e).

25. Section 328(a) of the Bankruptcy Code provides that the terms and conditions upon which the professional is retained must be reasonable and section 330 of the

Bankruptcy Code authorizes the court to award reasonable compensation for actual and necessary services rendered by such professionals. 11 U.S.C. §§ 328(a), 330. Further, the Court may exercise its broad discretion under section 105(a) of the Bankruptcy Code in connection with the foregoing. See 11 U.S.C. § 105(a).

26. Although certain of the Ordinary Course Professionals may hold unsecured claims against the Debtors for prepetition services rendered to the Debtors, the Debtors do not believe that any of the Ordinary Course Professionals have an interest materially adverse to the Debtors, their creditors, or other parties in interest that should preclude such professional from continuing to represent the Debtors. Further, section 328(c) of the Bankruptcy Code excludes attorneys retained pursuant to section 327(e) from the requirement that such professional person be a disinterested person. 11 U.S.C. § 328(c). Accordingly, pursuant to the above-referenced provisions of the Bankruptcy Code, the Court may authorize the retention of the Ordinary Course Professionals.

27. The Debtors submit that, in light of the additional cost associated with the preparation of employment applications for professionals who will receive relatively small fees, it is impractical and inefficient for the Debtors to submit individual applications and proposed retention orders for each Ordinary Course Professional. Accordingly, the Debtors request that this Court dispense with the requirement of individual employment applications and retention orders for each Ordinary Course Professional.

28. Other than Ordinary Course Professionals, all professionals employed by the Debtors to assist in the prosecution of these Chapter 11 Cases will be retained by the Debtors pursuant to separate retention applications. These professionals shall be compensated in

accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and other orders of this Court.

29. Courts in this district often have granted relief similar to that requested by the Debtors herein. See, e.g., In re Recycled Paper Greetings, Inc., No. 09-10002 (KG) (Bankr. D. Del. Jan. 23, 2009); In re Washington Mutual, Inc., No. 08-12229 (MFW) (Bankr. D. Del. Dec. 2, 2008); In re SemCrude, L.P., No. 08-11525 (BLS) (Bankr. D. Del. Aug. 19, 2008); In re Landsource Comty. Dev. LLC, No. 08-11111 (KJC) (Bankr. D. Del. July 9, 2008); In re Leiner Health Prods. Inc., No. 08-10466 (KJC) (Bankr. D. Del. Apr. 7, 2008); In re Sharper Image Corp., No. 08-10322 (KG) (Bankr. D. Del. Apr. 2, 2008); In re Charys Holding Co. Inc., No. 08-10289 (BLS) (Bankr. D. Del. March 10, 2008); In re Hancock Fabrics, Inc., No. 07-10353 (BLS) (Bankr. D. Del. Apr. 13, 2007).

Notice

30. No trustee, examiner, or statutory committee has been appointed in these Chapter 11 Cases. The Debtors served notice of this Motion on (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) each of the Ordinary Course Professionals listed on **Exhibit A**; (v) the Office of the United States Attorney for the District of Delaware; and (vi) the Internal Revenue Service. In light of the relief requested, the Debtors submit that no further notice is needed.

No Previous Request

31. No previous request for the relief sought in this Motion has been made by the Debtors to this or any other court.

WHEREFORE, the Debtors respectfully request (a) entry of an order, substantially in the form annexed hereto as **Exhibit B**, granting the authority to retain and compensate those Ordinary Course Professionals the Debtors employ in the ordinary course of business, effective as of the Petition Date, without the (i) submission of separate employment applications and (ii) issuance of separate retention orders for each individual professional; and (b) such other and further relief as the Court may deem just and appropriate.

Dated: September 8, 2009
Wilmington, Delaware

Respectfully submitted,



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and

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PROPOSED ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION

Exhibit A

Ordinary Course Professionals List

Ordinary Course Professionals List

Professional	Services Provided	Address
KPMG LLP	Audit, Accounting and Tax Services	2700, 205 – 5 Avenue SW Calgary, AB T2P 4B9
Netherland, Sewell & Associates Inc.	Independent Reserves Assessment	4500, 1601 Elm Street Dallas, TX 75201-4754

Exhibit B

Proposed Order

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

	-X	:	
In re:	:	:	Chapter 11
	:	:	
TRIDENT RESOURCES CORP., <u>et al.</u> ,	:	:	Case No. 09- ____ (____)
	:	:	
Debtors.	:	:	(Jointly Administered)

**ORDER PURSUANT TO SECTIONS 105(a), 327, 328 AND 330 OF THE
BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO RETAIN
PROFESSIONALS IN THE ORDINARY COURSE OF THE DEBTORS' BUSINESSES**

Upon the Debtors'¹ Motion for Order Pursuant to Sections 105(a), 327, 328 and 330 of the Bankruptcy Code Authorizing the Debtors to Retain Professionals in the Ordinary Course of the Debtors' Business (the "Motion"),² effective as of the Petition Date, without the (i) submission of separate employment applications and (ii) issuance of separate retention orders for each individual professional, all as more fully set forth in the Motion; and upon consideration of the Affidavit of Todd A. Dillabough in Support of the Debtors' Chapter 11 Petitions and Request for First Day Relief; 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 due and proper notice of the Motion having been provided to: (i) the United States Trustee for the District of

¹ 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).

² Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Motion.

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) each of the Ordinary Course Professionals listed on **Exhibit 1**; (v) the Office of the United States Attorney for the District of 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 this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED, that the Motion is granted; and it is further

ORDERED, that pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code, the Debtors are authorized to employ the Ordinary Course Professionals, including, but not limited to, those professionals listed on **Exhibit 1** annexed hereto (the "Ordinary Course Professionals List"), effective as of the Petition Date; and it is further

ORDERED, that within thirty (30) days of the later of (i) the date of entry of this Order and (ii) the date on which each retained Ordinary Course Professional commences services for the Debtors, each Ordinary Course Professional shall provide to the Debtors' attorneys the following: (a) an affidavit, substantially in the form annexed hereto as **Exhibit 2**, certifying that such professional does not represent or hold any interest adverse to the Debtors or their estates for the matter on which the professional is to be employed (the "Ordinary Course Professional Affidavit") and (b) a completed retention questionnaire, substantially in the form annexed hereto as **Exhibit 3** (the "Retention Questionnaire"). The Debtors' attorneys shall then file the Ordinary Course Professional Affidavit and the Retention Questionnaire with the Court and serve them

upon (i) the United States Trustee for the District of Delaware (the “U.S. Trustee”) and (ii) counsel to any statutory committee of creditors appointed in these Chapter 11 Cases (collectively, the “Reviewing Parties”). The Reviewing Parties shall have fifteen (15) days following the date of service to notify Debtors’ counsel, in writing, of any objection to the retention based on the contents of the Ordinary Course Professional Affidavit and the Retention Questionnaire (“Retention Objection Deadline”) and file any such objection with the Court, with service of any objection to be made upon (i) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10022 (Attn: Ryan C. Jacobs, Esq.) and (ii) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq.), so that any such objection is actually received by the Retention Objection Deadline; and it is further

ORDERED, that if no timely objection is received, the retention, employment, and compensation of such Ordinary Course Professional shall be deemed approved by the Court pursuant to sections 327 and 328 of the Bankruptcy Code, without further order from the Court, and, except as expressly provided herein, the Debtors may pay the Ordinary Course Professional 100% of fees and 100% of expenses sought by each Ordinary Course Professional retained pursuant to this Order, without application to the Court, upon the submission to and approval by the Debtors of reasonably detailed invoices indicating the nature of the services rendered and disbursements actually incurred, provided that, in the aggregate, fees and disbursements do not exceed \$30,000 per month per Ordinary Course Professional on a “rolling basis” (the “Fee Limit”); and it is further

ORDERED, that paying fees on a “rolling basis” shall mean that an Ordinary Course Professional whose fees and disbursements are less than \$30,000 in any month will be

eligible to apply the difference between \$30,000 and the amount billed in such month to any subsequent month in which fees and disbursements exceed \$30,000; provided, however, that the payment to any Ordinary Course Professional in any such subsequent month shall not exceed \$40,000; and it is further

ORDERED, that if a timely objection is filed to the proposed retention of an Ordinary Course Professional hereunder, and any such objection cannot be resolved within fifteen (15) days, the matter shall be set for a hearing before the Court; and it is further

ORDERED, that the Debtors shall not pay an Ordinary Course Professional any amounts for invoiced fees and expense reimbursement until its Ordinary Course Professional Affidavit and Retention Questionnaire have been filed with the Court and the Retention Objection Deadline has passed and, if an objection is filed within the Retention Objection Deadline, after the Court signs an order overruling such objection; and it is further

ORDERED, that in the event that an Ordinary Course Professional seeks an amount in excess of the Fee Limit, such Ordinary Course Professional, together with the Debtors, shall submit a statement for the additional compensation sought (a "Fee Statement") to the Reviewing Parties and the Reviewing Parties shall have twenty (20) days following the date of the Fee Statement to notify the Debtors' counsel, in writing, of any objection to payment to the Ordinary Course Professional in excess of the Fee Limit (the "Fee Statement Objection Deadline"), with service of any such objection to be made upon (i) the Debtors' attorneys at the following addresses: (a) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10022 (Attn: Ryan C. Jacobs, Esq.) and (b) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins,

Esq.); and (ii) the Ordinary Course Professional, so that any such objection is received by the Fee Statement Objection Deadline; and it is further

ORDERED, that if no objection is received, the Debtors are authorized to pay those amounts set forth in the Fee Statement; provided, however, that if a timely objection is received, such Ordinary Course Professional will be required to file a fee application for the full amount of its fees and disbursements for such month in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, orders of the Court, and Fee Guidelines promulgated by the U.S. Trustee; and it is further

ORDERED, that the Debtors are authorized to modify or supplement the list of Ordinary Course Professionals from time to time during these Chapter 11 Cases, as needed, and to file with the Court and serve upon the Reviewing Parties a notice listing Ordinary Course Professionals added to or removed from the Ordinary Course Professionals List (the "Supplemental Notice of Ordinary Course Professionals"), along with the attendant Ordinary Course Affidavit and Retention Questionnaire; and it is further

ORDERED, that, if no objection to the retention of an additional Ordinary Course Professional listed on the Supplemental Notice of Ordinary Course Professionals is filed with this Court and served upon the Debtors' counsel, as within fifteen (15) days after the service thereof, the retention of such Ordinary Course Professionals shall be deemed approved by the Court pursuant to sections 327 and 328 of the Bankruptcy Code without the need for a hearing; provided, however, that, if an objection is served and filed, and any such objection cannot be

resolved within fifteen (15) days, the matter shall be set for a hearing before the Court; and it is further

ORDERED, that approximately every ninety (90) days (commencing ninety (90) days from the date of entry this Order), the Debtors will file a statement with the Court, and serve the same on the Reviewing Parties, certifying the Debtors' compliance with the terms of the relief requested herein, which statement shall include the following information: (i) for each Ordinary Course Professional (a) the name of such Ordinary Course Professional and (b) for each month, the aggregate amounts paid as compensation for services rendered and as reimbursement of expenses incurred by such Ordinary Course Professional; and (ii) a list of any additional Ordinary Course Professionals that are retained or utilized after the Petition Date and that are not listed on the Ordinary Course Professional List; and it is further

ORDERED, that the Debtors' right to dispute any invoices shall not be affected or prejudiced in any manner by the relief granted in this Order; and it is further

ORDERED, that the inclusion of any entity on the Ordinary Course Professionals List is not a finding that such entity is a "professional" as defined in the Bankruptcy Code and the Debtors reserve all their rights with respect thereto; and it is further

ORDERED, that this Order shall not apply to any professional retained by the Debtors pursuant to a separate order of the Court; and it is further

ORDERED, that notwithstanding any applicability of Bankruptcy Rule 6004(h), 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 to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: September __, 2009
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Ordinary Course Professionals List

Ordinary Course Professionals List

Professional	Services Provided	Address
KPMG LLP	Audit, Accounting and Tax Services	2700, 205 – 5 Avenue SW Calgary, AB T2P 4B9
Netherland, Sewell & Associates Inc.	Independent Reserves Assessment	4500, 1601 Elm Street Dallas, TX 75201-4754

Exhibit 2

Ordinary Course Professional Affidavit

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

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

**AFFIDAVIT AND DISCLOSURE STATEMENT OF _____,
ON BEHALF OF _____**

STATE OF _____ :
:
COUNTY OF _____ :

_____, being duly sworn, deposes and states as follows:

1. I am a _____ of _____, located at _____
_____ (the "Company").

(a) Trident Resources Corp. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (each a "Debtor" and collectively, the "Debtors") has requested that the Company provide _____ services to the Debtor, and the Company has consented to provide these services (the "Services").

2. The Services include, but are not limited to the following: _____

3. The Company may have performed services in the past and may perform services in the future, in matters unrelated to these Chapter 11 Cases, for persons that are parties

in interest in these Debtors' Chapter 11 Cases. As part of its customary practice, the Company is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants, employees of the Debtors, or other parties in interest in the Debtors' Chapter 11 Cases. The Company has not and will not perform services for any such person in connection with the Debtors' Chapter 11 Cases. In addition, the Company does not have a relationship with any such person, its attorneys, or accountants that would be adverse to the Debtors or their estates.

4. Neither I nor any principal of or professional employed by the Company has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Company.

5. Neither I nor any principal or other professional employed by the Company, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

6. As of the date of the commencement of the Debtors' chapter 11 cases, the Debtors owed the Company \$_____ for prepetition services.

7. The Company is conducting further inquiries regarding its retention by any creditors of the Debtor, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this affidavit.

8. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Verification was executed on _____ 2009, at _____, _____.

Affiant Name: _____

SWORN TO AND SUBSCRIBED before
me this _____ day of _____, _____.

Notary Public

EXHIBIT 3

Retention Questionnaire

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

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

RETENTION QUESTIONNAIRE

To be completed by professionals employed by Trident Resources Corp. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (each a “Debtor” and, collectively, the “Debtors”).¹

Do not file this Questionnaire with the Court.
Return it for filing by the Debtors at:

Akin Gump Strauss Hauer & Feld LLP
Attn: Ryan Jacobs
One Bryant Park
New York, NY 10036

All questions must be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm/company:

2. Date of retention: _____

¹ The Debtors in these Chapter 11 Cases, along with each Debtor’s place of incorporation and the last four digits 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).

3. Type and brief description of services to be provided (accounting, legal, etc.):

4. Arrangements for compensation (hourly, contingent, etc.)

5. Average hourly rate (if applicable): _____

6. Estimated monthly compensation based on prepetition retention (if retained prepetition):

7. Prepetition claims against the any of the Debtors held by the firm/company:
Debtor against which claim is held: _____
Amount of claim: \$ _____
Date claim arose: _____
Nature of claim: _____

8. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm/company:
Name: _____
Status: _____
Debtor against which claim is held: _____
Amount of claim: \$ _____
Date claim arose: _____
Nature of claim: _____

9. Stock of the Debtors currently held by the firm/company:

Kind of shares: _____

No. of shares: _____

10. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm/company:

Name: _____

Status: _____

Kind of shares: _____

No. of shares: _____

11. The above-named firm holds no interest adverse to the Debtors or to their estates with respect to the matters on which the firm is to be employed, except as disclosed below. (Provide nature and brief description of any such adverse interest.)

12. Name of individual completing this form:

Dated: _____