

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

IN RE: . Chapter 11  
Trident Resources Corp., .  
et al., .  
Debtor(s) . Bankruptcy #09-13150 (MFW)  
.....

Wilmington, DE  
January 28, 2010  
10:32 a.m.

TRANSCRIPT OF OMNIBUS HEARING  
BEFORE THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE

APPEARANCES:

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1 THE CLERK: All rise. You may be seated.

2 THE COURT: Good morning.

3 UNIDENTIFIED SPEAKER: Good morning, Your Honor.

4 MR. ALBERINO: Good morning, Your Honor, Scott  
5 Alberino from Akin Gump on behalf of Trident. I'm joined with  
6 me at counsel's table by Paul Heath from Richards Layton.  
7 We have a fairly limited agenda today, and I think it's been  
8 quite a while since we've been back before Your Honor in this  
9 case and --

10 THE COURT: Maybe you'll tell me what's going on.

11 MR. ALBERINO: I suspected you'd like to know what was  
12 going on, and I intend to do that today.

13 THE COURT: Okay.

14 MR. ALBERINO: I think before we go into the limited  
15 agenda items that are remaining on the docket, I think it's --  
16 I think we should start with, you know, a brief overview of  
17 where we've been. And we haven't been avoiding you --

18 THE COURT: Okay.

19 MR. ALBERINO: -- Your Honor, we've actually been very  
20 involved in our joint proceedings in Canada over the last five  
21 months. You know, since the petition date, the company has  
22 been focused on a number of items. Number one, we've been  
23 focused on the operational issues associated with the Canadian  
24 side of the restructuring.

25 As you know, Trident's primary asset in this case is its

1 wholly owned subsidiary, Trident Exploration Corp., which is  
2 the primary operating company and the prime driver for revenue,  
3 you know, and value in this restructuring. The TEC, as we call  
4 it, is not a Debtor in the Chapter 11 case, and it is -- has  
5 been subject to a variety of CCAA proceedings.

6 We have been engaged since September with our senior  
7 secured lenders in the Canadian proceedings. They go by the  
8 term "required lenders." That's how they're known in the case,  
9 and the group composes a majority of the second lien, which is  
10 essentially the first lien obligations in Canada.

11 THE COURT: Okay.

12 MR. ALBERINO: Those Creditors are owed 500 million in  
13 principle amount plus, to date, you know, approximately \$25  
14 million in accrued and unpaid interest.

15 Since the filing date, the required lenders have been very  
16 active and very involved in the CCAA proceeding. Justice  
17 Romaine, who is presiding over the proceedings in the CCAA, has  
18 entered a series of orders in this case that have impacted the  
19 course of the TEC restructuring, and there is actually a  
20 hearing set to begin at 11 o'clock Eastern today in front of  
21 Justice Romaine in which we anticipate a ruling from her, which  
22 will have, we think, serious consequences for, you know, the  
23 path that we go down with respect to the holding company side  
24 of the restructuring here in the U.S.

25 Let me just take a step backwards and go back to the CCAA

1 and, you know, what we've been dealing with in terms of  
2 limitations imposed by the Canadian Court and what the required  
3 lenders in the Canadian proceeding have been attempting to do.

4         Number one, the required lenders have prevailed upon the  
5 Court to limit inter-company transfers from TEC up to the  
6 holding company at the U.S. The holding company has no  
7 operations. The upstream transfers were intended, essentially,  
8 to fund payments of U.S. professional fees for the holding  
9 company side of the restructuring, plus some limited, you know,  
10 costs and expenses associated with, you know, employees and  
11 directors. Justice Romaine has imposed a \$5 million cap on  
12 payments, direct payments by TEC or upstream transfers to TEC,  
13 for the purpose of paying U.S. professionals. We've not  
14 exceeded the cap, and I think as you can see from our interim  
15 fee application, at least among the U.S. legal professionals,  
16 the fees accrued from September through November were a little  
17 bit north of about \$1 million. So that's issue number one.

18         Issue number two with our required lenders is they have  
19 been pushing very hard for the company to adopt a investor  
20 solicitation and sale process, and I think in the Canadian  
21 proceedings, it's known as a SISP; that's how they refer to it,  
22 and you'll be hearing a lot more about that, you know, in the  
23 near future in this case. The required lenders have been  
24 pushing very hard for the company to adopt a SISP. The  
25 company, on the other hand, has been resisting on the basis of

1 the fact that we had been involved in negotiations with, you  
2 know, potential parties to essentially serve as a stalking  
3 horse for a process. Back on December 3rd, we had hearing in  
4 front of Justice Romaine in which she extended the CCAA stay to  
5 January 15th. Several days in front of the stay hearing on the  
6 15th, the required lenders filed a motion -- filed an objection  
7 to an extension of our stay on the condition that a stay could  
8 only be granted if the Court were to impose the SISP, meaning  
9 the marketing process, on the company.

10 As one might expect, the company did not take kindly to  
11 that, coming in the context -- in the middle of extensive  
12 negotiations with the stalking horse parties. We did advise  
13 Justice Romaine at that time, back on the hearing on the 15th,  
14 that negotiations were fairly far advanced with the potential  
15 backstop group that we would need to fund our plan, and Justice  
16 Romaine adjourned the hearing to Tuesday, January 26th, this  
17 prior Tuesday, in which the hearing continued on the stay  
18 extension request. And the Court heard argument from the  
19 required lenders concerning their request for imposition of a  
20 process, and the company's request, which is -- which was for  
21 an extension of the stay to May, to be co-extensive with the  
22 extension of exclusivity in the U.S. that the company was  
23 requesting, and also for purposes of scheduling a joint hearing  
24 with Your Honor and Justice Romaine to consider approval of the  
25 company's entry into a backstop commitment and associated

1 marketing procedures associated with that.

2 The finalized backstop commitment was agreed to over the  
3 weekend. We received signatures from the backstop parties on  
4 Monday, and a copy of that backstop agreement was filed by the  
5 monitor in the CCAA proceedings and presented to the Canadian  
6 Court, not for approval, but for the fact that it had been  
7 finalized with those parties.

8 Justice Romaine, at the conclusion of the hearing on  
9 Tuesday, advised us that she would issue her ruling at  
10 11 o'clock Eastern this morning. So, you know, approximately  
11 20 minutes from now, we will hear from Justice Romaine as to  
12 whether we have the opportunity to come back before Her  
13 Ladyship and Your Honor on a joint hearing for approval of the  
14 backstop and the company's proposed marketing process or, you  
15 know, whether the Court has other plans in mind for us.

16 THE COURT: Okay.

17 MR. ALBERINO: So, you know, with that as a backdrop,  
18 I just want to briefly explain to you kind of what we intend to  
19 do, assuming that -- what we intend to do, assuming that  
20 Justice Romaine, you know, grants the extension and allows us  
21 to go forward and seek approval of our backstop commitment.

22 I understand that, you know, my colleagues at Richards  
23 Layton have been in touch with Chambers about a potential  
24 hearing date in February. I believe the hearing date was  
25 February 18th at noon, which we had asked Your Honor's Chambers

1 to reserve for a potential hearing on this matter. We've so  
2 advised Justice Romaine as well that that would be a date and  
3 time that would be available for Your Honor in the event we --  
4 in the event the joint hearing occurs.

5 The company's intention is to file the Motion for Approval  
6 for entry into the backstop commitment, approval of the  
7 various, you know, backstop party protections, and also for  
8 approval of a solicitation process, you know, in connection  
9 therewith. We intend to file that by tomorrow. We've delayed  
10 filing it because we are anxious to see what Justice Romaine  
11 has to say and whether that causes us, as well as our backstop  
12 parties, to reconsider strategically what we're going to do to  
13 move this case forward.

14 But, you know, in our view, we suspect that, you know, as  
15 we've dealt with at least the operational issues, stabilized  
16 our -- stabilized relations with our vendors, you know, with  
17 our key customers and suppliers, you know, we are starting to  
18 veer now from the Canadian process, you know, being the -- you  
19 know, being the key driver, we think, to kind of returning to  
20 the U.S. Court. Because ultimately, you know, we think we are  
21 moving towards working on the balance sheet side of the  
22 restructuring, which, at the end of the day, was the purpose  
23 for Trident entering into insolvency proceedings in the U.S.  
24 and Canada.

25 We had advised you at the First Day Hearing that, you

1 know, the company had been in workout mode with its secured  
2 lenders in Canada for quite some time, you know, beginning --  
3 at the beginning of 2009. And, you know, it became clear to  
4 the company that we needed to raise an equity investment in  
5 order to refinance out the seconds. The backstop commitment  
6 that the company was able to negotiate with, you know, holders  
7 of approximately 95% of its 2006 and 2007 credit obligations in  
8 the U.S., you know, provides for a de-leveraging of the balance  
9 sheet, you know, by approximately \$1.2 billion.

10 Now, we do not expect this process, the backstop  
11 commitment, to be acceptable to certain parties. We are aware  
12 the required lenders have taken the opportunity upon themselves  
13 to raise a number of issues with the Canadian Court. I've  
14 heard the term "free option," and I've heard other, you know,  
15 disparaging terms. But our sense is the required lenders will  
16 have certain issues with the backstop commitment. We also  
17 suspect that the Ad Hoc Committee of Preferred Holders in this  
18 case may have issues as well.

19 And one thing I'd like -- one thing that I'd like some  
20 guidance from the Court on, you know, at some point, would be  
21 in the event we do have a -- get to a joint hearing on the  
22 backstop commitment and the procedures, we think it would  
23 likely be advisable to have a scheduling conference, in the  
24 event that we need to determine, you know, how we proceed.  
25 Obviously, the company's preference, given that the bulk of the

1 protections and the process are driven at the U.S. level, would  
2 be for live witnesses and testimony, you know, in the U.S.  
3 Court. I'm sure the required lenders in Canada may have a  
4 different view. Members of the Ad Hoc Preferred Committee may  
5 have different views. Our goal is, assuming we get past  
6 today's ruling from Justice Romaine, is to work with those  
7 parties to see if we can come up with an agreed upon process,  
8 you know, and to update the Court and, in the event we're  
9 unsuccessful, to have a schedule conference -- scheduling  
10 conference with Your Honor and Justice Romaine, to, you know,  
11 advise the respective Courts of the parties' positions on  
12 process and for a joint hearing and for the Justices, for Your  
13 Honor and Justice Romaine, to provide guidance to the parties  
14 as to your preferences.

15 So, you know, in terms of previous -- in terms of  
16 previewing, I think we will be back in front of the Court on --  
17 not likely on a consensual basis, but I suspect that, you know,  
18 this case will begin to be -- get very active, and we expect  
19 there to be some potential litigation.

20 So Your Honor, do you have any questions about where we  
21 are in the process with Canada?

22 THE COURT: Well, tell me what your backstop  
23 commitment and proposed solicitation process is. What do you  
24 contemplate under that?

25 MR. ALBERINO: Sure, and as I said earlier, we intend

1 to file it tomorrow, but I'm be happy to give you a preview.

2 THE COURT: Preview of coming attractions.

3 MR. ALBERINO: Yes, Your Honor. The backstop  
4 commitment will be -- it's a \$200 million backstop commitment  
5 for a plan under which the company will, you know -- the  
6 company will undertake a rights offering for 60% of the new  
7 common stock, with 150 million of the rights offered to the  
8 '06s, \$50 million of the rights, you know, offered to the '07s.  
9 The '06s will convert the remaining portion of their debt in  
10 exchange for 40% of the remaining equity of the company, and  
11 preferred holders, common stock holders and the '07s will  
12 receive no additional consideration on the account of their  
13 claims and their interest.

14 The backstop -- the way the company views the backstop  
15 commitment, we view it as this is a controlled transaction, you  
16 know, put together by, you know, holders of 95% in principle  
17 amount of the '06s the '07s, and it was very important for the  
18 company to, you know, push these parties to, you know, to come  
19 to terms on a consensual new money investment, you know, given  
20 the fact that the hurdle amount for the preferred to get in the  
21 money in this case was 1.2 billion -- approximately \$1.2  
22 billion. The company, you know, pushed the parties, the '06s  
23 and the '07s, to continue to negotiate amongst themselves on an  
24 equity allocation, you know, with respect to the rights and  
25 with respect to conversion of their debt and that would be

1 acceptable to those groups. And we're happy that the  
2 negotiations, you know, yielded, you know, consensual  
3 resolution among those stakeholder groups. We would have been  
4 happier if it took less time, but, you know, we are where we  
5 are and, you know, and we -- and the company was happy with  
6 ultimately the deal that they approached us with.

7       The deal will be conditioned upon a number of things, the  
8 most important of which is obtaining, at minimum, \$400 million  
9 of exit financing. As I said earlier, the second lien in  
10 Canada is right now approximately 525 million, consisting of  
11 principle and accrued and unpaid interest, expected to be about  
12 \$550 at emergence. The company has obviously conducted its  
13 sources and uses analysis and believes that with the equity  
14 investment and 400 million of committed exit financing, we --  
15 the plan will be feasible and we'll be able to actually fund  
16 all of our exit costs. The company feels very confident in the  
17 ability to obtain the 400 million of exit financing, you know,  
18 given discussions that are currently ongoing with, you know,  
19 conventional lenders, you know, not alternative lenders. And  
20 the company is very confident that \$400 million is a very kind  
21 of realistic and achievable number, you know, at good market  
22 terms.

23       So at least from our perspective, there's a bit of -- from  
24 our perspective, the equity side, you know, does not expose the  
25 estate to significant risk. The equity commitment itself, you

1 know, contains, you know, what we believe are, you know,  
2 customary conditions, you know, for these types of backstop  
3 equity commitments. And, you know, obviously, we'll be hearing  
4 about that when we go forward.

5 THE COURT: So your proposal is a plan, and the  
6 lenders are pushing for a sale process?

7 MR. ALBERINO: Yeah, well, and that leads me to the  
8 next part of the process, which we should go into, which is the  
9 solicitation process. The second lien lenders, their mantra in  
10 Canada, to date, has been that they want to be taken out, they  
11 want to be paid in full. They have been pushing us, and  
12 they've pushed the Canadian Court aggressively to start a sale  
13 process to force that action to occur. Whether they really  
14 want a sale process or whether they want the backstop parties  
15 and the company to firm up the debt and equity commitments, you  
16 know, that's a strategic issue that only they can answer. But  
17 they have been pushing very hard for a sale process.

18 The company has taken the position in the Canadian Court  
19 that the second lien lenders are protected by a significant  
20 equity cushion, and that they're not at risk, and that the  
21 company is not exposing them, while the other stakeholders, you  
22 know, at the U.S. level are -- while the other stakeholders are  
23 the U.S. level were essentially kind of formulating, you know,  
24 what's basically their reinvestment in the company.

25 That's been a big bone of contention, and because of this,

1 the second liens are pushing in the Canadian proceeding, you  
2 know, for an assured outcome. And they've pushed this notion  
3 of a process, they're concerned about execution risks on the  
4 U.S. side because of potential plan litigation. And on top of  
5 that, you know, the company's equity holders in this case are  
6 concerned that because the company's, I guess in their view,  
7 kind of house rich, cash poor, that, you know, they're being --  
8 that we're being forced to essentially sign up to a deal at a  
9 value that may not be, you know, reflective of what they think  
10 the real market value of the company is.

11 THE COURT: I understand the --

12 MR. ALBERINO: That's right.

13 THE COURT: -- dynamics.

14 MR. ALBERINO: Exactly. So we have, as part of the  
15 deal with the backstop parties -- and this was a concession on  
16 their part -- we have agreed to run a parallel -- to run a  
17 marketing process for the company. And it's not only an issue  
18 that we think is necessary, you know, to deal with the  
19 valuation arguments that are being touted by many stakeholders  
20 in this case, but we also think it's necessary because we don't  
21 believe the Canadian Court will allow us to go forward on a  
22 plan process that does not provide for an assured outcome.

23 So the process that we intend to file tomorrow, that we  
24 expect will be continued to be negotiated, you know, between  
25 the company and the various stakeholder groups between now and

1 the joint hearing, will be a process that contemplates running  
2 a full-blown marketing process on a parallel track to the sale  
3 process.

4 With respect to the plan, Your Honor, the '06s and '07s,  
5 you know, being that they -- the '06s and '07s and the backstop  
6 group, you know, constitute, as I said, 95% in principle amount  
7 of these claims. There will be -- obviously as far as U.S.  
8 stakeholders go, we don't contemplate a bumpy confirmation ride  
9 from our Creditors. There may be issues, and we expect the  
10 preferred stockholders, represented by an Ad Hoc Committee in  
11 this case, to potentially raise issues with the plan based on  
12 valuation. We're hoping to deal with them strategically  
13 through the marketing process to establish what we think is the  
14 definitive market value for confirmation purposes. So the plan  
15 process, along with the sale process, will run on a parallel --  
16 are going to run on parallel tracks, you know, with timing --  
17 with the timing kind of aligned so that if in the event that  
18 qualified bids come in towards late May, you know, we can have  
19 an auction in advance of confirmation.

20 You know, the reality from the company's perspective,  
21 though, is, given the fact that the '06 and -- that the hurdle  
22 amount is \$1.25 billion, and the set-up value of the backstop  
23 party plan is about \$735 million, in this case, you know, we  
24 think it may be unusual for a financial buyer, you know, to  
25 come in and try to bid more, you know, without consent from the

1 '06s and '07s, who've already, you know, signed up to a deal  
2 that involves them converting their debt to equity and putting  
3 new money in, but maybe there's a strategic out there that  
4 would be willing to clear that hurdle amount. But we intend to  
5 test that hypothesis that there is value there, you know, by  
6 running this process.

7 So we think it's necessary to appease the Canadian Court  
8 and the Canadian Creditors so that they know, at the end of the  
9 day, if the '06s and '07s don't close, you know, which is their  
10 big public fear -- whether they actually believe it is another  
11 thing, but that's their public position and that's the position  
12 they've taken with the Court --

13 THE COURT: Okay.

14 MR. ALBERINO: -- and they want to make sure that at  
15 the end of that marketing process, that there is a -- that  
16 there's an alternative bidder out there to take them out or  
17 that allows them to credit bid their debt so that they have an  
18 assured outcome at the end of this process. So --

19 THE COURT: Okay. All right.

20 MR. ALBERINO: Any other questions, Your Honor?

21 THE COURT: None, thank you.

22 MR. ALBERINO: I hope that was good preview. Like I  
23 said, I think you'll be hearing a lot more about it --

24 THE COURT: Soon.

25 MR. ALBERINO: -- in the coming weeks --

1 THE COURT: Okay.

2 MR. ALBERINO: -- we hope.

3 THE COURT: Okay.

4 MR. ALBERINO: Your Honor, I think that -- you know,  
5 with that presentation, it's probably a good segue to the  
6 agenda items.

7 THE COURT: Okay.

8 MR. ALBERINO: And I think the first agenda item, and  
9 I don't have the numbers in front of me, but I'd like to just  
10 turn to the Rothschild retention application. As you note --

11 THE COURT: Item #4, yes, okay.

12 MR. ALBERINO: Thank you. The Rothschild -- Your  
13 Honor, if I may approach, I actually have a blackline of the  
14 order.

15 THE COURT: You may.

16 (The Court receives document)

17 THE COURT: Thank you.

18 MR. ALBERINO: Your Honor, the company filed retention  
19 papers for Rothschild shortly after the filing of this case.  
20 We have, you know, with the consent of Rothschild, you know,  
21 adjourned the hearing on multiple occasions due to informal  
22 objections raised by the Office of the United States Trustee,  
23 and also by representatives of the Ad Hoc group of '06 lenders.  
24 Being that the Rothschild -- being that the process that we're  
25 negotiating with our backstop group required a marketing

1 process to be run by the company, we pushed Rothschild, as well  
2 as the backstop parties, to come to terms on resolving  
3 potential issues associated with Rothschild's retention, you  
4 know, being that we needed our banker to run the process and we  
5 needed the banker to start work immediately on beginning the  
6 SIM and getting ready to commence the marketing process as soon  
7 as possible. So we're happy to report that, you know, an  
8 agreement was reached between Rothschild, as well as the U.S.  
9 Trustee and the representatives of the '06 Ad Hoc group. The  
10 blackline order, which I just provided to Your Honor, reflects  
11 certain changes made to the engagement letter. The changes,  
12 you know, deal with some of the economics, you know, and also  
13 deal with certain issues raised by the U.S. Trustee concerning  
14 indemnification obligations and also the standard of review for  
15 compensation.

16 So to quickly just summarize the changes on the -- the  
17 changes to the compensation terms, Rothschild has agreed to  
18 modify its engagement letter to eliminate a new equity fee  
19 associated with equity raised from the existing stakeholders.  
20 You know, obviously this was an issue of importance to the '06s  
21 who were committing to put in new money. Rothschild has also  
22 agreed to establish a cap on its debt raised fee. The cap is  
23 limited to \$4<sup>1</sup>/<sub>2</sub> million. They have -- in connection with  
24 modifying those economic terms, they were also -- the also  
25 reached an agreement with the '06 parties to increase their M&A

1 fee in this case from 1.25% to 1.5%. And they also agreed, as  
2 part of the overall deal, to eliminate certain crediting  
3 against their overall restructuring fee. And while I don't  
4 have the precise numbers in front of me, I believe, given the  
5 backstop party deal that's been put in place and the  
6 contemplated exit financing, you know, that the total  
7 compensation will be somewhere in the neighborhood of  
8 approximately, you know, 11 to \$12 million.

9 THE COURT: Okay.

10 MR. ALBERINO: We've received no other objections to  
11 the retention, Your Honor, and --

12 THE COURT: Any other party wish to be heard, then, on  
13 the retention?

14 ALL: (No verbal response).

15 THE COURT: All right, I will enter it as agreed by  
16 the parties.

17 MR. ALBERINO: Your Honor, may I approach with a clean  
18 copy of the order?

19 THE COURT: Yes.

20 (The Court receives document)

21 THE COURT: Thank you. Okay, I've entered the order.

22 MR. ALBERINO: Thank you, Your Honor. This brings us,  
23 I believe, to the last agenda item, which is the, I guess,  
24 first interim application for approval of fees and expenses for  
25 the period from the filing date of September 8th, I believe,

1 through November 30th. Akin Gump has submitted, you know, its  
2 request for interim approval of compensation. I believe  
3 Richards Layton has as well. Your Honor, I'm happy to answer  
4 any questions you may have on our fee -- on our monthly fee  
5 statements, and I believe Mr. Heath is available on behalf of  
6 Richards Layton to answer any questions you may have as well.

7 THE COURT: All right, no, I -- some lumping issues,  
8 but I will approve it. There did not seem to be any  
9 significant issues on any of the fee applications.

10 MR. ALBERINO: Thank you, Your Honor.

11 THE COURT: So I'll enter the Interim Fee Order. Do  
12 you have a proposed order?

13 MR. ALBERINO: I do, Your Honor.

14 (The Court receives document)

15 THE COURT: Thank you. Okay.

16 MR. ALBERINO: So I believe that's the end of our  
17 agenda for today, Your Honor.

18 THE COURT: All right, we'll stand adjourned then,  
19 thank you.

20 MR. ALBERINO: Thank you.

21 (Court adjourned)

22

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CERTIFICATION

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I certify that the foregoing is a correct transcript from the electronic sound recording of the proceedings in the above-entitled matter.

*Lewis Parham*

2/4/10

\_\_\_\_\_  
Signature of Transcriber

\_\_\_\_\_  
Date

**UNITED STATES BANKRUPTCY COURT**  
**District of Delaware**

**In Re:**

Trident Resources Corp.  
Suite 1000, 444-7th Avenue S.W.  
Calgary, AB T2P 0X8  
CANADA  
EIN: 98-0412788

**Chapter: 11**

*Case No.:* 09-13150-MFW

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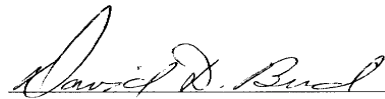
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Clerk of Court

Date: 2/18/10

(ntc)

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db	Trident Resources Corp.	Suite 1000, 444-7th Avenue S.W.	Calgary, AB T2P 0X8 CANADA
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TOTAL: 8