

**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. 10
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**INTERIM ORDER PURSUANT TO SECTIONS 105(a), 345(b),
363(c), 364(a) AND 503(b)(1) OF THE BANKRUPTCY CODE
(A) AUTHORIZING AND APPROVING THE CONTINUED USE OF
CASH MANAGEMENT SYSTEM, BANK ACCOUNTS AND BUSINESS
FORMS; (B) PERMITTING CONTINUED INTERCOMPANY
TRANSACTIONS, GRANTING ADMINISTRATIVE PRIORITY STATUS
TO POSTPETITION INTERCOMPANY CLAIMS AND PRESERVING
AND PERMITTING THE EXERCISE OF INTERCOMPANY SETOFF
RIGHTS; AND (C) EXTENDING THE DEBTORS' TIME TO
COMPLY WITH SECTION 345 OF THE BANKRUPTCY CODE**

Upon the Debtors'¹ Motion Pursuant to Sections 105(a), 345(b), 363(c), 364(a) and 503(b)(1) of the Bankruptcy Code for an Order (A) Authorizing and Approving the Continued Use of Cash Management System, Bank Accounts and Business Forms; (B) Permitting Continued Intercompany Transactions, Granting Administrative Priority Status to Postpetition Intercompany Claims and Preserving and Permitting the Exercise of Intercompany Setoff Rights and (C) Extending the Debtors' Time to Comply with Section 345 of the Bankruptcy Code (the "Motion");² and the Court having jurisdiction pursuant to sections 157 and 1334 of title 28 of the United States Code to consider the Motion and the relief requested therein;

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

and venue being proper in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; 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 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 is GRANTED on an interim basis; and it is further

ORDERED, that, the Debtors are authorized to: (a) maintain the Cash Management System, in substantially the same form as the Cash Management System described in the Motion; (b) implement ordinary course changes to the Cash Management System; and (c) open and close bank accounts, each in the Debtors' sole discretion; and it is further

ORDERED, that the Debtors are authorized to continue to use the Business Forms substantially in the forms existing immediately prior to the Petition Date. The Debtors are authorized to utilize the current Business Forms without reference to their status as debtors in possession, provided, however, that once the Debtors' existing check stock has been used, any future checks ordered by the Debtors shall include the legend "Debtor-in-Possession"; and it is further

ORDERED, that the Debtors are authorized to deposit and invest funds in accordance with their current investment practices, notwithstanding that their current investment practices may not strictly comply in all respects with the investment guidelines expressly set forth in section 345 of the Bankruptcy Code. The Banks are authorized to accept and hold or invest funds, at the Debtors' direction, consistent with their current investment practices in accordance with the Investment Guidelines; and it is further

ORDERED, that the Banks are authorized to accept and honor all representations from the Debtors as to which checks, drafts, electronic fund transfers or other forms of payment should be honored or dishonored consistent with any order(s) of this Court and governing law, whether such checks, drafts, electronic fund transfers or other forms of payment are dated prior to, on or subsequent to the Petition Date; and it is further

ORDERED, that the Debtors are authorized to open any new bank accounts or close any existing bank accounts as they may deem necessary and appropriate in their sole discretion; provided that the Debtors give notice to the Office of the United States Trustee for the District of Delaware prior to opening or closing a Bank Account; and it is further

ORDERED, that the Debtors are granted an additional sixty (60) days from the Petition Date to come into compliance with section 345 of the Bankruptcy Code. If the Debtors determine that they are unable to comply with the requirements of section 345 within the sixty (60) day period, the Debtors shall file a motion seeking authority to deviate from such requirements; and it is further

ORDERED, that the Debtors are authorized and shall (i) pay undisputed prepetition amounts outstanding as of the date hereof, if any, owed to their Banks as service charges for the maintenance of the Cash Management System and (ii) reimburse the Banks for any claims

arising, or chargebacks of deposits made, before or after the Petition Date in connection with customer checks or other deposits into the Bank Accounts that have been dishonored or returned for any reason, together with any fees and costs in connection therewith, to the same extent the Debtors are responsible therefore by operation of non-bankruptcy law or under the terms of applicable service agreements with the Banks; and it is further

ORDERED, that the Banks shall not be liable to any party on account of (a) following the Debtors' instructions or representations as to any order of this Court, (b) the honoring of any prepetition check or item in good faith belief that the Court has authorized such prepetition check or item to be honored or (c) an innocent mistake made despite implementation of reasonable item handling procedures; and it is further

ORDERED, that, pursuant to section 364(a) of the Bankruptcy Code, the Debtors are authorized in connection with the ordinary operation of their Cash Management System to obtain unsecured credit and incur unsecured debt in the ordinary course of business without notice and a hearing; and it is further

ORDERED, that the Debtors are authorized, in their sole discretion, from and after the Petition Date, to continue to engage in Intercompany Transactions; and it is further

ORDERED, that Intercompany Claims held by one Debtor against another Debtor or by a non-debtor affiliate against a Debtor arising from postpetition Intercompany Transactions shall be entitled to administrative expense status pursuant to section 503(b)(1) of the Bankruptcy Code. In connection therewith, the Debtors shall maintain records of each and every transfer within the Cash Management System occurring after the Petition Date, including the Intercompany Transactions, to the same extent maintained by the Debtors before the Petition

Date, such that the Debtors shall adequately and promptly document all postpetition transfers and transactions in the Debtors' books and records; and it is further

ORDERED, that within two business days of the entry of this order, the Debtors shall serve a copy of this order on the Banks; 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 the Debtors further submit that because the relief requested in this Motion is necessary to avoid immediate and irreparable harm to the Debtors for the reasons set forth herein, Bankruptcy Rule 6003 has been satisfied; 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 a Final Hearing to consider the Motion is scheduled for Oct. 5, 2009 at 10:30 AM ~~7~~ am (Eastern Daylight Time) before The Honorable Mary F. Walrath at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801; *with objections due September 28, 2009 by 4:00 pm* 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: September 10, 2009
Wilmington, Delaware



THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

