

**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. : **Hearing Date: 10/5/2009 at 10:30 a.m. EST**  
-----X **Obj. Deadline: 9/28/2009 at 4:00 p.m. EST**

**APPLICATION OF THE DEBTORS PURSUANT TO SECTIONS  
327(a), 328(a) AND 330 OF THE BANKRUPTCY CODE AND FEDERAL RULES OF  
BANKRUPTCY PROCEDURE 2014 AND 2016 FOR AN ORDER AUTHORIZING THE  
EMPLOYMENT AND RETENTION OF AKIN GUMP STRAUSS HAUER & FELD LLP  
AS ATTORNEYS FOR THE DEBTORS, AS OF THE PETITION DATE**

The above-captioned debtors and debtors in possession (each a “Debtor” and collectively, the “Debtors” and, together with their non-Debtor affiliates and subsidiaries, “Trident”),<sup>1</sup> file this application (the “Application”) for entry of an order, authorizing the employment and retention of Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) as attorneys for the Debtors as of the Petition Date (as defined herein) pursuant to sections 327(a), 328(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 and 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”). In connection with this Application, Akin Gump submits the declaration of Ira S. Dizengoff, a partner of Akin Gump (the “Dizengoff”

<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).

Declaration”), which is attached hereto as **Exhibit A**. In support of this Application, the Debtors respectfully state as follows:

**Jurisdiction**

1. This Court has jurisdiction to hear the Application under 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory bases for the relief requested herein are sections 327(a), 328(a) and 330 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Bankruptcy Rules 2014-1 and 2016-1.

**Background**

2. On September 8, 2009 (the “Petition Date”), the Debtors commenced reorganization proceedings (the “Chapter 11 Cases”) under chapter 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, the Debtors along with Trident Exploration Corp. (“TEC”) and certain of TEC’s Canadian subsidiaries (collectively, the “Canadian Debtors”)<sup>2</sup> filed an application with the Court of Queen's Bench of Alberta, Judicial District of Calgary (the

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<sup>2</sup> The Canadian Debtors are as follows: 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.

“Canadian Court”) under the Companies’ Creditors Arrangement Act (Canada) (the “CCAA”), seeking relief from their creditors (collectively, the “Canadian Proceedings”).<sup>3</sup>

### **Relief Requested**

4. Pursuant to this Application, the Debtors seek entry of an order authorizing the employment and retention of Akin Gump as attorneys for the Debtors effective as of the Petition Date, pursuant to sections 327(a) and 330 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Bankruptcy Rules 2014-1 and 2016-1. Pursuant to section 328(a) of the Bankruptcy Code, the Debtors further request that the Court approve the retention of Akin Gump under a general retainer, as their attorneys, in accordance with Akin Gump’s normal hourly rates in effect at the time services are rendered and normal reimbursement policies.

### **Akin Gump’s Qualifications**

5. The Debtors have determined that it will be necessary to engage attorneys with knowledge and experience in the areas of bankruptcy reorganization, litigation, securities law, intellectual property, environmental, mergers and acquisition, divestitures and corporate governance. Such legal counsel will enable the Debtors to carry out their duties in these Chapter 11 Cases and to assist in the reorganization of their estates. The Debtors, therefore, propose to retain the law firm of Akin Gump as counsel in all phases of their Chapter 11 Cases, and to assist with the Debtors’ cross-border restructuring.<sup>4</sup>

6. The Debtors have selected Akin Gump as their attorneys because of the firm’s knowledge of the Debtors’ business and financial affairs and its extensive general experience and

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<sup>3</sup> FTI Consulting Canada ULC (“FTI”) has been appointed in the Canadian Proceedings as the court-appointed monitor (the “Monitor”). It is anticipated that the Monitor, as the foreign representative of the Canadian Debtors that are not debtors in these cases, will file petitions shortly and seek an order of the Court granting foreign main recognition status to such entities, under Chapter 15 of the Bankruptcy Code.

institutional knowledge, and, in particular, Akin Gump's recognized expertise with business reorganizations under chapter 11 of the Bankruptcy Code. Akin Gump has been actively involved in many of the largest chapter 11 cases filed in the last 10 years. Akin Gump represents or has represented parties in recent cases, such as: In re Allegiance Telecom, Inc.; In re American Commercial Lines LLC; In re ATA Holdings Corp.; In re Calpine Corporation; In re Collins & Aikman Corporation; In re Delta Air Lines, Inc.; In re Exide Technologies, Inc.; In re Foamax International Inc.; In re General Growth Properties, Inc.; In re Kaiser Aluminum Corporation; In re Kimball Hill, Inc.; In re Loral Space & Communications Ltd.; In re Nortel Networks, Inc.; In re Pegasus Satellite Television, Inc.; In re Propex Inc.; In re Quebecor World (USA) Inc.; In re Solutia Inc.; In re TOUSA, Inc.; In re Tower Automotive, Inc.; In re Washington Mutual, Inc.; In re WorldCom, Inc., and many others.

7. Akin Gump is intimately familiar with the Debtors' business and financial affairs and is well qualified to provide the services required by the Debtors in connection with the Chapter 11 Cases. Akin Gump has served as general corporate counsel to Trident since 2007, providing a broad array of services including general corporate and tax services. As general corporate counsel, Akin Gump has provided corporate and transactional advice to Trident, including, among other things, (i) advice with respect to corporate governance, (ii) board and board committee issues, (iii) the restructuring of its debt and the related closing of a subordinated credit facility in 2007, (iv) amendments, waivers and interpretive issues relating to its various credit facilities, (v) Trident's IPO process, and (vi) general corporate issues. More recently, prior to the commencement of the Chapter 11 Cases, Trident asked Akin Gump to provide general

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<sup>4</sup> Trident has been authorized in the Canadian Proceedings to continue to employ existing counsel, which includes Akin Gump. See Notice of Filing CCAA Initial Order (Docket No. 13).

bankruptcy and restructuring advice, and in the weeks leading up to the Petition Date, Akin Gump was actively involved in the preparation of the Chapter 11 Cases as well as the Canadian Proceedings.

8. The Debtors firmly believe that Akin Gump, because of its experience in chapter 11 cases, including certain large cross-border restructurings, and its historical representation of Trident, is well qualified and uniquely situated to represent the Debtors' interests and the interests of their estates. Accordingly, the Debtors believe that they will be unduly prejudiced if they are forced to retain counsel other than Akin Gump in connection with the prosecution of the Chapter 11 Cases. Akin Gump has stated its desire and willingness to act in these cases and render the necessary professional services as attorneys for the Debtors.

#### **Scope of Services**

9. Subject to the order of this Court, the Debtors propose to employ Akin Gump to render the following professional services, among others:

- a. advise the Debtors with respect to their powers and duties as debtors in possession in the continued operation of their business and the management of their properties;
- b. advise the Debtors and take all necessary or appropriate actions at the Debtors' direction with respect to protecting and preserving the Debtors' estates, including the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved, and the preparation of objections to claims filed against the Debtors' estates;
- c. draft all necessary or appropriate motions, applications, answers, orders, reports, and other papers in connection with the administration of the Debtors' estates on behalf of the Debtors;
- d. represent the Debtors in negotiations with all other creditors, equity holders, and other parties in interest, including governmental authorities;
- e. advise the Debtors with respect to the cross-border issues in the Chapter 11 Cases and Canadian Proceedings, including any Chapter 15 proceedings before this Court;

- f. take all necessary or appropriate actions in connection with a plan or plans of reorganization and related disclosure statement(s) and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates; and
- g. perform and advise the Debtors as to all other necessary legal services in connection with the Chapter 11 Cases, including, without limitation, any general corporate legal services.

10. The Debtors have been informed that Ira S. Dizengoff and Scott L. Alberino, partners of Akin Gump, and Ryan C. Jacobs, counsel of Akin Gump, as well as other partners, counsel, and associates of Akin Gump who will be employed in the Debtors' Chapter 11 Cases, are members in good standing in the courts in which they are admitted to practice, and have each been admitted *pro hac vice* to practice before this Court.

11. Akin Gump will work closely with (i) Richards, Layton & Finger, P.A. ("Richards Layton"), the Debtors' Delaware local counsel; (ii) Fraser Milner Casgrain LLP,<sup>5</sup> Canadian counsel to the Canadian Debtors in the Canadian Proceedings; and (iii) such other professionals that may be retained by the Debtors. Akin Gump will take whatever steps are necessary and appropriate to avoid any unnecessary duplication of services with other professionals. In that regard, Richards Layton will serve as local counsel and, to the extent necessary and appropriate, conflicts counsel, and will facilitate and coordinate matters before this Court. In addition, by separate applications filed contemporaneously herewith or expected to be filed shortly hereafter, the Debtors are also seeking to employ: (i) Rothschild Inc., as investment banker and financial advisor and (ii) The Garden City Group, Inc., as claims, noticing and

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<sup>5</sup> Fraser Milner Casgrain LLP will represent the interests of Trident in the Canadian Proceedings as applicable and necessary; however, such representation and compensation for such work falls within the scope of its retention in the Canadian Proceedings and, therefore, the Debtors do not intend to seek to separately retain Fraser Milner Casgrain LLP in the Chapter 11 Cases.

balloting agent. The roles of Akin Gump and the other professionals will be limited to the greatest extent possible to prevent unnecessary and inefficient duplication of services.

**Disinterestedness of Akin Gump**

12. To the best of the Debtors' knowledge, the partners, counsel, and associates of Akin Gump do not have any connection with, or any interest adverse to, the Debtors, their creditors, or any other party in interest, or their respective attorneys and accountants, except as set forth in the Dizengoff Declaration. Akin Gump has fully informed the Debtors of its ongoing representations as described in the Dizengoff Declaration and the Debtors have consented to Akin Gump's continued representation of such entities in matters unrelated to these proceedings.

13. As detailed above and discussed in the Dizengoff Declaration, prior to the commencement of these Chapter 11 Cases, Akin Gump has regularly provided representation and advice to Trident, including the Debtors and the Canadian Debtors, as long standing clients of the firm. Because the Debtors' and the Canadian Debtors' interests are united in their integrated business relationship, the Debtors' ability to successfully reorganize is dependent on the reorganization of the jointly operated Trident businesses in Canada and in the U.S. Therefore, the Debtors desire to have Akin Gump, assisted by Canadian counsel in the Canadian Proceedings, continue to advise the Debtors and the Canadian Debtors regarding issues that affect their joint interests and their respective reorganization efforts in order to facilitate a joint and coordinated approach to the restructuring in both jurisdictions.

14. Based upon the Dizengoff Declaration, the Debtors submit that Akin Gump is a "disinterested person," as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

15. Akin Gump has informed the Debtors that Akin Gump will conduct an ongoing review of its files to ensure that, in the event the circumstances change from those presented in the Dizengoff Declaration, Akin Gump will promptly supplement its disclosure.

**Compensation**

16. Akin Gump intends to apply to the Court for allowances of compensation and reimbursement of out-of-pocket expenses incurred after the Petition Date in connection with these Chapter 11 Cases on an hourly basis, subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the guidelines established by the United States Trustee for the District of Delaware (the “U.S. Trustee”), and further orders of this Court.

17. Akin Gump has informed the Debtors that, subject to this Court’s approval, it will bill at its standard hourly rates which currently are: \$450 – \$1,100 for partners; \$250 - \$810 for senior counsel and counsel; \$175 - \$580 for associates; and \$75 - \$250 for paraprofessionals. The current hourly rates for the Akin Gump attorneys with primary responsibility for this matter are:

- (a) Ira S. Dizengoff (Partner – Financial Restructuring), \$875;
- (b) Scott L. Alberino (Partner – Financial Restructuring), \$625; and
- (c) Ryan C. Jacobs (Counsel – Financial Restructuring), \$530.

Other attorneys and paralegals will, from time to time, assist in the representation of the Debtors in connection with the Chapter 11 Cases at Akin Gump’s standard hourly rates in effect for those personnel.

18. The Debtors believe that these rates are consistent with market rates for comparable services. These hourly rates are subject to periodic adjustments (typically in January of each year) to reflect economic and other conditions. Akin Gump will maintain detailed

records of actual and necessary costs and expenses incurred in connection with the legal services described above.

19. The Debtors understand that Akin Gump is customarily reimbursed for all expenses incurred in connection with the representation of a client in a given matter, including, but not limited to, photocopying services, printing, delivery charges, filing fees, postage, and computer research time.

20. As set forth in the Dizengoff Declaration, prior to the Petition Date, Akin Gump received certain amounts advanced from the Debtors as compensation for professional services to be performed relating to the potential restructuring of Trident's financial obligations and the commencement and prosecution of the Chapter 11 Cases, and for the reimbursement of reasonable and necessary expenses incurred in connection therewith. Akin Gump has used this advance to credit the Debtors' account for its charges for professional services performed and expenses incurred prior to the Petition Date. After application of the amounts from the advance for payment of any additional prepetition professional services and related expenses, any excess amounts will be held as a security deposit and applied to such postpetition allowance of compensation and reimbursement of expenses as allowed by the Court.

#### **Notice**

21. No trustee, examiner, or statutory committee has been appointed in these Chapter 11 Cases. The Debtors served notice of this Application 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) the Office of the United States Attorney for the District of Delaware; (v) the Internal Revenue Service; and (vi) those parties entitled to notice pursuant to Bankruptcy Rule 2002, in

accordance with Local Bankruptcy Rule 2002-1(b). In light of the relief requested, the Debtors submit that no further notice is needed.

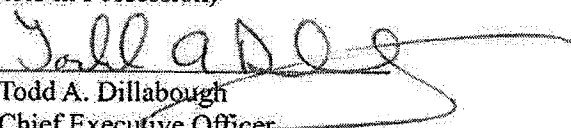
**No Prior Request**

22. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as **Exhibit B**, granting the relief requested herein and such other and further relief as is just and proper.

Dated: September 17, 2009  
Calgary, Alberta, Canada

Trident Resources Corp.  
(for itself and on behalf of its affiliated Debtors and  
Debtors in Possession)

By:   
Todd A. Dillabough  
Chief Executive Officer,  
Chief Operating Officer

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X  
In re: : Chapter 11  
: :  
TRIDENT RESOURCES CORP., et al., : Case No. 09-13150 (MFW)  
: :  
: : Jointly Administered  
Debtors. :  
: : **Objection Deadline: 9/28/09 at 4:00 p.m.**  
: : **Hearing Date: 10/5/09 at 10:30 a.m.**  
: :  
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**NOTICE OF APPLICATION AND HEARING**

PLEASE TAKE NOTICE that, on September 17, 2009, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed the **Application of the Debtors Pursuant to Sections 327(a), 328(a) and 330 of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014 and 2016 for an Order Authorizing the Employment and Retention of Akin Gump Strauss Hauer & Feld LLP as Attorneys for the Debtors, as of the Petition Date** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

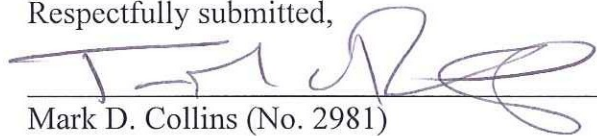
PLEASE TAKE FURTHER NOTICE that any responses or objections to the Application must be in writing, filed with the Clerk of the Bankruptcy Court, 824 Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned proposed counsel for the Debtors on or before **September 28, 2009 at 4:00 p.m. (Eastern Daylight Time)**.

PLEASE TAKE FURTHER NOTICE that if an objection is timely filed, served and received and such objection is not otherwise timely resolved, a hearing to consider such objection and the Application will be held before The Honorable Mary F. Walrath at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5<sup>th</sup> Floor, Courtroom 4, Wilmington, Delaware 19801 on **October 5, 2009 at 10:30 a.m. (Eastern Daylight Time)**.

IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: September 17, 2009  
Wilmington, Delaware

Respectfully submitted,



Mark D. Collins (No. 2981)  
Paul Heath (No. 3704)  
Chun I. Jang (No. 4790)  
Travis A. McRoberts (No. 5274)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801  
(302) 651-7700 (Telephone)  
(302) 651-7701 (Facsimile)

and

AKIN GUMP STRAUSS HAUER & FELD LLP  
Ira S. Dizengoff, *pro hac vice* admission pending  
Ryan C. Jacobs, *pro hac vice* admission pending  
One Bryant Park  
New York, NY 10036  
(212) 872-1000 (Telephone)  
(212) 872-1002 (Facsimile)

and

AKIN GUMP STRAUSS HAUER & FELD LLP  
Scott L. Alberino, *pro hac vice* admission pending  
1333 New Hampshire Avenue, N.W.  
Washington DC 20036  
(202) 887-4000 (Telephone)  
(202) 887-4288 (Facsimile)

PROPOSED ATTORNEYS FOR THE DEBTORS  
AND DEBTORS IN POSSESSION

**Exhibit A**

**Declaration of Ira S. Dizengoff**

**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)  
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**DECLARATION OF IRA S. DIZENGOFF, IN  
SUPPORT OF DEBTORS' APPLICATION TO EMPLOY  
AND RETAIN AKIN GUMP STRAUSS HAUER & FELD LLP AS  
ATTORNEYS FOR THE DEBTORS, AS OF THE PETITION DATE**

**IRA S. DIZENGOFF**, hereby declares:

1. I am an attorney at law admitted to practice in the State of New York and in the United States District Courts for the Southern and Eastern Districts of New York. I am a member of the firm of Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"), which firm maintains offices at One Bryant Park, New York, New York 10036. There are no disciplinary proceedings pending against me.

2. I am familiar with the matters set forth herein and make this declaration (the "Declaration") in support of the Application (the "Application") of the above-captioned debtors and debtors in possession (each a "Debtor" and collectively, the "Debtors" and, together with their non-Debtor affiliates and subsidiaries, "Trident"),<sup>1</sup> seeking authority to employ and retain Akin Gump as attorneys for the Debtors, effective as of September 8, 2009 (the "Petition Date"),

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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).

at Akin Gump's normal hourly rates in effect from time to time and in accordance with Akin Gump's normal reimbursement policies, in compliance with sections 327(a), 328(a) and 330 of the Bankruptcy Code, and to provide disclosure required under Rules 2014(a), 2016 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rules 2014-1 and 2016-1 of the Local Rules for the United States Bankruptcy Court for the District of Delaware ("Local Bankruptcy Rules").

3. On the Petition Date, the Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code with this Court. The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. I am not, nor is Akin Gump, an insider of the Debtors. Except as set forth below, neither Akin Gump nor I directly hold any claim, debt, or equity security of the Debtors.

5. To the best of my knowledge and information, no member of Akin Gump has been, within two years from the date of the filing of the Debtors' petition, a director, officer, or employee of the Debtors as specified in subparagraph (C) of 11 U.S.C. § 101(14).

6. Akin Gump does not have an interest materially adverse to the interests of the Debtors' estates or of any class of creditors or equity security holders of the Debtors, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, as specified in subparagraph (C) of section 101(14) of the Bankruptcy Code, or for any other reason.

7. Akin Gump is intimately familiar with the Debtors' business and financial affairs and is both well qualified and able to represent the Debtors in their Chapter 11 Cases in an efficient and timely manner. Akin Gump has served as general corporate counsel to Trident since 2007, providing a broad array of services including general corporate and tax services. As

general corporate counsel, Akin Gump has provided corporate and transactional advice to Trident, including, among other things, (i) advice with respect to corporate governance, (ii) board and board committee issues, (iii) the restructuring of its debt and the related closing of a subordinated credit facility in 2007, (iv) amendments, waivers and interpretive issues relating to its various credit facilities, (v) Trident's IPO process, and (vi) general corporate issues. More recently, prior to the commencement of the Chapter 11 Cases, Trident asked Akin Gump to provide general bankruptcy and restructuring advice, and in the weeks leading up to the Petition Date, Akin Gump was actively involved in the preparation of the Chapter 11 Cases as well as the Canadian Proceedings.

8. As detailed above, prior to the commencement of these Chapter 11 Cases, Akin Gump has regularly provided representation and advice to Trident, including the Debtors and the Canadian Debtors, as long standing clients of the firm. Because the Debtors' and the Canadian Debtors' interests are united in their integrated business relationship, the Debtors' ability to successfully reorganize is dependent on the reorganization of the jointly operated Trident businesses in Canada and in the U.S. Therefore, the Debtors desire to have Akin Gump, assisted by Canadian counsel in the Canadian Proceedings, continue to advise the Debtors and the Canadian Debtors regarding issues that affect their joint interests and their respective reorganization efforts in order to facilitate a joint and coordinated approach to the restructuring in both jurisdictions.

9. Accordingly, Akin Gump is uniquely situated to represent the Debtors and to deal effectively and efficiently with the potential legal issues and problems that may arise in the context of the Chapter 11 Cases and the cross-border restructuring proceedings of Trident.

Akin Gump is not a creditor of the Debtors. In the one year prior to the Petition Date, Akin Gump has received payment in the amount of \$3,269,774.11 for services rendered to the Debtors and their affiliates. In addition, the Debtors advanced \$1,500,000.00 to Akin Gump on account of services performed and to be performed and expenses incurred and to be incurred in connection with the filing and prosecution of the Chapter 11 Cases (the "Advance Payment"). As of the Petition Date, the fees and expenses incurred by Akin Gump and debited against the amounts advanced to it approximated \$901,466.84, although it is expected that additional fees and expenses incurred prior to the Petition Date may not yet be reflected in our accounting system. The precise amount will be determined upon the final recording of all time and expense charges and Akin Gump likely will have a remaining credit balance in favor of the Debtors of at least \$500,000.00 for additional professional services performed and to be performed and expenses incurred and to be incurred in connection with the Chapter 11 Cases.

#### **Disclosures of Akin Gump**

10. In preparing this Declaration, through my colleagues, I submitted to Akin Gump's computerized client and conflict database (the "Conflict Database") the names set forth below, which included (i) the Debtors and the entities affiliated with or related to the Debtors; (ii) officers and directors of the Debtors and their affiliates; (iii) the lenders of the Debtors and their affiliates; (iv) insurance carriers; (v) parties to leases; (vi) shareholders; (vii) banks; (viii) professionals proposed to be retained by the Debtors in these Chapter 11 Cases and professionals employed by the Debtors and their affiliates in the cross-border restructuring proceedings; and (ix) other professionals known to be retained by parties in interest in these proceedings. A copy of the list of the parties searched by Akin Gump is annexed hereto as Schedule 1 (collectively, the "Searched Parties").

11. The Conflict Database maintained by Akin Gump is designed to include every matter on which the firm is now and has been engaged, by which entity the firm is now or has been engaged, and, in each instance, the identity of related parties and adverse parties and certain of the attorneys in the firm that are knowledgeable about the matter. It is the policy of Akin Gump that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the Conflict Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, Akin Gump maintains and systematically updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records.

#### **Representation of Parties in Interest**

12. Set forth in Schedule 2, annexed hereto, is a listing of those Searched Parties that Akin Gump either (i) currently represents (the "Current Clients") in matters wholly unrelated to the Chapter 11 Cases, or (ii) has in the past represented in matters wholly unrelated to the Chapter 11 Cases. In connection with the services to be rendered to the Debtors, Akin Gump will not commence a cause of action against any Current Client with respect to the Chapter 11 Cases, unless Akin Gump receives a waiver from the Current Client allowing Akin Gump to commence such an action. In connection with the Chapter 11 Cases, to the extent any causes of action are commenced by or against any Current Client, and a waiver letter is not obtained permitting Akin Gump to participate in such action, the Debtors will use conflicts counsel.

13. Set forth in Schedule 3 annexed hereto, is a listing of those parties from Schedule 1 (Searched Parties) that are currently or have in the past been adverse to clients of Akin Gump in matters wholly unrelated to these Chapter 11 Cases.

**Connections with Parties Representing 1%  
or More of Akin Gump's Revenues for 2007, 2008, and 2009 (through June 30, 2009)**

14. At the inception of each engagement for which a declaration is required pursuant to Bankruptcy Rule 2014, Akin Gump reviews the information relating to the parties involved in a bankruptcy case to determine whether any such party, together with its known related entities, were clients of Akin Gump and as a result made payments to Akin Gump for services rendered in the calendar year prior to the date of review that in the aggregate for each such party exceeds 1% of Akin Gump's total revenues for such calendar year. In connection with this Declaration, Akin Gump has reviewed similar information for the years 2007, 2008 and 2009 (through June 30, 2009).

15. With the exception of Nutmeg Insurance Company ("Nutmeg") and/or certain related parties of Nutmeg, Akin Gump's revenues for services rendered on behalf of each of the parties in interest identified in Schedule 2 aggregate, with respect to each such party in interest, less than 1% of Akin Gump's annual revenues in each of calendar year 2007, 2008 and 2009 (through June 30, 2009).

16. The total fees received from Nutmeg, and/or certain related parties of Nutmeg, represented approximately 0.58% of Akin Gump's for 2007 revenue; approximately 0.79% of Akin Gump's 2008 revenue; and approximately 1.29% of Akin Gump's 2009 revenue (for the period ending June 30, 2009). Akin Gump does not represent Nutmeg on any issue relating to the Debtors' Chapter 11 Cases.

**Searched Parties that Currently Serve or Have Served  
on Informal and/or Official Creditors' Committees Represented By  
Akin Gump During the Period 2005 through the Present**

17. Set forth in Schedule 4, annexed hereto, is a list of those Searched Parties that currently serve or have served on informal and/or official creditors' committees represented by Akin Gump during the period 2005 through the present.

**Other Connections and General Disclosures**

18. Eugene A. Davis is the chairman of the board of directors of each of the Debtors. Akin Gump has the following connections to Mr. Davis in matters wholly unrelated to the Debtors' Chapter 11 Cases:<sup>2</sup>

- Mr. Davis is the chairman of the board of directors of FXI Foamex Innovations, Inc. f/k/a Foamex International Inc. ("Foamex"). Akin Gump currently represents Foamex and certain related debtors in their Chapter 11 cases pending in the United States Bankruptcy Court for the District of Delaware.
- Mr. Davis is the liquidating trustee for the Allegiance Telecom Liquidating Trust ("ATLT"). Akin Gump is outside counsel to ATLT.
- Mr. Davis is the Responsible Officer for the bankruptcy estate of TFI Enterprises, Inc. f/k/a Tom's Foods, Inc. ("TFI"), a debtor in a chapter 11 case pending in the United States Bankruptcy Court for the Middle District of Georgia. Akin Gump represented an ad hoc committee of senior secured noteholders (the "TFI Committee") and has represented a subgroup of the members of the TFI Committee who were lenders under TFI's debtor-in-possession financing facility.
- Mr. Davis is a current member of the board of directors of Anchor Glass Container Corporation ("Anchor Glass"). Akin Gump serves as outside counsel to Anchor Glass.
- Mr. Davis is a member of the Special Committee of the Board of Directors of Salton, Inc. (the "Salton Special Committee"). Akin Gump represents the Salton Special Committee.

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<sup>2</sup> The Debtors are fully aware of Akin Gump's connections with Mr. Davis.

- Akin Gump has served or currently serves as counsel to companies for which Mr. Davis previously held a board seat.
- Approximately twenty-two years ago, Mr. Davis was an associate of Akin Gump.

19. Mr. Todd Overbergen, a member of the board of directors of each of the Debtors, is a managing director of D.E. Shaw & Co. Mary Reidy is an employee of D.E. Shaw & Co. Prior to joining D.E. Shaw & Co., Ms. Reidy was an associate and counsel at Akin Gump from February 2002 until May 2008. D.E. Shaw Laminar Portfolios, L.L.C. is a shareholder of the Debtors.

20. Mr. Timothy Bernlohr is a member of the board of directors of each of the Debtors. Akin Gump has in the past represented and currently represents companies and other entities where Timothy Bernlohr is an officer and/or a director.

21. In addition, Akin Gump regularly represents ad hoc groups of creditors of companies that are facing financial distress, which financial distress may not have been publicly disclosed. Some of these companies may be or may become vendors or creditors of the Debtors. Akin Gump will only represent such ad hoc groups in matters wholly unrelated to the Debtors' Chapter 11 Cases.

22. Akin Gump may have represented in the past and/or may currently represent or in the future represent entities (other than parties in the attached schedules) not currently known to Akin Gump in matters wholly unrelated to the Chapter 11 Cases who may be parties in interest in these cases. To the extent that Akin Gump discovers any such information or needs to update the information disclosed herein, Akin Gump will disclose such information by filing a supplemental declaration pursuant to Bankruptcy Rule 2014.

23. On September 9, 2009, Akin Gump solicited information by firm-wide email from its attorneys and staff to determine if any person employed by Akin Gump holds any of the Debtors' securities. To the best of my knowledge and information based on the responses received, no attorney or staff member holds any of the Debtors' securities. It is possible that a professionally managed 401(k) retirement type plan on behalf of Akin Gump employees may hold equity interests in or other securities of the Debtors, but it is unknown to me at this time.

24. Akin Gump is willing to be retained by the Debtors as their counsel and intends to apply to the Court for allowances of compensation and reimbursement of out-of-pocket expenses incurred after the Petition Date in connection with these Chapter 11 Cases, subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the guidelines established by the United States Trustee for the District of Delaware, and further orders of this Court. Akin Gump will bill at its standard hourly rates which currently are \$450 - \$1,100 for partners, \$250 - \$810 for special counsel and counsel, \$175 - \$580 for associates, and \$75 - \$250 for paraprofessionals. The current hourly rates for the Akin Gump attorneys with primary responsibility for this matter are:

- (a) Ira S. Dizengoff (Partner – Financial Restructuring), \$875;
- (b) Scott L. Alberino (Partner – Financial Restructuring), \$625; and
- (b) Ryan C. Jacobs. (Counsel – Financial Restructuring), \$530.

25. The foregoing hourly rates are subject to periodic increase (typically in January of each year) in the normal course of Akin Gump's business. Other attorneys and paralegals will, from time to time, assist in the representation of the Debtors in connection with these cases at Akin Gump's standard hourly rates in effect for those personnel. The hourly rates set forth above are Akin Gump's standard hourly rates for work of this nature. These rates are set at a level designated to fairly compensate Akin Gump for the work of its attorneys and paralegals and

to cover fixed and routine overhead expenses. Akin Gump operates in a complicated, national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved and other factors. Because the sub-markets for legal services are fragmented and are affected by a variety of individualized and interdependent factors, Akin Gump's rates for certain individual billers may vary as a function of the type of matter, geographic factors, the nature of certain long-term client relationships, and various factors, including those enumerated above.


26. It is Akin Gump's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and facsimile charges, duplicating charges, travel expenses, expenses for "working meals," and computerized research, as well as non-ordinary overhead expenses, such as secretarial overtime. Akin Gump will seek reimbursement for such expenses pursuant to, among other things, any applicable guidelines established by the Court and/or the U.S. Trustee.

27. No agreement exists, nor will any be made, to share any compensation received by Akin Gump for its services with any other person or firm other than members of Akin Gump.

28. For the reasons stated herein, Akin Gump is disinterested and represents no interest adverse to the Debtors and their creditors and, therefore, is capable of fulfilling its fiduciary duty to the Debtors.

I hereby declare under the penalty of perjury that the foregoing is true and correct.

Executed on September 17, 2009

  
Ira S. Dizengoff

## SCHEDULE 1

### PARTIES SEARCHED IN CONFLICT DATABASE

#### Debtor Entities and their Subsidiaries and Affiliates

Trident Resources Corp.  
Trident CBM Corp.  
Aurora Energy LLC  
NexGen Energy Canada, Inc.  
Trident USA Corp.  
NRL Energy Investments Ltd.  
Trimar Testing Ltd.  
981422 Alberta Ltd.  
Trident Exploration Limited Partnership  
Trident Exploration (2003) Limited Partnership I  
Trident Exploration Corp.  
Fort Energy Corp.  
Fenergy Corp.  
981384 Alberta Ltd.  
981405 Alberta Ltd.  
981443 Alberta Ltd.  
Trident Exploration (2004) Limited Partnership I  
Trident Exploration (Aurora) Limited Partnership I  
Trident Exploration (2006) Limited Partnership I  
Trident Exploration (2003) Limited Partnership

#### Prior and Current Officers and Directors

Eugene I. Davis  
Todd Dillabough  
Alan Withey  
David Bradshaw  
Murray Rodgers  
Randy Neely  
Paul K. O'Donoghue  
Dave Cox  
Jon Baker  
Richard Meli  
Todd Overbergen  
William Kavan  
J. Laurie Hunter  
Anthony Caluori  
Peter Dea  
Randall Kob  
Charles S. Mcneil

Thomas J. Jung  
Robert Puchniak  
James Heller  
Brian Humphrey  
Jason Capello  
Craig Albert  
Robert Zahradnik  
John Anderson  
Gord MacMahon  
Robert Funnell  
Joanne Budden  
Keitha Dobson  
Barry D. Horne  
E. John Koch  
Howard J. Lutley  
Donald O. Downing  
Donald R. Leitch  
Geoffrey R. Jordan  
Timothy J. Bernlohr  
John H. Forsgren  
Marc Macaluso  
Kenneth L. Ancell  
Steve Buchanan

**Lenders (Known as of the Petition Date)**

TD Securities (Agent)  
Credit Suisse (Agent)  
Wells Fargo (Agent)  
Goldman Sachs  
Mount Kellet  
Edgstone (Eaton)  
Serengeti  
Redwood  
Babson (Gates)  
Restoration Capital  
Longacre  
Angelo Gordon  
Liberty View  
Grandview  
Morgan Stanley  
Northwestern Mutual  
Deephaven  
West Face  
Kamunting  
Arbiter

Par IV  
Prudential  
Chilton Investment Co.  
Arbiter Partners  
Cadogan Management  
Anchorage Capital  
Angelo Gordon & Co. LP  
Farallon Capital Partners  
Silver Oak Capital  
Kamunting Street Master Fund  
McDonnell Investment Management, LLC  
Northwestern Mutual Life Insurance  
Par IV Capital Management  
Sigma Capital  
Stonehill Investment  
West Face Capital  
Tinicum Partners LP  
Whippoorwill Assoc. Inc.  
Wellpoint Inc.  
Wilshire Institutional Master Fund  
Liberty View Capital  
Mount Kellett Capital Management LP  
Serengeti Asset Management  
Babson Capital Management LLC  
Candlewood Capital Partners LLC  
Marblegate Special Opportunities Master Fund  
Bill & Melinda Gates Foundation  
CS Capital LLC  
Grandview Capital Management  
Redwood Trust  
Special Situations Investing Group  
Arrow Investment Partners  
Arbiter Partners LP  
Chilton International L.P.  
Chilton Investment Partners L.P.  
Chilton Opportunity Trust L.P.  
Chilton Opportunity International L.P.  
Chilton Global Partners L.P.  
Chilton Global Distressed Opportunities Master Fund, L.P.  
Paul J. Isaac  
The Prudential Variable Contract Account-10  
The Prudential Variable Contract Account-2  
Value Portfolio Of The Prudential Series Fund  
Natural Resources Portfolio Of The Prudential Series Fund  
DVW Energy Partnership, LP  
Scott Setrakian

### **Insurance Carriers**

Global Arrowspace Underwriting Managers  
ING Insurance Company of Canada  
Chubb Insurance Co. of Canada  
GCAN Insurance Company  
Non-Marine Underwriters at Lloyd's  
Lloyd's of London  
Allied World Assurance Co. (US) Inc.  
North River Insurance Company  
Nutmeg Insurance Company  
Hudson Insurance Company  
Houston Casualty Company  
AIG Commercial Insurance Company  
Westport Insurance Corp.  
Zurich Canada  
Liberty International Canada

### **Parties to Leases/Subleases**

Husky Oil Operations Limited  
ConocoPhillips Canada Resources Corp.  
Dome Britannia Properties Inc.  
Equivest Financial Corporation  
394308 Alberta Ltd  
Alexander Forest Services

### **Shareholders (Known as of the Petition Date)**

2079517 Ontario Limited  
AG Gas Investment, L.P.  
Alexander Global Master Fund, Ltd.  
Amber Fund Holdings LLC  
Arbiter Partners, L.P.  
Aurora Energy Opportunity, LP  
Aurora Energy Partners LP  
Baker, Jon  
Blackrock, Inc.  
All-Cap Energy Hedge Fund LLC  
Edison Sources Ltd.  
Raytheon Master Pension Trust #2 All Cap Energy Account  
Raytheon Combined DB-DC Master Trust All Cap Energy  
Raytheon Master Pension Trust All Cap Energy Account  
Raytheon Master Pension Trust Energy Hedge Account  
Raytheon Combined DB/DC Master Trust Energy Hedge Account

SSR Energy and Natural Resources Hedge Fund LLC  
University of Texas General Endowment Fund All Cap Energy Portfolio  
University of Texas Permanent University Fund All Cap Energy Portfolio  
Blackstone Mezzanine Holdings L.P.  
Blackstone Mezzanine Partners L.P.  
Bonik, Brian  
Buchanan, Steve  
Chilton Investment Company  
Chilton Global Natural Resources Partners, L.P.  
Chilton Small Cap International, L.P.  
Clery S.a.r.l.  
Cox, Dave  
D.E. Shaw Laminar Portfolios, LLC  
Deephaven Relative Value Equity Trading, Ltd.  
Edgestone Capital Mezzanine Fund, L.P.  
Ensis S.a.r.l.  
FrontPoint Energy Horizons Fund, L.P.  
Gathers, Rhonda  
Goldman Sachs  
Hopelite Offshore Fund, Ltd.  
Hopelite Partners, L.P.  
Isaac, Paul  
James Richardson & Sons, Limited  
RFG Private Equity Limited Partnership No. 1B  
RFG Private Equity Limited Partnership No. 1C  
Jennison Associates LLC  
Jennison Natural Resources Fund, Inc.  
Jennison Value Fund  
Jennison Utility Fund of the Jennison Sector Funds, Inc.  
Natural Resources Portfolio of the Prudential Series Fund Inc.  
Samsung Life Investment (America), Ltd.  
Value Portfolio of the Prudential Series Fund, Inc.  
Lee, Ashton R.  
Lucas Capital  
Lucas Energy Total Return Partners, L.P.  
Lucas Energy Ventures II, L.P.  
Lucas Energy Total Return Master Fund, L.P.  
Magnetar Capital Master Fund, Ltd.  
McNeil Group  
The Charles S. McNeil Family Trust  
The McNeil Family Irrevocable GST Trust  
Meli, Rich  
Murphy, Sandy  
Prudential Capital Group  
Prudential Capital Partners, L.P.  
Prudential Capital Partners Management Fund, L.P.

Rakhit Consulting Services  
Restoration Holdings  
HFS DS Restoration Master Trust  
Restoration Offshore Fund Ltd.  
Restoration Partners LLC  
Restoration Special Opportunities Master Ltd.  
Salida Capitla Corp.  
BTR Global Arbitrage Trading Limited  
BTR Global Opportunity Trading Limited  
Seaport V LLC  
Strategic Energy Fund  
TCW Asset Management Company  
TCW Energy Fund X-NL, L.P.  
TCW Energy Fund XB-NL, L.P.  
TCW Energy Fund XC-NL, L.P.  
TCW Energy Fund XD-NL, L.P.  
Trust Company of the West  
Ensign Peak Advisors, Inc.  
TCW Asset Management Company  
Trust Company of the West  
Harry L. Bradley, Jr. Partition Trust  
Harry L. Bradley Jr. Trust  
Jane Bradley Uihlien Pettit Partition Trust  
Jane Bradley Uihlien Trust  
TD Bank  
TD Capital Mezzanine Partners (QLP) L.P.  
TD Capital Mezzanine Partners (Non-QLP) L.P.  
TD Canada Trust  
Toronto Dominion Investments, Inc.  
Treaty Oak Capital Management  
Treaty Oak Acorn Fund, LP  
Treaty Oak Ironwood, Ltd.  
Treaty Oak Master Fund, LP  
Trident Exploration (2005) Limited Partnership I  
Trident Exploration (2005) Limited Partnership II  
Trident Energy Opportunity, L.P.  
US Global Investors - Global Resources Fund  
Viking Global  
VGE III Portfolio Ltd.  
Viking Global Equities LP  
OMERS Private Equity Inc.  
Angelo Gordon & Co., L.P.  
Amber Capital LP  
Ospraie Management LP  
Stark Investments  
Edgestone Capital Partners

Olympia Capital (Bermuda)  
Alaska Trust Company

**Banks**

Key Bank, NA  
TD Canada Trust

**Proposed Professionals**

Rothschild Inc.  
Fraser Milner Casgrain (Canadian Counsel to Trident)  
FTI Consulting Canada ULC (Canadian Monitor)  
McCarthy Tetrault LLP (Canadian counsel to Monitor)  
Blank Rome LLP (U.S. Counsel to Monitor)  
Garden City Group, Inc.  
Richards Layton & Finger P.C.

**Other Professionals**

Gibson Dunn & Crutcher LLP  
Bennett Jones LLP  
McMillan LLP

## SCHEDULE 2

### **PARTIES LISTED ON SCHEDULE 1 THAT AKIN GUMP EITHER (I) CURRENTLY REPRESENTS IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES, OR (II) HAS IN THE PAST REPRESENTED IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES**

#### **Debtor Entities and their Subsidiaries and Affiliates**

As described in the Dizengoff Declaration, Akin Gump has in the past represented and currently represents Trident Resources Corp. and its subsidiaries and affiliates as general outside counsel.

#### **Prior or Current Officers and Directors of the Debtor Entities and their Subsidiaries and Affiliates**

As disclosed in the Dizengoff Declaration, Akin Gump has in the past represented and currently represents companies and other entities where Eugene I. Davis, Executive Chairman of the board of directors of the Debtors, is an officer and/or director. In addition, Mr. Davis was formerly an associate of Akin Gump.

Akin Gump has in the past and currently represents D.E. Shaw & Co. LLP and KPMG LLP, both principal employers of certain members of the board of directors of the Debtors, on matters wholly unrelated to the Debtors' Chapter 11 Cases.

Akin Gump has in the past represented and currently represents companies and other entities where Mr. Todd Bernlohr, a member of the board of directors of the Debtors, is an officer and/or director.

Akin Gump has not represented any other prior or current officer or director of the Debtor entities and their subsidiaries and affiliates.

#### **Lenders (known as of the Petition Date)**

Akin Gump has in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases.

Credit Suisse  
Wells Fargo  
Anchorage Capital  
Angelo Gordon & Co. LP  
Silver Oaks Capital  
Goldman Sachs  
Longacre  
Anchorage  
Morgan Stanley

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Farrallon  
Stonehill  
TD Securities  
Prudential  
The Prudential Variable Contract Account-10  
The Prudential Variable Contract Account-2  
Value Portfolio of The Prudential Series Fund  
Natural Resources Portfolio of The Prudential Series Fund  
Whippoorwill  
Redwood  
Redwood Trust  
Northern Mutual  
Farrallon Capital Partners  
Northwestern Mutual Life Insurance  
Tinicum Partners LP  
Whippoorwill Assoc. Inc.  
Chilton Investments  
Chilton International L.P.  
Chilton Opportunity International L.P.  
Chilton Investment Partners L.P.  
Chilton Global Partners L.P.  
Chilton Opportunity Trust L.P.  
Chilton Global Distressed Opportunities Master Fund L.P.

**Insurance Carriers**

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Nutmeg Insurance Company  
AIG Commercial Insurance Co.  
Liberty International Canada

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

ING Insurance Company of Canada  
Chubb Insurance Company of Canada  
North River Insurance Company  
Hudson Insurance Company  
Zurich Canada

**Parties to Leases/Subleases**

Akin Gump has in the past represented and currently represents ConocoPhillips Canada Resources Corp. and/or certain related parties thereof on matters wholly unrelated to the Debtors' chapter 11 cases.

**Banks**

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Key Bank, NA  
TD Canada Trust

**Shareholders (known as of the Petition Date)**

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

AG Gas Investment, L.P.  
Blackstone Mezzanine Holdings L.P.  
Blackstone Mezzanine Partners L.P.  
D.E. Shaw Laminar Portfolios, LLC  
Goldman Sachs  
Hopelite Offshore Fund, Ltd.  
Hopelite Partners, L.P.  
Magnetar Capital Master Fund, Ltd.  
TCW Asset Management Company  
TCW Energy Fund X-NL, L.P.  
TCW Energy Fund XB-NL, L.P.  
TCW Energy Fund XC-NL, L.P.  
TCW Enerhy Fund XD-NL, L.P.  
Trust Company of the West  
Treaty Oak Capital Management  
Treaty Oak Acorn Fund. LP  
Treaty Oak Ironwood, Ltd.  
Treaty Oak Master Fund, LP  
Viking Global  
VGE III Portfolio Ltd.  
Viking Global Equities LP  
Angelo Gordon & Co., LP

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

University of Texas General Endowment Fund All Cap Energy Portfolio  
University of Texas Permanent University Fund All Cap Energy Portfolio  
Chilton Investment Company  
James Richardson & Sons, Limited  
Natural Resources Portfolio of the Prudential Series Fund Inc.  
Value Portfolio of the Prudential Series Fund, Inc.  
Prudential Capital Group  
Prudential Capital Partners, L.P.  
Prudential Capital Partners Management Fund, L.P.  
TD Bank  
TD Capital Mezzanine Partners (QLP) L.P.  
TD Capital Mezzanine Partners (Non-QLP) L.P.  
TD Canada Trust  
Toronto Dominion Investments, Inc.

**Proposed Professionals**

Fraser Milner Casgrain, Canadian counsel to Trident, is currently Canadian Counsel to the Official Committee of Unsecured Creditors in Nortel Networks Inc., et. al (the "Nortel Committee"). Akin Gump is U.S. Counsel to the Nortel Committee.

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Fraser Milner Casgrain  
McCarthy Tetrault LLP  
Garden City Group  
Richards Layton & Finger P.C.

**Other Professionals**

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Gibson Dunn & Crutcher LLP  
McMillan LLP

Akin Gump has in the past served as co-counsel with Bennett Jones on matters wholly unrelated to the Debtors' chapter 11 cases.

### SCHEDULE 3

**PARTIES AND/OR CERTAIN RELATED PARTIES OF SUCH COMPANIES LISTED ON  
SCHEDULE 1 WHO ARE RECORDED IN THE CONFLICT DATABASE AS BEING  
CURRENTLY OR FORMERLY ADVERSE TO CLIENTS OF AKIN GUMP**

AG Gas Investment, L.P.  
AIG Commercial Insurance Company  
Allied World Assurance Co. (US) Inc.  
Angelo Gordon & Co. LP  
Babson (Gates)  
Babson Capital Management LLC  
Blackrock, Inc.  
Chilton Investment Company  
Chubb Insurance Co. of Canada  
ConocoPhillips Canada Resources Corp.  
Credit Suisse  
D.E. Shaw Laminar Portfolios, LLC  
DE Shaw & Co. LP  
Edgestone Capital Mezzanine Fund, L.P.  
Edgestone (Eaton)  
Farallon Capital Partners  
FTI Consulting Inc.  
Gibson Dunn & Crutcher LLP  
Goldman Sachs  
Houlihan Lokey Howard & Zukin  
Houston Casualty Company  
Hudson Insurance Company  
ING Insurance Company of Canada  
Key Bank, NA  
KPMG LLP  
Liberty International Canada  
Llyod's of London  
Longacre  
Magnetar Capital Master Fund, Ltd.  
McCarthy Tetrault LLP  
Morgan Stanley  
Natural Resources Portfolio Of The Prudential Series Fund  
Natural Resources Portfolio of the Prudential Series Fund Inc.  
North River Insurance Company  
Northwestern Mutual Life Insurance  
NRL Energy Investments Ltd.  
Nutmeg Insurance Company  
Par IV Capital Management  
Prudential  
Prudential Capital Group

Prudential Capital Partners Management Fund, L.P.  
Prudential Capital Partners, L.P.  
Richards Layton & Finger P.C.  
Sigma Capital  
Silver Oak Capital  
Strategic Energy Fund  
TCW Asset Management Company  
TCW Energy Fund XB-NL, L.P.  
TCW Energy Fund XC-NL, L.P.  
TCW Energy Fund XD-NL, L.P.  
TCW Energy Fund X-NL, L.P.  
TD Bank  
TD Canada Trust  
TD Capital Mezzanine Partners (Non-QLP) L.P.  
TD Capital Mezzanine Partners (QLP) L.P.  
TD Securities  
The Prudential Variable Contract Account-10  
The Prudential Variable Contract Account-2  
Toronto Dominion Investments, Inc.  
Trident Exploration Corporation  
Trident Resources Corporation  
Trust Company of the West  
University of Texas General Endowment Fund All Cap Energy Portfolio  
University of Texas Permanent University Fund All Cap Energy Portfolio  
Value Portfolio Of The Prudential Series Fund  
Value Portfolio of the Prudential Series Fund, Inc.  
Wells Fargo  
Westport Insurance Corp.  
Zurich Canada

## SCHEDULE 4

**PARTIES AND/OR CERTAIN RELATED PARTIES OF SUCH COMPANIES LISTED ON SCHEDULE 1 WHO ARE RECORDED IN THE CONFLICT DATABASE AS SERVING OR HAVING SERVED ON INFORMAL AND/OR OFFICIAL CREDITORS' COMMITTEES REPRESENTED BY AKIN GUMP (SINCE 2005) TO PRESENT**

AG Gas Investment, L.P.  
AIG Commercial Insurance Company  
Angelo Gordon & Co. LP  
Babson (Gates)  
Babson Capital Management LLC  
Blackrock, Inc.  
Chilton Investment Company  
Credit Suisse  
D.E. Shaw Laminar Portfolios, LLC  
Deephaven Relative Value Equity Trading, Ltd.  
Farallon Capital Partners  
Goldman Sachs  
James Richardson & Sons, Limited  
Liberty International Canada  
Liberty View  
Longacre  
Morgan Stanley  
Natural Resources Portfolio of The Prudential Series Fund  
Natural Resources Portfolio of the Prudential Series Fund Inc.  
Northwestern Mutual Life Insurance  
Par IV Capital Management  
Prudential  
Prudential Capital Group  
Prudential Capital Partners Management Fund, L.P.  
Prudential Capital Partners, L.P.  
Redwood  
Redwood Trust  
Restoration Capital  
Sigma Capital  
Silver Oak Capital  
TCW Asset Management Company  
TCW Energy Fund XB-NL, L.P.  
TCW Energy Fund XC-NL, L.P.  
TCW Energy Fund XD-NL, L.P.  
TCW Energy Fund X-NL, L.P.  
The Prudential Variable Contract Account-10  
The Prudential Variable Contract Account-2  
Trust Company of the West  
University of Texas General Endowment Fund All Cap Energy Portfolio

University of Texas Permanent University Fund All Cap Energy Portfolio  
Value Portfolio Of The Prudential Series Fund  
Value Portfolio of the Prudential Series Fund, Inc.  
Wells Fargo

**Exhibit B**

**Proposed Order**

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

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

**ORDER PURSUANT TO SECTIONS 327(a), 328(a) AND 330  
OF THE BANKRUPTCY CODE AND FEDERAL RULES OF BANKRUPTCY  
PROCEDURE 2014 AND 2016 AUTHORIZING THE EMPLOYMENT AND  
RETENTION OF AKIN GUMP STRAUSS HAUER & FELD LLP  
AS ATTORNEYS FOR THE DEBTORS, AS OF THE PETITION DATE**

Upon the Debtors’<sup>1</sup> Application for an Order Pursuant to Sections 327(a), 328(a) and 330 of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014 and 2016 Authorizing the Employment and Retention of Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) as Attorneys for the Debtors, as of the Petition Date (the “Application”), as more fully set forth in the Application; and upon the Dizengoff Declaration attached to the Application as **Exhibit A**; and the Court having jurisdiction pursuant to sections 157 and 1334 of title 28 of the United States Code to consider the Application and the relief requested therein; and venue being proper in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and the Court being satisfied that notice of this Application and the opportunity for a hearing on this application was appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Dizengoff Declaration, that Akin Gump does not represent or hold any

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

interest adverse to the Debtors or to their estates as to the matters upon which Akin Gump has been and is to be employed, and that Akin Gump is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy Code; and the Court having determined that the relief sought in the Application 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 Application and having determined that the legal and factual bases set forth in the Application and in the Dizengoff Declaration establish just cause for the relief granted herein, it is therefore

**ORDERED** that the Application is GRANTED and approved as of the Petition Date; and it is further

**ORDERED** that, in accordance with sections 327(a) of the Bankruptcy Code and, with respect to Akin Gump’s hourly rates, 328(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Bankruptcy Rules 2014-1 and 2016-1, the Debtors are hereby authorized to employ and retain Akin Gump as their attorneys in the Chapter 11 Cases, as contemplated by the Application; and it is further

**ORDERED** that Akin Gump shall apply for compensation and reimbursement in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable provisions of the Bankruptcy Rules, the Local Bankruptcy Rules, the guidelines established by the United States Trustee for the District of Delaware, and such other procedures as may be fixed by order of this Court; and it is further

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

**ORDERED** that the Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this order; and it is further

**ORDERED** that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this order.

Dated: October \_\_\_\_, 2009  
Wilmington, Delaware

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UNITED STATES BANKRUPTCY JUDGE