

**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)  
: :  
: **Hearing Date: 10/5/2009 at 10:30 a.m. (ET)**  
: **Obj. Deadline: 9/28/2009 at 4:00 p.m. (ET)**  
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**APPLICATION OF THE DEBTORS FOR AN ORDER AUTHORIZING THE  
RETENTION AND EMPLOYMENT OF RICHARDS, LAYTON & FINGER, P.A.  
AS CO-COUNSEL TO THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE  
PURSUANT TO SECTION 327(a) OF THE BANKRUPTCY CODE**

The above-captioned debtors and debtors in possession (the “Debtors”)<sup>1</sup> hereby request entry of an order authorizing the Debtors to retain and employ Richards, Layton & Finger, P.A. (“RL&F”) as co-counsel to the Debtors *nunc pro tunc* to the Petition Date (as defined below) (the “Application”) pursuant to section 327(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”). In support of this Application, the Debtors respectfully represent as follows:

<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). The corporate address for each of the Debtors is Suite 1000, 444-7th Avenue SW Calgary, Alberta T2P 0X8, Canada.

## JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue is proper in this district under 28 U.S.C. §§ 1408 and 1409.

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

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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

<sup>3</sup> FTI Consulting Canada ULC (the "Monitor") has been appointed in the Canadian Proceedings as the court appointed 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 and seek an order of the Court granting foreign main recognition status to such entities, under Chapter 15 of the Bankruptcy Code.

## TRIDENT'S BUSINESSES<sup>4</sup>

### GENERAL OVERVIEW

4. Trident consists of a group of affiliated corporations in Canada and the United States in the business of natural gas exploration and development, principally focused on coal bed methane (“CBM”)<sup>5</sup> and shale gas<sup>6</sup> from lands in the Western Canadian Sedimentary Basin (“WCSB”) and certain areas in the Northwestern United States. Trident currently concentrates its developments in four geographic areas: Horseshoe Canyon coals of Alberta, Mannville coals of Alberta, Montney Shale play in British Columbia, and the Columbia River Basin that straddles certain areas of Washington and Oregon in the United States.

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

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<sup>4</sup> “Trident” refers to TRC and its subsidiaries and affiliates

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

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

## OPERATIONS AND ASSETS

6. Trident has assembled an extensive property base. As of June 30, 2009, Trident had natural gas and oil leasehold interests in approximately 1.7 million gross (1.3 million net) acres,<sup>7</sup> of which approximately 75% were undeveloped. Based on the evaluation of approximately 20% of its total net undeveloped acreage, it has identified approximately 1,750 risked evaluated surface drilling locations, which are locations specifically identified and scheduled by management as an estimate of Trident's near-term multi-year drilling activities on existing acreage over the next five to seven years. As of the end of the second quarter of 2009, Trident owned interests in 1045 economic producing wells. Trident's average working interest in the wells is approximately 54%.

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

## EVENTS LEADING TO THESE CHAPTER 11 CASES

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

9. As a producer of natural gas, Trident does not have the balance of both gas and oil portfolios, and therefore is more sensitive to gas price fluctuations. A drop in natural gas prices has the potential to significantly affect Trident's financial results and impede its growth. Lower natural gas prices may not only decrease near term cash flow, but also may reduce the

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

amount of natural gas that Trident can produce economically over time because Trident might be forced to delay reinvesting in the future drilling programs set forth in its long-term plans.

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

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

12. Given the potential breaches under its debt facilities and the need to restructure its highly leveraged balance sheet, Trident has commenced plenary proceedings in the

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

United States under Chapter 11 of the Bankruptcy Code and in Canada under the CCAA to restructure its debt obligations.

### **THE RETENTION OF RL&F**

13. Subject to approval of this Court, the Debtors wish to employ RL&F as their co-counsel in connection with the commencement and prosecution of these Chapter 11 Cases. Pursuant to section 327(a) of the Bankruptcy Code, the Debtors request that the Court approve the employment of RL&F *nunc pro tunc* to the Petition Date, to perform the extensive legal services that have been and will be necessary during their Bankruptcy Cases.

14. Substantially contemporaneously herewith, the Debtors are applying to retain Akin Gump Strauss Hauer & Feld LLP ("Akin Gump") as their attorneys to represent them in these Chapter 11 Cases. By this Application, the Debtors seek Court approval to employ and retain RL&F as their Delaware counsel in connection with the filing and prosecution of these Chapter 11 Cases. The granting of this application will reduce the overall expense of administering these Bankruptcy Cases. Moreover, pursuant to Local Rule 9010-1(c), the Debtors are required to retain Delaware counsel. Accordingly, the Debtors respectfully request the entry of an order pursuant to section 327(a) of the Bankruptcy Code authorizing them to employ and retain RL&F as Delaware counsel to the Debtors to perform the legal services that will be necessary during these Chapter 11 Cases. Akin Gump and RL&F have discussed a division of responsibilities regarding representation of the Debtors and will make every effort to avoid and/or minimize duplication of services in these chapter 11 cases.

15. The Debtors have selected RL&F as their co-counsel because of the firm's extensive experience and knowledge in the field of debtors' and creditors' rights, business reorganizations and liquidations under chapter 11 of the Bankruptcy Code, its expertise,

experience, and knowledge practicing before this Court, its proximity to the Court and its ability to respond quickly to emergency hearings and other emergency matters in this Court. The services of RL&F are necessary to enable the Debtors to execute faithfully their duties as debtors in possession. Subject to further order of this Court, RL&F will render the following professional services:

- (a) to advise the Debtors of their rights, powers and duties as debtors and debtors in possession;
- (b) to take all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, 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) to prepare on behalf of the Debtors all necessary motions, applications, answers, orders, reports and papers in connection with the administration of the Debtors' estates; and
- (d) to perform all other necessary legal services in connection with these Chapter 11 Cases.

16. RL&F has stated its desire and willingness to act in these cases and to render the necessary professional services as co-counsel to the Debtors. Furthermore, to the best of the Debtors' knowledge, the directors and associates of RL&F do not have any connection with or any interest adverse to the Debtors, its creditors, or any other party in interest, or their respective attorneys, except as set forth herein and in the affidavit of Paul N. Heath, a director of RL&F (the "Heath Affidavit"), a copy of which is attached hereto as **Exhibit A**.

17. RL&F intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the guidelines established by the Office of the United States Trustee (the "Guidelines"). The Debtors, subject to the provisions of the Bankruptcy

Code, the Bankruptcy Rules and the Local Rules, propose to pay RL&F its customary hourly rates in effect from time to time as set forth in the Heath Affidavit. The Debtors submit that these rates are reasonable.

18. Prior to the Petition Date, the Debtors paid RL&F a retainer of \$250,000.00 (the "Retainer Payment") in connection with and in contemplation of the Debtors' chapter 11 filings. Of the Retainer Payment, RL&F invoiced, and drew down, a total of \$60,000.00 (the "Drawn Down Amount") to cover actual and anticipated fees and expenses incurred prior to filing the Bankruptcy Cases. Thus, as of the time of the filing of the Bankruptcy Cases, RL&F had \$190,000.00 in its retainer account. After RL&F does a final accounting of all amounts actually incurred as fees and expenses prior to the filing of the Bankruptcy Cases, RL&F will do a true-up against the Drawn Down Amount and credit back into the retainer account any excess amounts, with all such amounts to be held as a retainer in these cases (the "Retainer").

#### Notice

19. 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 those parties entitled to notice pursuant to Bankruptcy Rule 2002, in accordance with Local Rule 2002-1(b). In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary.

**No Prior Request**

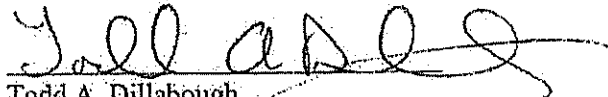
20. No previous Application for the relief sought herein has been made to this or any other court.

WHEREFORE, the Debtors request entry of an order, substantially in the form attached hereto as **Exhibit B**, granting the relief requested herein and such other and further relief the Court deems 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

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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 for an Order Authorizing the Retention and Employment of Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors *Nunc Pro Tunc* to the Petition Date Pursuant to Section 327(a) of the Bankruptcy Code** (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)**.

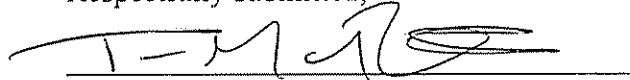
PLEASE TAKE FURTHER NOTICE that if an objection is timely filed, served and received and such objection is not otherwise timely resolved, a hearing to consider such

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**

**[Heath Affidavit]**

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

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In re: : Chapter 11
  
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TRIDENT RESOURCES CORP., et al., : Case No. 09-13150 (MFW)
  
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:
  
Debtors. : (Jointly Administered)
  
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**AFFIDAVIT OF PAUL N. HEATH**

STATE OF DELAWARE )  
) SS:  
COUNTY OF NEW CASTLE )

Paul N. Heath, being duly sworn, deposes and says:

1. I am an attorney admitted to practice in the State of Delaware and before this Court, and am a director of the firm of Richards, Layton & Finger, P.A. (“RL&F” or the “Firm”). RL&F is a Delaware law firm with offices at One Rodney Square, 920 North King Street, Wilmington, Delaware 19801.

2. I submit this affidavit (the “Affidavit”) in support of the above-captioned debtors and debtors-in-possession’s (collectively, the “Debtors”) <sup>1</sup> application (the “Application”) for an order approving the retention and employment of RL&F as their co-counsel in the above-captioned cases *nunc pro tunc* to September 8, 2009 (the “Petition Date”), in compliance with and to provide disclosure pursuant to sections 329 and 504 of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2014(a) and 2016(b) of the Federal

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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). The corporate address for each of the Debtors is Suite 1000, 444-7th Avenue SW Calgary, Alberta T2P 0X8, Canada.

Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). Unless otherwise stated in this Affidavit, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires amendment or modification upon RL&F’s receipt of additional information or as additional creditor information becomes available, a supplemental affidavit will be submitted to the Court. Subject to approval of this Court and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) and the guidelines established by the Office of the United States Trustee (the “Guidelines”), RL&F intends to apply for compensation for professional services rendered in connection with these chapter 11 cases, plus reimbursement of actual, necessary expenses and other charges incurred by RL&F during the cases. The principal professionals and paraprofessionals designated to represent the Debtors and their current standard hourly rates are as follows:

- (1) Mark D. Collins                    \$675 per hour
- (2) Paul N. Heath                    \$525 per hour
- (3) Chun I. Jang                    \$300 per hour
- (4) Travis A. McRoberts            \$230 per hour
- (5) Aja E. McDowell                \$195 per hour

3.        The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. In addition, other attorneys and paralegals within RL&F may from time to time serve the Debtors in connection with the matters described herein.

4.        The hourly rates set forth above are RL&F’s standard hourly rates for work of the nature to be provided to the Debtors in these bankruptcy cases. These rates are set at

a level designed to compensate RL&F fairly for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is RL&F's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's cases. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, regular mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. RL&F will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to RL&F's other clients or as previously fixed by this Court. RL&F believes that it is more fair to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

5. RL&F has rendered legal services to the Debtors since January 2009. RL&F has performed services necessary to enable the Debtors to file for protection under chapter 11 of the Bankruptcy Code. RL&F, working together with Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"), participated in the preparation of the chapter 11 petitions, initial motions, and applications relating to the these chapter 11 cases and their commencement.

6. In accordance with the aforementioned fee and expense procedures, RL&F rendered legal services to the Debtors prior to the Petition Date in connection with the preparation of and commencement of these chapter 11 cases. Prior to the Petition Date, the Debtors paid RL&F a retainer of \$250,000.00 (the "Retainer Payment"). Of the Retainer Payment, RL&F invoiced, and drew down, a total of \$60,000.00 (the "Drawn Down Amount") to cover actual and anticipated fees and expenses incurred prior to filing the Bankruptcy Cases. Thus, as of the time of the filing of the Bankruptcy Cases, RL&F had \$190,000.00 in its retainer

account. After RL&F does a final accounting of all amounts actually incurred as fees and expenses prior to the filing of the Bankruptcy Cases, RL&F will do a true-up against the Drawn Down Amount and credit back into the retainer account any excess amounts, with all such amounts to be held as a retainer in these cases (the “Retainer”). An accounting summary of payments made to RL&F and estimated amounts incurred by RL&F is attached hereto as

**Exhibit 3.**

7. In preparing this Affidavit, we used a set of procedures established by RL&F to ensure compliance with the requirements of the Bankruptcy Code and the Bankruptcy Rules regarding retention of professionals by a debtor under the Bankruptcy Code.

8. In that regard, RL&F requested and obtained from the Debtors a list of the names of entities who may be parties in interest in these chapter 11 cases, including, *inter alia*, secured creditors, the largest unsecured creditors, equity interest holders, and the directors and officers of the Debtors (the “Potential Parties-in-Interest”).

9. RL&F maintains and systematically updates its conflict check system in the regular course of its business and it is the regular practice of RL&F to make and maintain these records. The conflict system maintained by RL&F is designed to include (i) every active matter on which RL&F is engaged, (ii) every closed matter on which RL&F has been engaged since 1990, (iii) the entity by which it is now or has been engaged, (iv) the identity of related parties, (v) the identity of adverse parties and (vi) the attorney at RL&F that is knowledgeable about the matter. It is the policy of RL&F that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter and the related and adverse parties. Accordingly, the

database is updated for every new matter undertaken by RL&F. The scope of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

10. Insofar as I have been able to ascertain, neither I, RL&F, nor any director or associate of RL&F, has in the past represented the Debtors' largest creditors, equity interest holders, or any Potential Party-in-Interest, except as hereinafter set forth.

11. Through the procedures set forth above, RL&F has determined that it has in the past represented, currently represents, and/or may in the future represent, in matters wholly unrelated to these cases, certain Potential Parties-in-Interest including, without limitation, those entities set forth on **Exhibit 1** attached hereto who are current clients or are affiliates thereof, and those entities or affiliates thereof set forth on **Exhibit 2** attached hereto who have been represented by RL&F within the last five (5) years. I do not believe that any single matter is a major engagement that would involve either the billing of fees in excess of one-half of one percent (.5%) of RL&F's annual fees billed, or that, in the aggregate for any affiliated group of entities, exceeds one percent (1%) of RL&F's annual fees billed. In any event, RL&F will not represent any of the foregoing claimants or any party-in-interest in any facet of the Debtors' cases.


12. I do not believe that there is any connection or interest (as such terms are used in section 101(14)(C) of the Bankruptcy Code and Bankruptcy Rule 2014(a)) between RL&F and (i) the United States Trustee or any person employed by the Office of the United States Trustee, or (ii) any counsel, accountants, financial consultants and investment bankers who represent or may represent claimants or other parties in interest in these cases. In addition, as part of its practice, RL&F appears in cases, proceedings, and transactions involving many

different attorneys, co-counsel, accountants, financial consultants and investment bankers, some of which now or may in the future represent claimants and parties in interest in these cases. RL&F has not and will not represent any such entities in relation to the Debtors and these chapter 11 cases nor have any relationship with any such entities that would be adverse to the Debtors or their estates in the matters upon which RL&F is to be employed.


13. Except as set forth herein, and based upon the information available to me, neither I, RL&F, nor any director or associate thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates in the matters upon which RL&F is to be employed. Based upon the information available to me, I believe that RL&F is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

14. No promises have been received by RL&F, nor by any director or associate thereof, as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Guidelines, and the engagement letter dated September 4, 2009. RL&F has no agreement with any other entity to share with such entity any compensation received by RL&F.

Dated: September 17, 2009  
Wilmington, Delaware

  
\_\_\_\_\_  
Paul N. Heath (Del. No. 3704)

SWORN TO AND SUBSCRIBED before  
me this 17th day of September 2009.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 4/30/10

**JOAN M. WEBB**  
Notary Public - State of Delaware  
My Comm. Expires April 30, 2010

# **EXHIBIT 1**

**[Current Clients]**

## Exhibit 1<sup>1</sup> - Current Clients<sup>2</sup>

- Certain affiliates of AIG Commercial Insurance Company
- Allied World Assurance Co. (US) Inc. and certain affiliates thereof
- Angelo, Gordon & Co., L.P.
- Aurora Energy Partners LP and certain affiliates thereof
- Certain affiliates of Blackrock
- Certain affiliates of Blackstone Mezzanine Holdings L.P.
- Certain affiliates of Blackstone Mezzanine Partners L.P.
- Chilton Investment Company and certain affiliates thereof
- Certain affiliates of Chilton Global Natural Resources Partners, L.P.
- Certain affiliates of Chilton Small Cap International, L.P.
- Certain affiliates of ConocoPhillips Canada Resources Corp.
- Credit Suisse and certain affiliates thereof
- DE Shaw & Co. L.P. and certain affiliates thereof
- Certain affiliates of Equivest Financial Corporation
- Farallon Capital Partners and certain affiliates thereof
- Forsgren, John
- Certain affiliates of FrontPoint Energy Horizons Fund, L.P.
- FTI Consulting Inc.
- Certain affiliates of Garden City Group
- Gibson, Dunn & Crutcher LLP

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<sup>1</sup> Parties that are both current clients and former clients of RL&F are only listed on Exhibit 1—Current Clients.

<sup>2</sup> Due to the similarity of names of certain entities, RL&F was not able to determine if all entities listed herein are actually affiliates of current clients. However, out of an abundance of caution, RL&F has listed those entities which it reasonably believes may be affiliates of current clients.

- Goldman Sachs and certain affiliates thereof
- Houlihan Lokey Howard & Zukin
- Certain affiliates of Hudson Insurance Company
- Certain affiliates of ING Insurance Company of Canada
- Keybank, N.A. and certain affiliates thereof
- KPMG LLP and certain affiliates thereof
- Certain affiliates of Liberty View
- Lloyd's of London and certain affiliates thereof
- Certain affiliates of Magnetar Capital Master Fund, Ltd.
- Morgan Stanley and certain affiliates thereof
- Certain affiliates of Mount Kellett
- Certain affiliates of Mount Kellett Capital Management LP
- Certain affiliates of Northwestern Mutual
- Prudential Capital Group, L.P. and certain affiliates thereof
- Prudential Capital Partners, L.P. and certain affiliates thereof
- Certain affiliates of Prudential Capital Partners Management Fund, L.P.
- Certain affiliates of Raytheon Combined DB DC Master Trust All Cap Energy
- Certain affiliates of Raytheon Combined DB/DC Master Trust Energy Hedge Account
- Certain affiliates of Raytheon Master Pension Trust #2 All Cap Energy Account
- Certain affiliates of Raytheon Master Pension Trust All Cap Energy Account
- Certain affiliates of Raytheon Master Pension Trust Energy Hedge Account
- Certain affiliates of Redwood
- Certain affiliates of Rothschild Inc.
- Certain affiliates of Serengeti

- Certain affiliates of Special Situations Investing Group
- Certain affiliates of Stonehill
- TCW Asset Management Company and certain affiliates thereof
- Certain affiliates of TCW Energy Fund X-NL, L.P.
- Certain affiliates of TCW Energy Fund XB-NL, L.P.
- Certain affiliates of TCW Energy Fund XC-NL, L.P.
- Certain affiliates of TCW Energy Fund XD-NL, L.P.
- TD Bank and certain affiliates thereof
- Certain affiliates of TD Capital Mezzanine Partners (QLP) L.P.
- Certain affiliates of TD Capital Mezzanine Partners (non-QLP) L.P.
- Certain affiliates of TD Canada Trust
- Certain affiliates of Toronto Dominion Investments Inc.
- Certain affiliates of Trident Technologies Corporation
- Certain affiliates of Trust Company of the West
- Wellpoint Inc. and certain affiliates thereof
- Certain affiliates of Wilshire Institutional Master Fund

# **EXHIBIT 2**

**[Former Clients]**

## Exhibit 2 - Former Clients<sup>1</sup>

- Certain affiliates of Amber Fund Holdings LLC
- Certain affiliates of Anchorage
- Arbiter Partners, L.P.
- Certain affiliates of Aurora Energy Opportunity, LP
- Bernlohr, Timothy
- Certain affiliates of Cadogan Management
- Davis, Eugene I.
- Certain affiliates of Deephaven
- Certain affiliates of Deephaven Relative Value Equity Trading, Ltd.
- D.E. Shaw Laminar Portfolios, LLC and certain affiliates thereof
- Ensis S.A.R.L.
- Certain affiliates of Grandview
- Certain affiliates of Grandview Capital Management
- Jennison Associates LLC
- Certain affiliates of Liberty International Canada
- Certain affiliates of McDonnell
- The McNeil Family Irrevocable GST Trust and certain affiliates thereof
- Certain affiliates of Sigma
- Certain affiliates of SSR Energy and Natural Resources Hedge Fund LLC
- Certain affiliates of VGE III Portfolio Ltd.
- Viking Global and certain affiliates thereof

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<sup>1</sup> Due to the similarity of names of certain entities, RL&F was not able to determine if all entities listed herein are actually affiliates of former clients. However, out of an abundance of caution, RL&F has listed those entities which it reasonably believes may be affiliates of former clients.

- Certain affiliates of Viking Global Equities LP

# **EXHIBIT 3**

**[Accounting Summary of Payments]**

**List of Payments Received 90 Days Prior to Commencement**

<b>Date</b>	<b>Transaction</b>	<b>Amount</b>	<b>Retainer Balance</b>
9/8/2009	Retainer received by RL&F via wire transfer from the Debtors	\$250,000.00	\$250,000.00
9/8/2009	Retainer amount drawn down based on services performed and anticipated to be performed from September 2009 through the filing of the petition on September 8, 2009. This amount represents a good faith estimate of the fees and expenses associated with all such services, including fees and expenses already recorded in RL&F's billing system and those not yet recorded in the system. RL&F will submit a reconciliation of the actual prepetition fees and expenses in the near future. Any portion of the \$250,000.00 drawn effective as of September 8, 2009, which, upon the reconciliation, is not attributed to prepetition fees and expenses will be added to the retainer balance.	(\$60,000.00)	\$190,000.00

**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)  
: :  
: Re: Docket No. \_\_\_\_  
-----X

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT  
OF RICHARDS, LAYTON & FINGER, P.A. AS CO-COUNSEL  
TO THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE  
PURSUANT TO SECTION 327(a) OF THE BANKRUPTCY CODE**

This matter coming before the Court on the *Application of the Debtors and Debtors-in-Possession<sup>1</sup> for an Order Authorizing the Retention and Employment of Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors Nunc Pro Tunc to the Petition Date Pursuant to Section 327(a) of the Bankruptcy Code* (the “Application”); the Court having reviewed the Application; the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (c) Notice of this Application has been provided 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

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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). The corporate address for each of the Debtors is Suite 1000, 444-7th Avenue SW Calgary, Alberta T2P 0X8, Canada

Internal Revenue Service; and (d) capitalized terms not otherwise defined herein have the meanings given to them in the Application; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and the Court having determined that the relief sought in the Application is in the best interests of the Debtors and their estates; and after due deliberation and sufficient cause appearing;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. Pursuant to section 327(a) of the Bankruptcy Code, the Debtors are authorized to retain and employ RL&F as their co-counsel upon the terms and conditions set forth in the Application effective *nunc pro tunc* to the Petition Date.
3. RL&F shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, the Local Rules, the Guidelines and any other such procedures as may be fixed by order of this Court.
4. This Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

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

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THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE