

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

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In re: : Chapter 11
: :
TRIDENT RESOURCES CORP., et al.,¹ : Case No. 09-13150 (MFW)
: :
: (Jointly Administered)
: :
Reorganized Debtors. : **Hearing Date: June 24, 2011 at 1:00 p.m.**
: **Objection Deadline: June 13, 2011 at 4:00 p.m.**
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**REORGANIZED DEBTORS' MOTION FOR ENTRY OF A FINAL
DECREE PURSUANT TO SECTION 350(a) OF THE
BANKRUPTCY CODE, BANKRUPTCY RULE 3022, AND LOCAL
RULE 5009-1 CLOSING THE REORGANIZED DEBTORS' CHAPTER 11 CASES**

Trident Resources Corp. (“**Trident**”), and certain of its affiliates, as the reorganized debtors and debtors in possession (collectively, the “**Reorganized Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), hereby move the Court, pursuant to section 350(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 3022 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 5009-1(a) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), for the entry of a final decree (the “**Final Decree**”) closing the Chapter 11 Cases. In support of this motion (the “**Motion**”), the Reorganized Debtors respectfully represent as follows:

¹ The Reorganized Debtors in these Chapter 11 Cases, along with each Reorganized Debtor’s place of incorporation and the last four digits of its federal tax identification number are: Trident Resources Corp. (*Delaware*) (2788), Aurora Energy LLC (*Utah*) (6650), NexGen Energy Canada, Inc. (*Colorado*) (9277), Trident CBM Corp. (*California*) (3534), and Trident USA Corp. (*Delaware*) (6451).

Background

1. On September 8, 2009 (the “**Petition Date**”), the Reorganized Debtors commenced reorganization proceedings under chapter 11 of the Bankruptcy Code, in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

2. On the Petition Date, the Reorganized Debtors, along with Trident Exploration Corp. (“**TEC**”) and certain of TEC’s Canadian subsidiaries (collectively, the “**Canadian Debtors**”),² filed an application with the Court of Queen’s Bench of Alberta, Judicial District of Calgary (the “**Canadian Court**” and together with the Court, the “**Courts**”) under the Companies’ Creditors Arrangement Act (Canada), seeking relief from their creditors (collectively, the “**Canadian Proceedings**”).

3. On September 17, 2009, the Debtors filed an application to retain The Garden City Group, Inc. (“**GCG**”) as the claims, noticing, and balloting agent, which was approved by the Court on October 5, 2009.

4. On May 5, 2010, the Reorganized Debtors filed (i) the *Joint Plan of Reorganization of Trident Resources Corp. and Certain Affiliated Debtors and Debtors in Possession* [Docket No. 295] (as subsequently amended by Docket Nos. 337, 349 and 383, the “**Plan**”)³ and (ii) the *Disclosure Statement With Respect to Joint Plan of Reorganization of Trident Resources Corp. and Certain Affiliated Debtors and Debtors in Possession* [Docket No. 296] (as subsequently amended by Docket Nos. 338 and 350, the “**Disclosure Statement**”). On May 5, 2010, the Court entered its *Order (I) Approving the Notice of Disclosure Statement*

² The Canadian Debtors are: Trident Exploration Corp., Fort Energy Corp., Fenergy Corp., 981384 Alberta Ltd., 981405 Alberta Ltd., 981422 Alberta Ltd., Trident Resources Corp., Trident CBM Corp., Aurora Energy LLC, NexGen Energy Canada, Inc., and Trident USA Corp.

³ Capitalized terms used herein but not defined shall have the meanings ascribed to them in the Plan.

*Hearing; (II) Approving the Disclosure Statement; (III) Fixing the Record Date; (IV) Approving the Notice and Objection Procedures in Respect of Confirmation of the Plan of Reorganization; (V) Approving Solicitation Packages and Procedures for Distribution thereof; (VI) Approving the Forms of Ballots and Establishing Procedures for Voting on the Plan of Reorganization; (VII) Establishing Voting Deadline; (VIII) Approving Procedures for Vote Tabulation; (IX) Approving the Rights Offering Procedures and Forms; and (X) Authorizing the Employment and Retention of Epiq Systems as Subscription Agent Nunc Pro Tunc to April, 8 2010 [Docket No. 353] (the “**Disclosure Statement Order**”).* The Court authorized the Debtor to solicit the Plan in accordance with the terms of the Disclosure Statement and the Disclosure Statement Order.

5. On June 15, 2010, following a hearing to consider confirmation of the Plan, the Court entered its *Findings of Fact, Conclusions of Law, and Order Confirming the Second Amended Joint Plan of Reorganization of Trident Resources Corp. and Certain Affiliated Debtors and Debtors in Possession* [Docket No. 398] (the “**Confirmation Order**”). Pursuant to the Confirmation Order, the Court confirmed the Plan. The Plan became effective on June 30, 2010 (the “**Effective Date**”). See Docket No. 418.

6. As of the date hereof, the Reorganized Debtors have successfully reorganized and substantially consummated the Plan, and substantially all (if not all) of the distributions called for thereunder have been made.

7. As contemplated and required by the Plan and the Confirmation Order, all documents and agreements necessary to implement and complete the Plan were executed in accordance with the terms of the Plan and the Confirmation Order.

8. All expenses arising from the administration of the Reorganized Debtors' estates, including court fees, section 1930(a)(6) fees, professional fees, and expenses, have been paid or will be paid prior to the hearing date set for this Motion.

9. Any further fees due under 28 U.S.C. § 1930(a)(6) will be paid in the ordinary course of business. All other motions, contested matters, and other proceedings that were before this Court with respect to the Chapter 11 Cases have been resolved. Accordingly, the Reorganized Debtors submit that the cases of the Reorganized Debtors have been "fully administered" as required under section 350(a) of the Bankruptcy Code.

Jurisdiction

10. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

11. By this Motion, the Reorganized Debtors request, pursuant to section 350(a) of the Bankruptcy Code, Bankruptcy Rule 3022 and Local Rule 5009-1, entry of a Final Decree substantially in the form attached hereto as Exhibit A closing the chapter 11 cases of the Reorganized Debtors.

Basis For Relief

12. Section 350(a) of the Bankruptcy Code provides that "[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case." 11 U.S.C. § 350(a). Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, further provides that "[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case." Fed. R. Bankr. P. 3022. Local Rule 5009-1(a) provides that, "[u]pon written

motion, a party in interest may seek the entry of a final decree at any time after the confirmed plan has been substantially consummated provided that all required fees due under 28 U.S.C. § 1930 have been paid.” Del. Bankr. L.R. 5009-1(a).

13. The term “fully administered” is not defined in either the Bankruptcy Code or the Bankruptcy Rules. The Advisory Committee Note to Bankruptcy Rule 3022, however, sets forth the following non-exclusive factors to be considered in determining whether a case has been fully administered:

- (1) whether the order confirming the plan has become final;
- (2) whether deposits required by the plan have been distributed;
- (3) whether the property proposed by the plan to be transferred has been transferred;
- (4) whether the debtor or its successor has assumed the business or the management of the property dealt with by the plan;
- (5) whether payments under the plan have commenced; and
- (6) whether all motions, contested matters, and adversary proceedings have been finally resolved.

This Court has affirmed its adoption of the view that “these factors are but a guide in determining whether a case has been fully administered, and not all factors need to be present before the case is closed.” *In re SLI, Inc.*, Case No. 02-12608, 2005 WL 1668396, *2 (Bankr. D. Del. June 24, 2005) (citing *In re Mold Makers, Inc.*, 124 B.R. 766, 768-69 (Bankr. N.D. Ill. 1990)); see also *In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999) (recognizing that bankruptcy courts weigh the factors contained in the Advisory Committee Note when deciding whether to close a case); *In re Jay Bee Enters., Inc.*, 207 B.R. 536, 538 (Bankr. E.D. Ky. 1997) (same); *Walnut Assocs. v. Sidel*, 164 B.R. 487, 493

(E.D. Pa. 1994) (“[A]ll of the factors in the Committee Note need not be present before the Court will enter a final decree.”).

14. In addition to the factors set forth in the Advisory Committee Note, courts have considered whether the plan of reorganization has been substantially consummated. *In re Gates Cmty. Chapel of Rochester, Inc.*, 212 B.R. 220, 224 (Bankr. W.D.N.Y. 1997) (considering substantial consummation as a factor in determining whether to close a case); *Walnut Assocs.*, 164 B.R. at 493 (same); *see also* *In re Ball*, 2008 WL 2223865, *2 (Bankr. N.D. W.Va. May 23, 2008) (“... in a non-individual case, substantial consummation generally means the case is fully administered and can be closed.”).

The Reorganized Debtors’ Cases Have Been Fully Administered and May Be Closed

15. As of the Effective Date, the Chapter 11 Cases have been “fully administered” within the meaning of section 350 of the Bankruptcy Code, making it appropriate for the Court to enter a Final Decree closing the Chapter 11 Cases. As of now or the date of the hearing on this Motion,

- the Confirmation Order has become final and non-appealable;
- the Reorganized Debtors have emerged from chapter 11 as reorganized entities;
- all payments required to be made pursuant to the Plan, other than those payments which have not yet become due in the ordinary course of business have been paid as of the Effective Date;
- the Reorganized Debtors have assumed the business and management of the property dealt with by the Plan;
- no adversary proceedings commenced in connection with these Chapter 11 Cases remain open or otherwise unresolved;⁴

⁴ No adversary proceedings were commenced in connection with the Chapter 11 Cases.

- no motions or contested matters remain unresolved in these Chapter 11 Cases;⁵
- all of the transactions contemplated by the Plan closed on the Effective Date and no further distributions will be made from the Reorganized Debtors' estates (other than ordinary course of business payments); and
- the Plan has been substantially consummated within the meaning of section 1101(2) of the Bankruptcy Code.

Accordingly, the foregoing factors support closing the Chapter 11 Cases.

16. In addition to the foregoing, allowing the Reorganized Debtors to close their chapter 11 cases at this time will save the Reorganized Debtors the expense of ongoing quarterly fees payable to the United States Trustee for the District of Delaware pursuant to 28 U.S.C. § 1930(a)(6), which is an unnecessary expense for the Reorganized Debtors given the status of the Reorganized Debtors' chapter 11 cases. Other bankruptcy courts have further noted that entry of a Final Decree is appropriate to stop the accrual of section 1930(a)(6) fees. *See In re Jr. Food Mart of Arkansas, Inc.*, 201 B.R. at 524 (closing case "in order that no further [section 1930(a)(6)] fees accrue"); *Jay Bee*, 207 B.R. at 539 (concluding that "it seems appropriate to close this case to stop the financial drain on the debtor" on account of the continuing accrual of section 1930(a)(6) fees). Therefore, in light of this requirement, and the factors noted above, the Reorganized Debtors submit that there is ample justification for entry of a Final Decree closing the Chapter 11 Cases.

Releasing GCG

17. Given that the case is "fully administered" and GCG has successfully completed the performance of all its obligations under the terms of the retention agreement

⁵ On December 9, 2010 the Court entered its (i) *Order Granting Debtors' First Omnibus Objection Pursuant to 11 U.S.C. §§ 501(A) and 502(B), Fed. R. Bankr. 3003(C)(2) and 3007 to Certain (A) Amended and Superseded, (B) Duplicate, and (C) Equity Interest Claims (Non-Substantive)* and (ii) *Order Granting Debtors' Second Omnibus Objection (Substantive) Pursuant to 11 U.S.C. §§ 501(a) and 502(b), Fed. R. Bankr. P. 3003(c)(2) and 3007 to No Liability Claim*. Accordingly, all proofs of claim filed against the Debtors have been satisfied or discharged.

entered into on September 1, 2009 between GCG and the Debtors (the “**Retention Agreement**”), the Debtors seek to terminate GCG’s retention and release GCG from any further obligations in these cases.

18. Specifically, the Debtors request that the Final Decree provide the following:

- (i) GCG will have no further obligations (arising out of the Retention Agreement or otherwise) to the Court, the Debtors, or any party in interest with respect to these cases;
- (ii) Pursuant to Del. Bankr. L.R. 2002-1(f)(ix), within 30 days of entry of the Final Decree, GCG is directed to forward to the Clerk of the Court a final claims register in both alphabetical and numerical order along with all original proofs of claim and an updated mailing list;
- (iii) GCG will deactivate the public case administration website and the toll-free restructuring hotline upon entry of the Final Decree or as soon as practicable thereafter;
- (iv) GCG will close the post office box dedicated to receiving mail in these cases upon entry of the Final Decree or as soon as practicable thereafter;
- (v) Following entry of the Final Decree, GCG may destroy any and all physical copies of documents pertaining to these cases in its actual or constructive possession, including, but not limited to:
 - (A) excess copies of notices, pleadings, plan solicitation documents, customized envelopes, or any other printed materials;
 - (B) letters, e-mails, facsimiles, or other correspondence received in these cases;
 - (C) all undeliverable and/or returned mail; and
 - (D) all other materials related to these cases; provided however, that GCG may not destroy original proofs of claim (which GCG shall forward to the Clerk of the Court) and original ballots (which GCG shall maintain for a period of 10 years following entry of the Final Decree, after which the ballots may be destroyed).

19. Should GCG receive any mail after entry of the Final Decree, GCG will collect and forward such mail on a monthly basis to the Debtors' counsel at the following address: Akin Gump Strauss Hauer & Feld LLP, Attn: Daniel J. Harris, 1333 New Hampshire Ave., N.W., Washington, DC 20036-1564.

20. The Debtors shall remit to GCG payment of all outstanding fees and expenses within 14 days of entry of the Final Decree (subject to Court approval in the event of an unresolved dispute).

Final Report

21. The Reorganized Debtors have filed their final report, pursuant to Local Rule 5009-1(c), under separate cover, contemporaneously with this Motion.

Notice

22. No trustee, examiner or statutory creditors' committee has been appointed in these Chapter 11 Cases. Notice of this Motion shall be provided to: (i) the U.S. Trustee; (ii) each of the agents, or their counsel, if known, under the Trident's prepetition credit facilities; (iii) the Office of the United States Attorney for the District of Delaware; (iv) the monitor appointed in the Canadian Proceedings; and (v) any persons who have filed a request for notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002, in accordance with Local Bankruptcy Rule 2002-1. In light of the nature of the relief requested, the Reorganized Debtors respectfully submit that no other or further notice is necessary.

No Previous Request

23. No previous request for the relief sought herein has been made to this or any other Court.

WHEREFORE the Reorganized Debtors respectfully request that this Court
(a) enter a final decree, substantially in the form attached hereto as Exhibit A closing the
Reorganized Debtors' Chapter 11 Cases and (b) grant such other and further relief as the Court
may deem just and appropriate.

Dated: May 25, 2011
Wilmington, Delaware



Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
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– and –

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ATTORNEYS FOR THE REORGANIZED
DEBTORS

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

-----X
In re: : Chapter 11
: :
TRIDENT RESOURCES CORP., et al.,¹ : Case No. 09-13150 (MFW)
: :
: (Jointly Administered)
: :
Reorganized Debtors. : **Hearing Date: June 24, 2011 at 1:00 p.m.**
: **Objection Deadline: June 13, 2011 at 4:00 p.m.**
-----X

NOTICE OF MOTION AND HEARING

PLEASE TAKE NOTICE that, on May 25, 2011, the above-captioned reorganized debtors and debtors in possession (collectively, the “**Reorganized Debtors**”) filed the *Reorganized Debtors’ Motion for Entry of a Final Decree Pursuant to Section 350(a) of the Bankruptcy Code, Bankruptcy Rule 3022, and Local Rule 5009-1 Closing the Reorganized Debtors’ Chapter 11 Cases* (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing, filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned counsel for the Reorganized Debtors on or before **June 13, 2011 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

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

objection and the Motion will be held before The Honorable Mary F. Walrath at the Bankruptcy Court, 824 North Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801 on **June 24, 2011 at 1:00 p.m. (Eastern Daylight Time)**.

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

Dated: May 25, 2011
Wilmington, Delaware

Respectfully submitted,



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ATTORNEYS FOR THE REORGANIZED
DEBTORS AND DEBTORS IN POSSESSION

Exhibit A

Proposed Final Decree

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

-----X
In re: : Chapter 11
: :
TRIDENT RESOURCES CORP., et al.,¹ : Case No. 09-13150 (MFW)
: :
: (Jointly Administered)
: :
Reorganized Debtors. : **Re: Docket No.** _____
-----X

**FINAL DECREE CLOSING THE REORGANIZED DEBTORS' CHAPTER 11
CASES PURSUANT TO SECTION 350(a) OF THE BANKRUPTCY
CODE, BANKRUPTCY RULE 3022, AND LOCAL RULE 5009-1**

Upon the motion (the “**Motion**”), dated May 25, 2011, of Trident Resources Corp., and certain of its affiliates, as reorganized debtors in the above-captioned chapter 11 cases (collectively, the “**Reorganized Debtors**”), pursuant to section 350(a) of the Bankruptcy Code,² Bankruptcy Rule 3022, and Local Rule 5009-1 seeking to close the cases of the Reorganized Debtors all as more fully described in the Motion; and the Court having been satisfied that the Reorganized Debtors have achieved consummation of their *Second Amended Joint Plan of Reorganization of Trident Resources Corp. and Certain Affiliated Debtors and Debtors in Possession*, dated June 10, 2010 (Docket No. 383) (the “**Plan**”) and it appearing that the Reorganized Debtors’ estates have been fully administered; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having

¹ The Debtors in these Chapter 11 Cases, along with each Debtor’s place of incorporation and the last four digits of its federal tax identification number, where applicable, are: Trident Resources Corp. (*Delaware*) (2788), Aurora Energy LLC (*Utah*) (6650), NexGen Energy Canada, Inc. (*Colorado*) (9277), Trident CBM Corp. (*California*) (3534), and Trident USA Corp. (*Delaware*) (6451).

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

jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and due and proper notice of the Motion having been provided and no further notice being necessary; and the legal and factual bases set forth in the Motion establishing just and sufficient cause to grant the relief requested therein; and the relief granted herein being in the best interests of the Reorganized Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings before the Court, the Court hereby ORDERS that:

1. The Motion is GRANTED in its entirety.

2. All objections to the entry of this Order or the relief granted herein and requested in the Motion that have not been withdrawn, waived or settled, and all reservations of rights included therein, are hereby OVERRULED and DENIED on the merits.

3. Within 14 days following entry of this Order, the Debtors' Court-appointed noticing, claims and balloting agent, The Garden City Group, Inc. (the "**Claims Agent**"), shall provide the Clerk of Court with the following:

a) an updated list of creditors with respect to the Debtors' chapter 11 cases in .txt format as specified in the Clerk's Office Instructions and Guidelines;

b) an updated Fed. R. Bankr. P. 2002 notice list with respect to the Debtors' chapter 11 cases in .txt format;

c) an updated claims register with respect to the Debtors' chapter 11 cases in both paper and .pdf format; and

d) all original claims filed in the Debtors' chapter 11 cases.

4. Upon compliance with the preceding paragraph of this Order, the Claims Agent is released and discharged from any and all responsibilities in the Debtors' chapter 11 cases.

5. The Chapter 11 Cases are hereby closed; *provided, however*, that the Court shall retain jurisdiction as is provided for in Article VII of the Plan (Retention of Jurisdiction).

6. Entry of this Final Decree is without prejudice to the rights of the Reorganized Debtors or any party in interest to seek to reopen the Reorganized Debtors' Chapter 11 Cases for cause.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: June ____, 2011
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE