

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE OF CALGARY**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT
ACT, R.S.C. 1985, c. C-36, AS AMENDED***

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
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.**

NOTICE OF MOTION

TAKE NOTICE that an application will be made by the Petitioners in these proceedings (collectively, "Trident") before the Honourable Madam Justice Romaine, in Chambers, at the Calgary Courts Center, 601 - 5th Street SW, in the City of Calgary, Province of Alberta on Friday, the 15th day of January, 2010 at 9:30 in the forenoon or so soon thereafter as counsel may be heard, for the following relief:

1. declaring service of notice of this application and the supporting materials to be good and sufficient, and abridging the time therefor, if necessary;
2. extending the Stay Period (as such term is defined in the Amended and Restated Initial Order) in these proceedings to May 6, 2010;
3. scheduling a Joint Cross-Border hearing to occur on or before February 17, 2010, or such other date as may be agreed between the Court in these proceedings and the U.S. Bankruptcy Court in the Chapter 11 Cases relating to these proceedings;
4. approving the Amended Cross-Border Protocol in the form attached as Exhibit "A" to the Affidavit of Todd Dillabough, dated January 12, 2010;
5. seeking an Order sealing Exhibit "A" to the Affidavit of Neil Augustine, dated January 12, 2010, and sealing the Supplement to the Fourth Report of the Monitor, dated December 21, 2009, including the Nexen Agreement attached thereto; and
6. granting such further and other relief as counsel may advise and this Honourable Court deems just.

AND FURTHER TAKE NOTICE that the grounds for this application are as follows:

1. An extension of the Stay Period to May 6, 2010 is necessary to allow for the anticipated restructuring of Trident, and is otherwise appropriate in the circumstances.
2. Trident continues to have strong financial and operational performance. Trident continues to have discussions with its stakeholders concerning sponsorship of a restructuring plan.
3. Further to its efforts, Trident has received two Restructuring Proposals which, among other things, contemplate the full payout or re-financing of the obligations of TEC under the Second Lien Credit Agreement.
4. Trident believes that an immediate attempt at sale of the enterprise without adequate protections, including a stalking horse and bid protection, would cause a serious loss in value for some or all of its stakeholders and would seriously undermine Trident's restructuring efforts.
5. A Joint Cross-Border Hearing is required for Trident to: seek the approval of a commitment letter to establish a stalking horse and provide related bid protections, including break fees; establish a marketing process to determine if superior alternative transactions exist; establish the qualification of bidders.
6. Paragraph 15 of the original Cross-Border Protocol was informally objected to by the U.S. Trustee overseeing the U.S. Chapter 11 Cases. An Amended Cross-Border Protocol deleting paragraph 15 (and certain other conforming changes) was approved by the U.S. Bankruptcy Court on December 10, 2009 and requires the approval of this Honourable Court.
7. Paragraph 15 of the original Cross-Border Protocol set forth certain requirements for the U.S. Debtors to undertake in the Chapter 11 Cases. Given that these requirements did not affect these Canadian proceedings and that the major stakeholders have consented to the current amendment, Trident believes the Amended Cross-Border Protocol is appropriate for these proceedings and should accordingly be approved.

8. The Restructuring Proposals and the Supplement to the Fourth Report of the Monitor contain commercially sensitive financial and other information, the release of which would prejudice Trident and its stakeholders if it were to be made a part of the public domain. Trident respectfully requests that these documents be sealed in order to comply with the request of certain stakeholders, protect the commercial sensitivity of the contents thereof, and preserve the integrity of potential processes that Trident may undertake in the future in respect of its restructuring.
9. Trident continues to work closely with the Monitor and all of Trident's stakeholders in all respects, and the Monitor supports the proposed relief and stay extension; and
10. Trident has acted and continues to act in good faith and with diligence with respect to these CCAA proceedings.

AND FURTHER TAKE NOTICE that the Applicants will rely upon the Affidavit of Todd A. Dillabough, dated January 12, 2010, filed; the Affidavit of Neil Augustine, dated January 12, 2010, filed; the Fifth Report of the Monitor, to be filed; the pleadings and other materials filed herein; the provisions of the *Companies' Creditors Arrangement Act* (Canada) and the *Alberta Rules of Court*; and such further and other material as counsel may advise and this Honourable Court may permit.

DATED at the City of Calgary, in the Province of Alberta, this 12th day of January, 2010.

FRASER MILNER CASGRAIN LLP.
solicitors for the Applicants.

Per: _____


David W. Mann

TO: The Clerk of the Court
AND TO: The Attached Service List

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY**

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
TRIDENT EXPLORATION CORP. ULC, FORT ENERGY CORP. ULC, FENERGY
CORP. ULC, 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.**

**SERVICE LIST
LAST UPDATED: JANUARY 12, 2010**

| <i>Service Recipient</i> | <i>Telephone</i> | <i>Fax</i> | <i>Recipient Status</i> |
|---|--|----------------|---|
| FRASER MILNER CASGRAIN LLP 15th Floor, Bankers Court 850 - 2nd Street S.W. Calgary, Alberta T2P 0R8 DAVID W. MANN E-mail: david.mann@fmc-law.com DEREK M. PONTIN E-mail: derek.pontin@fmc-law.com | (403) 268-7000 (403) 268-7097 (403) 268-6301 | (403) 268-3100 | Applicants' Canadian Counsel |
| ----- 1 First Canadian Place 100 King Street West Toronto, Ontario M5X 1B2 R. SHAYNE KUKULOWICZ E-mail: shayne.kukulowicz@fmc-law.com MICHAEL J. WUNDER E-mail: michael.wunder@fmc-law.com | (416) 863-4511 (416) 863-4740 (416) 863-4715 | (416) 863-4592 | |
| AKIN GUMP STRAUSS HAUER & FELD LLP One Bryant Park New York, New York 10036 IRA S. DIZENGOFF E-mail: idizengoff@akingump.com RYAN C. JACOBS E-mail: rjacobs@akingump.com | (212) 872-1000 (212) 872-1096 (212) 872-7434 | (212) 872-1002 | Applicants' US Counsel |
| ----- 1333 New Hampshire Avenue, N.W. Washington D.C. 20036 SCOTT L. ALBERINO E-mail: salberino@akingump.com | (202) 887-4000 (202) 887-4027 | (202) 887-4288 | |

| <i>Service Recipient</i> | <i>Telephone</i> | <i>Fax</i> | <i>Recipient Status</i> |
|---|--|--|---|
| ROTHSCHILD INC. 1251 Avenue of the Americas 51st floor New York, New York 10020 NEIL AUGUSTINE E-mail: neil.augustine@us.rothschild.com WILLIAM SHAW E-mail: william.shaw@us.rothschild.com | (212) 403-3500 (212) 403-5411 (212) 403-5221 | (212) 403-3501 (212) 403-3734 (212) 403-5454 | Applicants' Financial Advisors |
| DEBEVOISE & PLIMPTON LLP 919 Third Avenue New York, New York 10022 Fax: (212) 909-6836 DEREK ALEXANDER E-mail: dalexand@debevoise.com | (212) 909-6021 | (212) 521-7603 | US Counsel to Applicants' Financial Advisors |
| FTI CONSULTING CANADA ULC TD Waterhouse Tower 79 Wellington Street West Suite 2010, P.O. Box 104 Toronto, Ontario M5K 1G8 GREG WATSON E-mail: greg.watson@fticonsulting.com NIGEL D. MEAKIN E-mail: nigel.meakin@fticonsulting.com TONI VANDERLAAN E-mail: toni.vanderlaan@fticonsulting.com | (416) 649-8100 (416) 649-8077 (416) 649-8065 (416) 649-8075 | (416) 649-8101 | Monitor |
| MCCARTHY TÉTRAULT LLP Suite 3300 421 - 7th Avenue SW Calgary, Alberta T2P 4K9 SEAN F. COLLINS E-mail: scollins@mccarthy.ca | (403) 260-3500 (403) 260-3531 | (403) 260-3501 | Monitor's Counsel |
| BLANK ROME LLP Chase Manhattan Centre 1201 Market Street, Suite 800 Wilmington, Delaware 19801 BONNIE GLANTZ FATELL E-mail: Fatell@BlankRome.com | (302) 425-6423 | (302) 428-5110 | Monitor's US Counsel |
| One Logan Square 130 North 18th Street Philadelphia, Pennsylvania 19103-6998 MIKE SCHAEDEL E-mail: Schaedle@BlankRome.com | (215) 569-5762 | (215) 832-5762 | |

| <i>Service Recipient</i> | <i>Telephone</i> | <i>Fax</i> | <i>Recipient Status</i> |
|---|--|----------------|--|
| BENNETT JONES LLP 4500 Bankers Hall East 855 2nd Street SW Calgary, Alberta T2P 4K7 FRANK DEARLOVE E-mail: dearlovef@bennettjones.com | (403) 298-3100 (403) 298-3202 | (403) 265-7219 | Counsel for Steering Committee of the 2006 Lenders |
| 3400 One First Canadian Place P.O. Box 130 Toronto Ontario M5X 1A4 KEVIN J. ZYCH E-mail: zychk@bennettjones.com | (416) 777-5738 | | |
| GIBSON DUNN & CRUTCHER LLP 200 Park Avenue New York, New York 10166-0193 DAVID FELDMAN E-mail: dfeldman@gibsondunn.com MATTHEW WILLIAMS E-mail: mjwilliams@gibsondunn.com | (212) 351-4000 | (212) 351-4035 | US Counsel for Steering Committee of the 2006 Lenders |
| BORDEN LADNER GERVAIS LLP 1000 Canterra Tower 400 Third Avenue S.W. Calgary, Alberta T2P 4H2 PATRICK T. MCCARTHY Q.C. E-mail: pmccarthy@blgcanada.com JOSEF G.A. KRUGER E-mail: JKruger@blgcanada.com | (403) 232-9500 (403) 232-9441 (403) 232-9563 | (403) 266-1395 | Canadian Counsel for majority of Preferred Shareholders |
| QUINN EMANUEL URQUHART OLIVER & HEDGES, LLP 51 Madison Avenue, 22nd Floor New York, New York 10010 DANIEL HOLZMAN E-mail: danielholzman@quinnemanuel.com SUSHEEL KIRPALANI E-mail: SusheelKirpalani@quinnemanuel.com JOSEPH MINIAS E-mail: josephminias@quinnemanuel.com | (212) 849-7000 (212) 849-7242 | (212) 849-7100 | US Counsel for majority of Preferred Shareholders |

| <i>Service Recipient</i> | <i>Telephone</i> | <i>Fax</i> | <i>Recipient Status</i> |
|---|--|--|---|
| MCMILLAN LLP 1900, 736-6th Avenue S.W. Calgary, Alberta T2P 3T7 R. CRAIG STEELE E-mail: craig.steele@mcmillan.ca | (403) 531-4700 (403) 531-4706 | (403) 531-4720 | Counsel to the majority of holders of the Second Lien Credit Facility, Goldman Sachs, Farrallon, and Mount Kellett |
| Brookfield Place, Suite 4400 181 Bay Street Toronto, Ontario M5J 2T3 ANDREW J.F. KENT E-mail: andrew.kent@mcmillan.ca DANIEL V. MACDONALD E-mail: dan.macdonald@mcmillan.ca WAEL ROSTOM E-mail: wael.rostom@mcmillan.ca | (416) 865-7000 (416) 865-7160 (416) 865-7169 | (416) 865-7048 (647) 722-6715 (416) 865-7048 | |
| WACHTELL, LIPTON, ROSEN & KATZ 51 West 52nd Street New York, New York 10019 SCOTT K. CHARLES E-mail: SKCharles@wlrk.com CAITH KUSHNER E-mail: CKushner@wlrk.com | (212) 403-1000 (212) 403-1202 (212) 403-1326 | (212) 403-2000 (212) 403-2202 (212) 403-2326 | US counsel to the majority of holders of the Second Lien Credit Facility, Goldman Sachs, Farrallon, and Mount Kellett |
| MOUNT KELLETT CAPITAL MANAGEMENT 623 5th Avenue New York, New York 10022 MARCUS MOTRONI E-mail: mmotroni@mountkellett.com | (212) 588-6119 | | Mount Kellett Capital Management |
| DAVIS LLP Livingston Place 1000 - 250 2nd Street SW Calgary, AB T2P 0C1 LARRY B. ROBINSON, Q.C. E-mail: larry.robinson@davis.ca | (403) 296-4470 (403) 698-8715 | (403) 296-4474 (403) 697-6609 | Counsel to Nexen Inc. |
| 1 First Canadian Place, Suite 5600 P.O. Box 367, 100 King Street West Toronto, ON, Canada M5X 1E2 RENÉE BROUSSEAU E-mail: rbrousseau@davis.ca | (416) 369-5284 | (416) 777-7442 | |

| <i>Service Recipient</i> | <i>Telephone</i> | <i>Fax</i> | <i>Recipient Status</i> |
|---|--|--------------------------------------|--------------------------|
| <p>NEXEN INC. Law Department 801-7th Avenue SW Calgary, Alberta T2P 3P7</p> <p>JAY D. TODESCO - ASSOCIATE GENERAL COUNSEL E-mail: jay_todesco@nexeninc.com</p> | (403) 699-4000 | | Nexen Inc. |
| <p>GOWLING LAFLEUR HENDERSON LLP Suite 1400 700 - 2nd Street S.W. Calgary, Alberta T2P 4V5</p> <p>LESLIE R. DUNCAN E-mail: les.duncan@gowlings.com</p> | (403) 298-1000 (403) 298-1899 | (403) 263-9193 (403) 695-3581 | Robert Funnell |
| <p>WHIPPOORWILL ASSOCIATES, INC. 11 Martine Avenue White Plains, New York 10606</p> <p>MICHAEL LEE E-mail: mlee@whippoorwillassociates.com</p> <p>STEVEN GENDAL E-mail : sgendal@whippoorwillassociates.com</p> | (914) 683-1002 | | |
| <p>MCLENNAN ROSS LLP 600 West Chambers 12220 Stony Plain Road Edmonton, Alberta T5N 3Y4</p> <p>CHARLES RUSSELL, Q.C. E-mail: crussell@mross.com</p> | (780) 482-9200 (780) 482-9115 | (780) 482-9100 (780) 482-9102 | Spectra Energy |
| <p>FIELD LAW 400 The Lougheed Building 604 - 1 Street SW Calgary, Alberta T2P 1M7</p> <p>ERIN IPPOLITO E-mail: eippolito@fieldlaw.com</p> <p>BRYCE D. MCLEAN E-mail: bmclean@fieldlaw.com</p> | (403) 260-8500 (403) 260-8570 (403) 260-8593 | (403) 264-7084 | Signalta Resources |
| <p>CONOCOPHILLIPS CANADA Law Department 401 - 9th Avenue S.W. P.O. Box 130, Station M Calgary, Alberta T2P 2H7</p> <p>LARINA J. TAYLOR E-mail: Larina.J.Taylor@conocophillips.com</p> | (403) 233-3563 | (403) 233-5505 | ConocoPhillips Canada |

| <i>Service Recipient</i> | <i>Telephone</i> | <i>Fax</i> | <i>Recipient Status</i> |
|---|--|----------------|--|
| FLEMING LLP 900, 926-5th Avenue S.W. Calgary, Alberta T2P 0N7 CARMEN A. ALGER Email: calger@flemingllp.com | (403) 266-7750 | (403) 265-6910 | Midfield Supply ULC |
| CIBC WORLD MARKETS INC. 900, Bankers Hall East 855-2nd Street S.W. Calgary, Alberta T2P 4J7 CHRIS BEATON E-mail: chris.beaton@cibc.ca | (403) 260-0515 | (403) 260-0524 | CIBC World Markets Inc. |
| DUNCAN & CRAIG LLP #2800, Scotia Place 10060 Jasper Avenue Edmonton, Alberta T5J 3V9 DARREN BIEGANEK E-mail: dbieganeke@dcllp.com | (780) 441-4386 | (780) 969-6381 | Independent Electric and Controls Ltd. |
| Box 6777 5202 – 52 Avenue Drayton Valley, Alberta T7A 1S2 KIM BRODERSEN E-mail: kbrodersen@dcllp.com | (780) 542-7462 1-877-740-4447 (780) 514-2505 | (780) 542-3392 | |
| VALEO POWER CORPORATION 141 – 50 Avenue SE Calgary, Alberta T2G 4S7 ARISTOTLE SARANTIS E-mail: asarantis@enmax.com | | (403) 385-1879 | Valeo Power Corporation |
| CREW ENERGY INC. 1400, 425 1st Street SW Calgary, Alberta T2P 3L8 CRAIG TURCHAK E-mail: Craig.Turchak@crewenergy.com | (403) 266-2088 | (403) 266-6259 | Crew Energy Inc. |
| CARSCALLEN LEITCH LLP 1500, 407 - 2nd Street S.W. Calgary, Alberta T2P 2Y3 GLENN BLACKETT E-mail: blackett@cllawyers.com | (403) 298-8474 | (403) 262-2952 | Apex Distribution Inc. |

Action No. 0901-13483

**IN THE COURT OF QUEEN'S BENCH OF
ALBERTA
JUDICIAL DISTRICT OF CALGARY**

**IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF
COMPROMISE OR ARRANGEMENT OF 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.**

NOTICE OF MOTION

FRASER MILNER CASGRAIN LLP
Barristers and Solicitors

15th Floor Bankers Court
850 2 Street SW
Calgary, Alberta
T2P 0R8

Solicitors: David W. Mann / Derek M. Pontin
Telephone: (403) 268-7097 / (403) 268-6301
Facsimile: (403) 268-3100

1 First Canadian Place
100 King Street West
Toronto, ON
M5X 1B2

Solicitors: R. Shayne Kukulowicz / Michael J. Wunder
Direct Line: (416) 863-4740 / (416) 863-4715
Fax: 416-863-4592

File: 539728-1

