**LETTER OF TRANSMITTAL SAMPLE**

***Please read the Instructions set out on page 5 of this Letter of Transmittal carefully before completing this Letter of Transmittal.***

TO:

TO:

AND TO:

TRINIDAD ENERGY SERVICES INCOME TRUST

TRINIDAD DRILLING LTD.

VALIANT TRUST COMPANY, AS DEPOSITARY

This Letter of Transmittal is for use by registered holders ("**Unitholders**") of trust units ("**Trust Units**") of Trinidad Energy Services Income Trust (the "**Trust**") and holders ("**Exchangeable Shareholders**") of exchangeable shares ("**Exchangeable Shares**") of Trinidad Drilling Ltd. ("**Trinidad**") in connection with the arrangement ("**Arrangement**") involving the Trust, Trinidad, the Unitholders and the Exchangeable Shareholders pursuant to an Arrangement Agreement dated January 9, 2008, as amended, as described in the Information Circular and Proxy Statement of the Trust dated January 30, 2008 (the "**Information Circular**"), which took effect on March 10, 2008 (the "**Effective** **Date**"). Pursuant to the Arrangement, Unitholders will receive, for each Trust Unit held, one common share of Trinidad("**Trinidad Share**") and Exchangeable Shareholders will receive Trinidad Shares on the same basis as the Unitholders based on the number of Trust Units into which such Exchangeable Shares were exchangeable on the Effective Date.

Unitholders and Exchangeable Shareholders are collectively referred to as "**Trinidad Securityholders**" and Trust Units and Exchangeable Shares are collectively referred to as "**Trinidad Securities**" in this Letter of Transmittal.

Capitalized terms used, but not defined in this Letter of Transmittal, shall have the meanings given to them in the Information Circular.

**A Unitholder that is a resident of Canada for purposes of the *Income Tax Act* (Canada) (the "Tax Act") and is not exempt from Part I of the Tax Act may elect to have the exchange of their Trust Units for Trinidad Shares pursuant to the Arrangement carried out as a tax-deferred exchange for Canadian federal income tax purposes by making the election in the tax election form (the "Tax Election Form") contained in the tax election instruction package (the "Tax Election Package") accompanying this Letter of Transmittal. However, in order to make this election, the Tax Election Form must be received by Trinidad by 4:30 p.m. (Calgary Time) on July 31, 2008 (the "Election Deadline"). Trinidad agrees only to execute and file duly completed Tax Election Forms received by it on or before the Election Deadline. Therefore, Unitholders who do not deposit with Trinidad a duly completed Tax Election Form on or before the Election Deadline or do not otherwise comply with the requirements of the Tax Election Form and the instructions contained in the Tax Election Package will not be able to elect to have their exchange of Trust Units for Trinidad Shares pursuant to the Arrangement carried out as a tax-deferred transaction under Canadian federal income tax laws.**

Trinidad Securityholders will not receive Trinidad Shares (or dividends and distributions on the Trinidad Shares after the Effective Date) until they submit the certificates for their Trinidad Securities to the Depositary along with a duly completed Letter of Transmittal, and each certificate formerly representing Trinidad Securities that is not deposited with

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all other documents as required pursuant to the Plan of Arrangement on or prior to the sixth anniversary of the Effective Date shall cease to represent a right or claim of any kind or nature including the right of the Trinidad Securityholder to receive the Trinidad Shares (and any dividends and distributions thereon).

**Trinidad Securityholders whose Trinidad Securities are registered in the name of a broker, dealer, bank, trust company or other nominee must contact their nominee for assistance in depositing their Trinidad Securities.**

The undersigned delivers to you the enclosed certificate(s) representing Trust Units and/or Exchangeable Shares to be exchanged for certificate(s) representing Trinidad Shares pursuant to and in accordance with the Arrangement described in the Information Circular.

|  |  |  |
| --- | --- | --- |
|  | Names in which Trust Units or | Number of Trust Units or |
| Certificate Number(s) | Exchangeable Shares are Registered | Exchangeable Shares Deposited |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |

TOTAL:

(If space is not sufficient, please attach a list in the above form.)

* **Some or all of my Trinidad Security certificates have been lost, stolen or destroyed. Please review Instruction 7 for the procedure to replace lost or destroyed certificates. (Check box if applicable).**

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**AUTHORIZATION**

**The undersigned:**

1. represents and warrants that the undersigned is the legal owner of the above listed Trinidad Securities and has good title to the rights represented by the above-mentioned certificates free and clear of all liens, charges, encumbrances, claims and equities and, together with all rights and benefits, has full power and authority to deliver such certificates.
2. represents and warrants that all information provided by the undersigned is true, accurate and complete.
3. acknowledges receipt of the Information Circular.
4. directs the Depositary to issue or cause to be issued the certificates representing the Trinidad Shares to which the undersigned is entitled pursuant to the Arrangement in the name indicated below and to send the certificates representing the Trinidad Shares to the address, or hold the same for pickup, as indicated in this Letter of Transmittal.
5. covenants and agrees to execute, upon request, any additional documents, transfers and other assurances as may be necessary or desirable to complete the exchange of certificate(s) representing Trust Units and/or Exchangeable Shares for certificate(s) representing Trinidad Shares.
6. acknowledges that all authority conferred, or agreed to be conferred by the undersigned herein may be exercised during any subsequent legal incapacity of the undersigned and shall survive the death, incapacity, bankruptcy or insolvency of the undersigned and all obligations of the undersigned herein shall be binding upon any heirs, personal representatives, successors and assigns of the undersigned; and
7. by virtue of the execution of this Letter of Transmittal, shall be deemed to have agreed that all questions as to validity, form, eligibility (including timely receipt) and acceptance of any Trinidad Securities deposited pursuant to the Arrangement will be determined by Trinidad in its sole discretion and that such determination shall be final and binding and acknowledges that there shall be no duty or obligation on the Trust, Trinidad, the Depositary or any other person to give notice of any defect or irregularity in any deposit and no liability shall be incurred by any of them for failure to give such notice.

BOX A

REGISTRATION INSTRUCTIONS

(See Instruction 2)

Issue certificate(s) for the Trinidad Shares:

**In the Name of**

***(please print)***

**Address:**

***(include postal or zip code)***

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BOX B

DELIVERY INSTRUCTIONS

(See Instruction 2)

Send certificate(s) for the Trinidad Shares (unless Box C is checked) to:

**In the Name of**

***(please print)***

**Address:**

***(include postal or zip code)***

BOX C

HOLD FOR PICK-UP

* **Check here if the certificate(s) for the Trinidad Shares are to be held for pick-up at the office of the Depositary at which this Letter of Transmittal is deposited.**

BOX D

RESIDENCE OF TRINIDAD SECURITYHOLDER

The undersigned certifies that the residence of the undersigned is as follows (*check one of the following two boxes only, as applicable*):

* U.S. resident
* Resident of any other foreign jurisdiction

**Any Trinidad Securityholder who fails to check one of the two boxes above will be deemed to have certified that the Trinidad Securityholder is a resident of Canada.**

**TRINIDAD SECURITYHOLDER SIGNATURE(S)**

**Signature guaranteed by (if required under Instructions 3 and 4):**

**Authorized Signature of Guarantor**

**Name of Guarantor (please print or type)**

**Address of Guarantor (please print or type)**

**Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_\_**

**Signature of Trinidad Securityholder or Authorized**

**Representative**

**(see Instructions 3 and 5)**

**Address of Trinidad Securityholder**

**Telephone Number of Trinidad Securityholder**

**Facsimile Number of Trinidad Securityholder**

**Social Insurance Number or U.S. Resident Taxpayer**

**Identification Number (must be provided)**

**Name of Trinidad Securityholder**

**(please print or type)**

**Name of Authorized Representative, if applicable (please**

**print or type)**

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**INSTRUCTIONS**

1. **Use of Letter of Transmittal**
   1. This Letter of Transmittal (or a manually executed copy hereof) properly completed and signed as required by the instructions set forth below, together with accompanying certificates representing the Trinidad Securities and all other documents required by the terms of the Arrangement must be received by the Depositary at either of its offices specified on the back page of this document.
   2. The method used to deliver this Letter of Transmittal and any accompanying certificate(s) representing Trinidad Securities and all other required documents is at the option and risk of the person depositing the same, and delivery will be deemed effective only when such documents are actually received by the Depositary. It is recommended that the necessary documentation be hand delivered to the Depositary at either of its offices specified on the back page of this document (or in the case of the Tax Election Form, be hand delivered to Trinidad at its offices at 2500, 700 - 9th Avenue S.W., Calgary, Alberta T2P 3V4), and a receipt obtained. However, if such documents are mailed, it is recommended that registered mail be used and that proper insurance be obtained.

**Trinidad Securityholders whose Trinidad Securities are registered in the name of a nominee should contact their stockbroker, investment dealer, bank, trust company or other nominee for assistance in depositing their Trinidad Securities.**

1. **Registration and Delivery Instructions**

The boxes entitled "*Box A Registration Instructions*" and "*Box B Delivery Instructions*", as applicable, should be completed by each Trinidad Securityholder or such Trinidad Securityholder's duly authorized representative regardless of whether certificates for the Trinidad Shares to be issued pursuant to the Arrangement are to be:

* 1. issued in the name of a person other than the person signing the Letter of Transmittal; (b) sent to someone other than the person signing the Letter of Transmittal; or (c) sent to the person signing the Letter of Transmittal at an address other than that appearing below that person's signature. ***In the event that the boxes*** ***entitled "Box A Registration Instructions" and "Box B Delivery Instructions", as applicable, are not completed by a Trinidad Securityholder, the certificate representing the Trinidad Shares to be issued to such Trinidad Securityholder shall be registered in the name of such Trinidad Securityholder as such name appears on the register of Unitholders or Exchangeable Shareholders, as the case may be, maintained by the Trust's transfer agent and shall be delivered to the address otherwise indicated by the Trinidad Securityholder, or where no such address is indicated, to the Trinidad Securityholder's latest address appearing on the register of Unitholders or Exchangeable Shareholders, as the case may be.*** See alsoInstruction 4 "*Guarantee of Signatures*" below.

1. **Signatures**

This Letter of Transmittal must be completed and signed by the Trinidad Securityholder, or by such Trinidad Securityholder's duly authorized representative (in accordance with Instruction 5 "*Fiduciaries, Representatives* *and Authorizations*" below).

* 1. If this Letter of Transmittal is signed by the registered owner(s) of the accompanying certificate(s), such signature(s) on this Letter of Transmittal must correspond with the name(s) as registered or as written on the face of such certificate(s) without any change whatsoever, and the certificate(s) need not be endorsed. If such transmitted certificate(s) are owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal.
  2. If this Letter of Transmittal is signed by a person other than the registered owner(s) of the Trinidad Securities or if certificates representing Trinidad Shares are to be issued to a person other than the registered holder(s):
     1. such deposited certificate(s) must be endorsed or be accompanied by an appropriate share transfer power of attorney duly and properly completed by the registered owner(s); and
     2. the signature(s) on such endorsement or power of attorney must correspond exactly to the name(s) of the registered owner(s) as registered or as appearing on the certificate(s) and must be guaranteed as noted in Instruction 4 "*Guarantee of Signatures*" below.

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1. **Guarantee of Signatures**

If this Letter of Transmittal is executed by a person other than the registered owner(s) of the Trinidad Securities or if certificates representing Trinidad Shares are to be issued to a person other than the registered holder(s) or sent to an address other than the address of the registered holder(s) as shown on the register of Unitholders or Exchangeable Shareholders, as the case may be, maintained by the transfer agent of the Trust, such signature must be guaranteed by an Eligible Institution, or in some other manner satisfactory to the Depositary (except that no guarantee is required if the signature is that of an Eligible Institution).

An "Eligible Institution" means a Canadian schedule 1 chartered bank, a member of the Securities Transfer Agents Medallion Program (STAMP), a member of the Stock Exchange Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada or the United States, members of the Investment Dealers Association of Canada, members of the National Association of Securities Dealers or banks and trust companies in the United States.

1. **Fiduciaries, Representatives and Authorizations**

Where this Letter of Transmittal or any certificate or share transfer or power of attorney is executed by a person as an executor, administrator, trustee, guardian, attorney-in-fact, or agent or on behalf of a corporation, partnership or association or is executed by any other person acting in a fiduciary or representative capacity, this Letter of Transmittal must be accompanied by satisfactory evidence of the authority to act. The Depositary, at its discretion, may require additional evidence of authority or additional documentation.

1. **Miscellaneous**
   1. If the space on this Letter of Transmittal is insufficient to list all certificates for Trinidad Securities, additional certificate numbers and the number of Trust Units and/or Exchangeable Shares represented thereby may be included on a separate signed list affixed to this Letter of Transmittal.
   2. If Trust Units and/or Exchangeable Shares are registered in different forms (e.g. "John Doe" and "J. Doe"), a separate Letter of Transmittal should be signed for each different registration.
   3. No alternative, conditional or contingent deposits will be accepted. All depositing Trinidad Securityholders by execution of this Letter of Transmittal (or a copy thereof) waive any right to receive any notice by the Depositary.
   4. The holder of the Trinidad Securities covered by this Letter of Transmittal hereby unconditionally and irrevocably attorns to the non-exclusive jurisdiction of the courts of the Province of Alberta and the courts of appeal therefrom.
   5. Additional copies of the Letter of Transmittal may be obtained on request and without charge from the Depositary at either of its offices at the addresses listed on the back page of this document.
2. **Lost Certificates**

If a certificate representing Trust Units and/or Exchangeable Shares has been lost or destroyed, this Letter of Transmittal should be completed as fully as possible and forwarded, together with a letter describing the loss or destruction, to the Depositary. The Depositary will respond with the replacement requirements, which must be completed and returned to the Depositary.

**IMPORTANT TAX INFORMATION FOR U.S. HOLDERS**

Under United States federal income tax law, a tendering holder that is a U.S. person (as defined below) may be subject to backup withholding at a rate of 28%, unless such holder: (i) is a corporation or other exempt recipient and, if required, establishes its exemption from backup withholding, (ii) provides its correct taxpayer identification number (“TIN”) and certifies that (A) the TIN provided is correct (or that such holder is awaiting a TIN), (B) it is not currently subject to backup withholding and (C) is a U.S. person; or (iii) certifies as to its non-United States status. For a U.S. Holder that is an individual, the TIN is his or her social security number. The Substitute Form W-9 provided in this Letter of Transmittal should be used for this purpose. A U.S. Holder’s failure to provide its TIN on Form W-9, when required, may subject the holder (or other payee) to a $50 penalty and to backup withholding and may subject the holder to more serious penalties, including fines and imprisonment, for willfully providing false information. The “Awaiting TIN” box in Part 4 of the Substitute Form W-9 may be checked if the U.S. Holder has applied for a TIN that has not yet been issued. In such case, the U.S. Holder should furnish the TIN to the Depositary as soon as it is received. If the “Awaiting TIN” box in Part 4 is checked and the Depositary is not provided with the holder’s TIN by the time of payment, the Depositary will withhold at a 28% rate until the TIN is provided.

U.S. Holders that are not U.S. persons but provide a mailing address in the United States may be required to file an IRS Form W-8BEN or other appropriate IRS Form W-8. A failure to properly complete and furnish the appropriate IRS Form W-8 may result in backup withholding.

You are a U.S. person if you are, for U.S. federal income tax purposes, a citizen or resident of the United States (including a U.S. resident alien), a partnership, corporation, company, or association created or organized in the United States or under the laws of the United States, an estate whose income is subject to U.S. federal income tax regardless of its source, or a trust if (i) a U.S. court can exercise primary supervision over the trust's administration and one or more U.S. persons are authorized to control all substantial decisions of the trust; or (ii) the trust was in existence on August 20, 1996 and has properly elected under applicable Treasury regulations to be treated as a U.S. person.

Backup withholding is not an additional tax. Provided that the required information is timely furnished to the IRS, the U.S. federal income tax liability of a holder subject to backup withholding will be reduced by the amount withheld or, if withholding results in an overpayment of taxes, a refund may be obtained if a claim therefore is properly and timely filed. Tendering holders should consult their own tax advisors to determine the applicability of backup withholding, to claim the benefit of a credit for amounts withheld and to make a claim for refund of any overpayment of tax .

**PAYER’S NAME: Trinidad Energy Services Income Trust**

|  |  |  |  |
| --- | --- | --- | --- |
| **SUBSTITUTE** | | **Part 1 —** PLEASE PROVIDE YOUR TAXPAYER IDENTIFICATION NUMBER | \_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Social Security Number |
|  | **W-9** | (TIN) IN THE BOX AT RIGHT AND CERTIFY BY SIGNING AND DATING |  |
| **FORM** | BELOW | OR |
|  |  |  | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| **Department of the** | |  | Employer Identification |
| **Treasury** |  |  | Number |
| **Internal Revenue Service** | | **Part 2** — Exempt Payee | Exempt from |
|  |  | Please mark the box at right if you are exempt from backup withholding. See |
|  |  | “Guidelines for Certification of Taxpayer Identification Number on Substitute Form W- | backup withholding |
|  |  | 9” to determine if you are exempt. |  |
|  |  |  |  |
|  |  | **Part 3 —** Certification |  |
|  |  | Under penalty of perjury I certify that: | **Part 4 —** |
| **Payer’s Request for** | |  |
| (1) The number shown on this form is my current taxpayer identification number (or, as | Awaiting TIN |
| **Taxpayer** |  | indicated in part 4, I am waiting for a number to be issued to me), and |
| **Identification** | | (2) I am not subject to backup withholding because I am exempt from backup |  |
| **Number** | **(TIN) and** | withholding, I have not been notified by the Internal Revenue Service (the “IRS”) |  |
| **Certification** | | that I am subject to backup withholding as a result of failure to report all interest or |  |
| dividends, or the IRS has notified me that I am no longer subject to backup |  |
|  |  | withholding, and |  |
|  |  | (3) I am a U.S. person (including a U.S. resident alien). |  |
| NYC:173745.1 | |  |  |
|  |  |

Certification instructions — You must cross out item (2) in Part 3 above if you have been notified by the IRS that you are subject to backup withholding because of underreporting interest or dividends on your tax return.

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| SIGNATURE | | | |  |  |  |  |  |  | DATE | |  |  |  |
| NAME | | | |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | (Please Print) | |  |  |  |  |  |  |
| **BUSINESS NAME (IF DIFFERENT): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** | | | | | | | | | | | | | | |
| **Check appropriate box:** | | | | | **Individual/Sole proprietor** | | | | **Corporation** | | | **Partnership** | | |
|  |  | **Limited liability company. Indicate the limited liability company’s tax classification (circle one):** | | | | | | | | | | | | |
|  |  | **D** | | **C** | **P** | **(D=disregarded entity, C=corporation, P=partnership)** | | | | | | | | |
| Other | | | |  |  |  |  |  |  |  |  |  |  |  |
| ADDRESS | | | |  |  |  |  |  |  |  |  |  |  |  |
| CITY | | |  |  |  |  | STATE | |  |  |  | ZIP CODE | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**NOTE: Failure to complete and return this form may result in a $50 penalty imposed by the Internal Revenue Service and backup withholding of 28% of any cash payments made to you pursuant to the offer to purchase. Please review the enclosed “Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9” for additional details.**

**NOTE: You must complete the following certificate if you checked the box in Part 4 of the Substitute Form W-9.**

**CERTIFICATION OF AWAITING TAXPAYER IDENTIFICATION NUMBER**

I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (a) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration office or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide a taxpayer identification number by the time of payment, 28% of all reportable cash payments payable to me will be withheld until I provide a taxpayer identification number to the payer.

Signature Date

**GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER**

**ON SUBSTITUTE FORM W-9**

**Guidelines for Determining the Proper Identification Number to Give the Payer**. The taxpayer identificationnumber for an individual is the individual’s Social Security number. Social Security numbers have nine digits separated by two hyphens: *i.e.*, 000-00-0000. The taxpayer identification number for an entity is the entity’s Employer Identification number. Employer Identification numbers have nine digits separated by one hyphen: *i.e.*, 00-0000000. The table below will help determine the number to give the payer.

|  |  |
| --- | --- |
|  | **Give the Name and** |
|  | **Social Security** |
| **For this type of account:** | **number of—** |

|  |  |
| --- | --- |
|  | **Give the Name and** |
|  | **Employer Identification** |
| **For this type of account:** | **number of—** |

1. Individual
2. Two or more individuals (joint account)
3. Custodian account of a minor (Uniform Gift to Minors Act)

The individual

The actual owner of the account or, if combined funds, the first individual on the account(1)

The minor(2)

|  |  |  |
| --- | --- | --- |
| 6. | Sole proprietorship or single- | The owner(3) |
|  | owner LLC |  |
| 7. | A valid trust, estate, or pension | The legal entity(4) |
|  | trust |  |
| 8. | Corporate or LLC electing | The corporation |
|  | corporate status on Form 8832 |  |
| 9. | Association, club, religious, | The organization |

|  |  |  |
| --- | --- | --- |
| 4. | a. The usual revocable | The grantor-trustee(1) |
|  | savings trust account |  |
|  | (grantor is also trustee) |  |
|  | b. So-called trust account | The actual owner(1) |
|  | that is not a legal or |  |
|  | valid trust under state |  |
|  | law |  |
| 5. | Sole proprietorship or | The owner(3) |
|  | single-owner LLC |  |

|  |  |  |
| --- | --- | --- |
|  | charitable, educational or other |  |
|  | tax-exempt organization |  |
| 10. | Partnership or multi-member | The partnership |
|  | LLC |  |
| 11. | A broker or registered nominee | The broker or nominee |
| 12. | Account with the Department | The public entity |
|  | of Agriculture in the name of a |  |
|  | public entity (such as a state or |  |
|  | local government, school |  |

district, or prison) that receives

agricultural program payments

1. List first and circle the name of the person whose number you furnish. If only one person on a joint account has a Social Security number, that person’s Social Security number must be furnished.
2. Circle the minor’s name and furnish the minor’s Social Security number.
3. You must show your individual name, but you may also enter the name of the business or the “doing business as” name. Use either your Social Security number or the entity’s Employer Identification number (if it has one).
4. List first and circle the name of the legal trust, estate or pension trust. Do not furnish the taxpayer identification number of the personal representative or trustee unless the legal entity itself is not designated in the account title.

**Note:** *If no name is circled when there is more than one name, the number will be considered to be that of the first**name listed.*

**GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER**

**ON SUBSTITUTE FORM W-9**

**Obtaining a Number**

If you do not have a taxpayer identification number or if you do not know your number, obtain Form SS-5, Application for Social Security Card (for individuals), from your local Social Security Administration office or get this form on line at **www.ssa.gov/online/ss5.html**. Use Form W-7, Application for IRS Individual Taxpayer Identification Number to apply for an ITIN, or Form SS-4, Application for Employer Identification Number to apply for an EIN, from the IRS by calling 1-800-TAX-FORM (1-800-829-3676) or from the IRS web site at **www.irs.gov**.

**Exempt Payees**. Backup withholding is not required on anypayments made to the following payees:

1. An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2);
2. The United States or any of its agencies or instrumentalities;
3. A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities;
4. A foreign government or any of its political subdivisions, agencies, or instrumentalities;
5. An international organization or any of its agencies or instrumentalities;

Other payees that may be exempt from backup withholding include:

1. A corporation;
2. A foreign central bank of issue;
3. A dealer in securities or commodities required to register in the United States, the District of Columbia, or a possession of the United States;
4. A futures commission merchant registered with the Commodity Futures Trading Commission;
5. A real estate investment trust;
6. An entity registered at all times during the tax year under the Investment Company Act of 1940;
7. A common trust fund operated by a bank under section 584(a);
8. A financial institution;
9. A middleman known in the investment community as a nominee or custodian; or
10. A trust exempt from tax under section 664 or described in section 4947.

**Backup withholding is not required on any interest payments to any of the payees described above except for payees described in line 9 and a person registered under the Investment Advisors Act of 1940 who regularly act as a broker.**

Exempt payees described above should file Substitute Form W-9 to avoid possible erroneous backup withholding. FILE THIS FORM WITH THE PAYER. FURNISH YOUR TAXPAYER IDENTIFICATION NUMBER, WRITE “EXEMPT” ON THE FACE OF THE FORM, SIGN AND DATE THE FORM AND RETURN IT TO THE PAYER.

**Privacy Act Notice.** —Section 6109 requires most recipientsof dividend, interest, or other payments to provide their correct taxpayer identification numbers to payers who must report the payments to the IRS. The IRS uses the numbers for identification purposes and to help verify the accuracy of tax returns. The IRS may also provide this information to the Department of Justice for civil and criminal litigation, and to cities, states, and the District of Columbia to carry out their tax laws. The IRS may also disclose this information to other countries under a tax treaty, or to Federal or state agencies to enforce Federal non-tax criminal laws and to combat terrorism. Payers must be given the numbers whether or not recipients are require to file tax returns. Payers must generally withhold up to 28% of taxable interest, dividend, and certain other payments to a payee who does not furnish a taxpayer identification number to a payer. Certain penalties may also apply.

**Penalties:**

1. **Penalty for Failure to Furnish Taxpayer Identification Number.** —If you fail to furnish yourcorrect taxpayer identification number to a requestor, you are subject to a penalty of $50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.
2. **Civil Penalty for False Information With Respect to Withholding.** —If you make a false statement with noreasonable basis which results in no imposition of backup withholding, you are subject to a penalty of $500.
3. **Criminal Penalty for Falsifying Information.** —Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment. **FOR ADDITIONAL**

**INFORMATION CONTACT YOUR TAX CONSULTANT OR THE INTERNAL REVENUE SERVICE.**

**Please direct all inquiries concerning the approved Plan of Arrangement to:**



100 University Avenue

11th Floor, South Tower

Toronto, Ontario

M5J 2Y1

**North American Toll Free Phone:**

**1-866-783-6752**

**Please direct all Letter of Transmittal inquiries to:**

**OFFICES OF THE DEPOSITARY, VALIANT TRUST COMPANY**

**By Mail, Hand or Courier**

|  |  |
| --- | --- |
| **Calgary** | **Toronto** |
| Valiant Trust Company | c/o BNY Trust Company of Canada |
| #310, 606 - 4th Street S.W. | Suite 1101, 4 King Street West |
| Calgary, Alberta | Toronto, Ontario |
| T2P 1T1 | M5H 1B6 |

**Inquiries**

Telephone: (403) 233-2801

Toll Free: 1-866-313-1872

E-Mail: inquiries@valianttrust.com