

THE SECURITIES ACT

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Order No. 4858

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Section 20(1)

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August 10, 2005

ROCKY MOUNTAIN ACQUISITION CORP.

WHEREAS:

(A) Application has been made on behalf of Rocky Mountain Acquisition Corp. ("**AcquisitionCo**"), a subsidiary of Enterra Energy Trust (the "**Trust**"), to the Manitoba Securities Commission (the "**Commission**") for an order under section 20(1) of The Securities Act, R.S.M. 1988, c. S50 (the "**Act**") exempting from the dealer registration requirement and the prospectus requirement certain trades in securities to be made in connection with a proposed plan of arrangement (the "**Arrangement**") under the *Business Corporations Act* (Alberta) (the "**ABCA**") involving High Point Resources Inc. ("**High Point**"), Enterra Energy Partner II Corp. ("**PartnerCo**"), AcquisitionCo and the holders (the "**Shareholders**") of common shares (the "**Common Shares**") of High Point that is proposed to be completed according to the terms and conditions of an arrangement agreement entered into among High Point, Enterra Energy Commercial Trust and AcquisitionCo dated as of July 8, 2005 (the "**Arrangement Agreement**").

(B) The following facts have been represented to the Commission:

1.1 The Trust is an open-ended unincorporated investment trust governed by the laws of Alberta and created pursuant to an indenture dated as of October 24, 2003 between Enterra Energy Corp. and Olympia Trust Company, as trustee (the "**Trust Indenture**"). The principal undertaking of the Trust is to issue trust units of the Trust ("**Trust Units**") and to acquire and hold debt instruments, royalties and other interests. The direct and indirect wholly-owned subsidiaries of the Trust carry on the business of acquiring and holding interests in petroleum and natural gas properties and assets related thereto. The Trust's principal office is located in Calgary, Alberta.

1.2 An unlimited number of Trust Units may be created and issued pursuant to the Trust Indenture. Each Trust Unit entitles the holder thereof to one vote at any meeting of the holders of Trust Units and represents an equal fractional undivided beneficial interest in any distribution from the Trust and in any net assets of the Trust in the event of termination or winding up of the Trust. All Trust Units rank among themselves rateably without discrimination, preference or priority. Each Trust Unit is transferable, is not subject to any conversion or pre-emptive rights and entitles the holder thereof to require the Trust to redeem any or all of the Trust Units held by such holder. The Trust Units trade on the Toronto Stock

Exchange (the "TSX") under the symbol "ENT.UN" and on the NASDAQ Stock Market (the "NASDAQ") under the symbol "EENC".

1.3 The Trust is a reporting issuer or the equivalent thereof in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick and Nova Scotia.

1.4 AcquisitionCo is a corporation created under the laws of Alberta and is one of two operating subsidiaries of the Trust (the other being Enterra Energy Corp.). AcquisitionCo was created by the amalgamation of Rocky Mountain Acquisition Corp. with Rocky Mountain Energy Corp. on September 29, 2004. The Trust, through its wholly-owned subsidiary Enterra Energy Commercial Trust (the "**Commercial Trust**"), indirectly holds all of the voting shares of AcquisitionCo. AcquisitionCo's principal office is located in Calgary, Alberta. Its authorized capital consists of an unlimited number of common shares, an unlimited number of 12 separate classes of preferred shares and an unlimited number of exchangeable shares, issuable in series.

1.5 AcquisitionCo is not a reporting issuer in Manitoba and none of its securities are listed on any stock exchange.

1.6 PartnerCo is a corporation created under the laws of Alberta and is an indirect wholly-owned subsidiary of the Trust.

1.7 PartnerCo is not a reporting issuer and none of its securities are listed on any stock exchange.

1.8 The Commercial Trust is an unincorporated trust governed by the laws of Alberta. The Trust holds all of the issued and outstanding trust units of the Commercial Trust.

1.9 The Commercial Trust is not a reporting issuer and none of its securities are listed on any stock exchange.

1.10 High Point was incorporated as 607572 Alberta Ltd. under the ABCA on April 15, 1994. On June 24, 1994, High Point changed its name to High Point Energy Corp. Effective June 19, 2002, High Point acquired all of the issued and outstanding common shares of Mesquite Exploration Ltd. and changed its name to High Point Resources Inc. High Point's principal office is located in Calgary, Alberta. Its authorized capital consists of an unlimited number of Common Shares and an unlimited number of preferred shares, issuable in series.

1.11 High Point is a reporting issuer or the equivalent thereof in all of the provinces of Canada except for Québec.

1.12 To the knowledge of the management of AcquisitionCo, neither the Trust nor High Point is in default of the requirements under the Act.

1.13 High Point, the Commercial Trust and AcquisitionCo entered into the Arrangement Agreement.

1.14 The Arrangement Agreement provides that receipt of all regulatory approvals, including, without limitation, conditional approval of the TSX and NASDAQ for the listing of the Trust Units to be issued under the Arrangement, is a condition precedent to the Arrangement becoming effective.

1.15 The Arrangement involves a number of steps, including the following, which will be deemed to occur sequentially (capitalized terms not otherwise defined herein have the meanings ascribed to them in the Plan of Arrangement):

(a) the Common Shares held by Dissenting Shareholders who have exercised dissent rights which remain valid immediately prior to the Effective Time shall, as of the Effective Time, be deemed to have been transferred to High Point and cancelled as of the Effective Time, such Dissenting Shareholders shall cease to have any rights as Shareholders of High Point other than the right to be paid the fair value of their Common Shares by High Point in accordance with Article 4 of the Plan of Arrangement;

(b) PartnerCo shall subscribe for a 0.01% interest in the High Point Partnership for a subscription amount equal to the fair market value thereof, such subscription amount to be satisfied by the issuance by PartnerCo to the High Point Partnership of a demand non-interest bearing promissory note having a fair market value equal to the subscription amount;

(c) subject to sections 3.2 and 3.3 of the Plan of Arrangement, each Shareholder (other than a Dissenting Shareholder or an Option Shareholder) shall sell to AcquisitionCo each of the Common Shares held by such Shareholder in respect of which the Shareholder has made a valid election or has been deemed to have elected to receive Trust Units, in exchange for the delivery and assignment by AcquisitionCo to the Shareholder of 0.105 of a Trust Unit;

(d) subject to sections 3.2 and 3.3 of the Plan of Arrangement, each Shareholder (other than a Dissenting Shareholder or an Option Shareholder) shall sell to AcquisitionCo each of the Common Shares held by such Shareholder in respect of which the Shareholder has made a valid election to receive exchangeable shares of AcquisitionCo ("Exchangeable Shares") from

AcquisitionCo, in exchange for the issuance and delivery by AcquisitionCo to the Shareholder of 0.105 of an Exchangeable Share (and the related Ancillary Rights); and

(e) each Option Common Share (other than those held by or on behalf of a Dissenting Shareholder) shall be transferred to AcquisitionCo and in exchange each such holder of an Option Common Share shall receive 0.105 of a Trust Unit for each such Option Common Share.

1.16 The Exchangeable Shares are intended to be, to the extent possible, the economic equivalent of Trust Units and will be exchangeable for Trust Units. Holders of Exchangeable Shares will not receive distributions from the Trust. Rather, on each distribution payment date, the number of Trust Units for which one Exchangeable Share is exchangeable will be increased on a cumulative basis in respect of the distribution.

1.17 The Arrangement will be effected by way of a plan of arrangement pursuant to section 193 of the ABCA. The Arrangement will require (i) approval by not less than two-thirds of the votes cast by Shareholders (present in person or represented by proxy) at the Meeting and by a majority of the Shareholders other than certain insiders, and thereafter, (ii) approval of the Court of Queen's Bench of Alberta.

1.18 An information circular dated July 18, 2005 (the "Information Circular") containing prospectus-level disclosure on each of High Point and the Trust and particulars of the Arrangement has been sent to Shareholders.

1.19 Post Arrangement: (i) each Shareholder will have ceased to be a holder of Common Shares and the name of such holder will have been removed from the register of Shareholders; (ii) AcquisitionCo will be the holder of all of the issued and outstanding Common Shares and will be added to the register of Shareholders; (iii) each former Shareholder who made or was deemed to have made a valid election to receive Trust Units will have his name added to the register of holders of Trust Units; and (iv) each former Shareholder (other than any Shareholder that is a non-resident of Canada, tax exempt, a financial institution or a U.S. person) who made a valid election to receive Exchangeable Shares will have his name added to the register of holders of Exchangeable Shares.

1.20 The Arrangement will result in High Point becoming an indirect wholly-owned subsidiary of the Trust.

1.21 An opinion from FirstEnergy Capital Corp. dated July 18, 2005 relating to the fairness of the Arrangement to Shareholders was obtained and is attached to the Information Circular. In addition, the board of directors of High Point

determined that the Arrangement is fair to Shareholders and is in the best interests of High Point and the Shareholders.

1.22 There are trades, potential trades and transactions involving Trust Units, Common Shares and Exchangeable Shares which will occur pursuant to the Arrangement (collectively, such trades, potential trades and transactions are referred to herein as the "Trades"). While a portion of these Trades fits within existing statutory registration and prospectus exemptions provided for in the Act, a number of Trades do not or may not because of the technical requirements of the exemptions and the precise mechanics of the various issuances and exchanges.

(C) The Commission is satisfied in the circumstances of this particular case that it would not be prejudicial to the public to grant the relief requested.

IT IS ORDERED:

1. THAT pursuant to section 20(1) of the Act, the Trades are exempt from sections 6 and 37 of the Act; and

2. THAT the fee for this order shall be \$1,000.00.

BY ORDER OF THE COMMISSION

Deputy Director - Legal