



**Crescent Point Energy Trust**



**PRESS RELEASE**

**CRESCENT POINT ENERGY TRUST AND MISSION OIL & GAS INC.  
ANNOUNCE REVISED MERGER TERMS AND INTENTION TO  
RESCHEDULE SHAREHOLDER MEETING**

December 12, 2006. CALGARY, ALBERTA. Crescent Point Energy Trust ("Crescent Point" or the "Trust") (TSX: CPG.UN) and Mission Oil & Gas Inc. ("Mission") (TSX: MSO) announce that Independent Committees of both Boards of Directors have unanimously approved a proposal pursuant to which Crescent Point and Mission will revise the terms (the "Revised Plan") of the previously announced Plan of Arrangement (the "Plan") under which all of Mission's issued and outstanding shares will be exchanged for trust units of Crescent Point. The Independent Committee of Mission's Board of Directors has further agreed to terminate the special meeting of the holders of the common shares of Mission (the "Meeting") scheduled for December 18, 2006 and reschedule the Meeting for early February, 2007. Mission will also seek a further amendment of the interim order of the Court of Queen's Bench of Alberta to permit the rescheduling of the Meeting to on or about February 8, 2007 and to establish new dates for the deposit of proxies and the filing of notices of objection. Mission will press release the details in respect of the new dates for the deposit of proxies and the filing of notices of objection after the Court of Queen's Bench of Alberta rules on the proposed amendment of the interim order.

**REVISED PLAN**

Under the terms of the Revised Plan, each issued and outstanding common share of Mission will be exchanged for 0.695 trust units of Crescent Point plus cash in the amount of \$0.78 per Mission common share (comprised of Mission's prorata share of the December 2006 and January 2007 distributions plus \$0.50 per Mission share). Based on the above exchange ratio, Crescent Point will issue an estimated 31.8 million trust units, assume approximately \$46.5 million of net debt (net of option proceeds) and pay approximately \$35.7 million in cash for a total consideration of approximately \$647 million, or approximately \$13.12 per Mission share, based on Crescent Point's December 11, 2006 closing price of \$17.75. The Trust currently owns approximately 3.8 million Mission shares, which it purchased for \$30 million, or \$7.90 per Mission share, and has a total current value of approximately \$50.0 million. Incorporating the Trust's existing ownership, the effective purchase price is approximately \$627 million

In agreeing to the Revised Plan, Crescent Point and Mission have agreed that either Mission or Crescent Point may terminate the arrangement agreement, without the payment of any termination fee to the other, upon receipt and review of the Proposals. The Revised Plan requires the requisite approval of Mission shareholders along with customary regulatory, court and other approvals.

An information circular in respect of the Revised Plan is expected to be mailed to Mission's shareholders in early January, 2007. This will allow the Revised Plan to be implemented on or about February 9, 2007, allowing shareholders of Mission who receive units of the Trust pursuant to the Revised Plan to receive the February distribution on the trust units payable March 15, 2007, which distribution is expected to be \$0.20 per trust unit.

## **RATIONALE**

On October 31, 2006, the federal Minister of Finance announced proposed changes to the *Income Tax Act* (Canada) affecting the taxation of income trusts, such as Crescent Point, and their unitholders (the "Proposals"). Mission's and Crescent Point's respective determination to reschedule the Meeting arises out of the continued consideration of the Proposals by the Independent Committee of the Board of Directors of Mission and the Independent Committee of the Board of Directors of the administrator of Crescent Point.

The rescheduling of the Meeting is expected to provide Mission's shareholders and the Independent Committees of the Boards of Directors of Crescent Point and Mission the opportunity to fully consider the guidelines setting out the application of the Proposals, which are expected to be provided by the Department of Finance before Christmas. Assuming announcement of the guidelines before Christmas, the Independent Committees will each determine if the Revised Plan is, in the case of Crescent Point, in the best interests of Crescent Point and its unitholders, and, in the case of Mission, in the best interests of Mission and its shareholders. The Independent Committees of the Boards of Directors may be required to re-evaluate their options with respect to the Revised Plan and timelines depending on the timing of the Department of Finance guidelines. A further press release will be issued by Mission and Crescent Point once the Independent Committees of the respective Boards of Directors have made a determination in this regard.

Since the announcement of the Plan on September 11, 2006, Mission has continued to successfully implement its capital program developing its Bakken light oil play. Drilling and fracture stimulation results and the start-up of the Mission Viewfield gas plant have all been positive and have exceeded Crescent Point's expectations. Based on the above, Crescent Point has increased its internal estimate of Mission's pro forma 2007 production profile from 5,500 boe/d to more than 6,000 boe/d. Crescent Point's management, Independent Committee of the Board of Directors and financial advisors are of the view that the rescheduling of the Meeting and the continued positive results of Mission's capital program support an increase in the consideration given to Mission shareholders.

## **FINANCIAL AND STRATEGIC ADVISORS**

BMO Capital Markets and Scotia Waterous are acting as financial advisors to Crescent Point with respect to the Revised Plan. BMO Capital Markets and Scotia Waterous have advised the Independent Committee and Board of Directors of Crescent Point that, subject to review of the Proposals, they intend to provide opinions, as of the date of the information circular in respect of the Revised Plan, that the consideration offered pursuant to the Revised Plan is fair from a financial point of view to the Crescent Point unitholders.

GMP Securities L.P. and Orion Securities Inc. are acting as financial advisors to Mission with respect to the Revised Plan and GMP Securities L.P. has advised Mission's Independent Committee and Board of Directors that, subject to review of formal documentation, the consideration to be received by Mission shareholders is fair from a financial point of view. Tristone Capital Inc. acted as strategic advisor to Mission in connection with the Revised Plan.

## **FORWARD LOOKING STATEMENTS**

Certain statements contained in this press release may constitute forward looking statements, including expectations of future production, cash flow and earnings. All forward-looking statements in respect of these matters are based on Crescent Point's beliefs and assumptions based on information available at the time the assumption was made. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions in respect of such statements are intended to identify forward looking statements. By its nature, such forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ

materially from those anticipated in such forward looking statements, including those material risks discussed in Crescent Point's annual information form under "Risk Factors" and in our MD&A under "Business Risks and Prospects". These risks include, but are not limited to: the risks associated with the oil and gas industry (e.g., operational risks in development, exploration and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections relating to production, costs and expenses, and health, safety and environmental risks), commodity price, price and exchange rate fluctuations and uncertainties resulting from potential delays or changes in plans with respect to exploration or development projects or capital expenditures. Additional information on these and other factors that could affect Crescent Point's operations or financial results are included in Crescent Point's reports on file with Canadian securities regulatory authorities. These statements speak only as of the date of this press release or as of the date specified in this press release. Readers are cautioned not to place undue reliance on this forward-looking information, which is given as of the date it is expressed herein or otherwise and, unless required by law, Crescent Point undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

This press release also contains forward-looking statements concerning the implementation and potential impact of the Proposals. These forward-looking statements are based on certain assumptions by Crescent Point and Mission, made as at the date of this press release, as to the likelihood of the Proposals being implemented, the means by which the Proposals will be implemented, the form that the legislation giving effect to the Proposals might take and the likely effect of the Proposals on the taxation of Crescent Point and its unitholders. Although Crescent Point and Mission believe that the assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because neither Crescent Point nor Mission can give any assurance that the assumptions on which they are based, or the forward-looking statements themselves, will prove to be correct. The Proposals have not been released in legislative form and there is no certainty that the Proposals will be enacted in the form proposed or at all. As a result, neither Crescent Point nor Mission can provide any assurances as to the future accuracy of the forward-looking statements in respect of the Proposals. In addition, the forward-looking statements in respect of the Proposals contained in this press release are made as of the date hereof and neither Crescent Point nor Mission undertakes any obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

This news release is not for dissemination in the United States or to any United States news services. The trust units of Crescent Point and the shares of Mission have not and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold in the United States or to any U.S. person except in certain transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws.

## **CRESCENT POINT ENERGY TRUST**

Scott Saxberg,  
President and Chief Executive Officer

## **MISSION OIL & GAS INC**

Trent J. Yanko,  
President and Chief Executive Officer

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