

Hazelrig W Cobb
Form SC 13G/A
February 16, 2010

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)¹
ENTERRA ENERGY TRUST**

(Name of Issuer)
Trust Units

(Title of Class of Securities)
29381P102

(CUSIP Number)
December 31, 2009

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

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1 NAME OF REPORTING PERSON
William Cobb Hazelrig

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5 SOLE VOTING POWER
NUMBER OF 3,174,050
SHARES

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY 104,200*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 3,174,050

8 SHARED DISPOSITIVE POWER
WITH 104,200*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,278,250*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

5.1%*

TYPE OF REPORTING PERSON

12

IN

*Includes 104,200 Trust Units held directly W&H Investments, which are also separately reported on page 4 of this Schedule 13G.

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CUSIP No. 29381P102 **13G** Page 3 of 10 Pages

1 NAME OF REPORTING PERSON
Frederick G. Wedell

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5 SOLE VOTING POWER
NUMBER OF 1,226,225
SHARES

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY 124,200*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 1,226,225

8 SHARED DISPOSITIVE POWER
WITH 124,200*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,350,425*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

2.1%*

TYPE OF REPORTING PERSON

12

IN

*Includes 104,200 Trust Units held directly by W&H Investments, which are also separately reported on page 4 of this Schedule 13G. Includes 20,000 Trust Units held directly by W&M Investments, which are also separately reported on page 5 of this Schedule 13G.

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NAME OF REPORTING PERSON

1

W&H Investments

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Alabama

SOLE VOTING POWER

5

NUMBER OF 104,200

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 104,200

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

104,200

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

12 TYPE OF REPORTING PERSON

PN

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CUSIP No. 29381P102 **13G** Page 5 of 10 Pages

1 NAME OF REPORTING PERSON
W&M Investments

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Alabama

5 SOLE VOTING POWER
NUMBER OF 20,000

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 20,000

8 SHARED DISPOSITIVE POWER
WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
20,000

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.0%

TYPE OF REPORTING PERSON

12

PN

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Item 2

Item 3. If this Statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether _____ the person filing is a

Item 4. Ownership

Item 5. Ownership of Five Percent (5%) or Less of a Class

Item 6. Ownership of More than Five Percent (5%) on Behalf of Another Person

Item 7. Identification and Classification of the Subsidiary which Acquired the Security being _____ Reported on by the Parent Holding Company

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Item 10. Certifications

SIGNATURE

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SCHEDULE 13G

Item 1.

(a) Name of Issuer:

Enterra Energy Trust

(b) Address of Issuer's Principal Executive Offices:

2600, 500 4th Avenue S.W.
Calgary, Alberta T2P 2V6
Canada

Item 2.

(a) Name of Person Filing:

William Cobb Hazelrig
Frederick G. Wedell
W&H Investments
W&M Investments

Attached as Exhibit A is a copy of an agreement between the Persons Filing (as specified hereinabove) that this Schedule 13G is being filed on behalf of each of them.

(b) Address of Principal Business Office, or if None, Residence:

William Cobb Hazelrig
3940 Montclair Road, Suite 500
Birmingham, Alabama 35213

Frederick G. Wedell
3940 Montclair Road, Suite 500
Birmingham, Alabama 35213

W&H Investments
3940 Montclair Road, Suite 500
Birmingham, Alabama 35213

W&M Investments
3940 Montclair Road, Suite 500
Birmingham, Alabama 35213

(c) Citizenship:

Incorporated by reference from Item 4 of the Cover Pages.

(d) Title of Class of Securities:

Incorporated by reference from the Cover Pages.

(e) CUSIP Number:

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Incorporated by reference from the Cover Pages.

Item 3. If this Statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership.

(a) Amount Beneficially Owned:

Incorporated by reference from Item 9 of the Cover Pages.

(b) Percent of Class:

Incorporated by reference from Item 11 of the Cover Pages.

(c) Number of Shares as to Which Such Person has:

(i) Sole Power to Vote or Direct the Vote.

Incorporated by reference from Item 5 of the Cover Pages.

(ii) Shared Power to Vote or to Direct the Vote.

Incorporated by reference from Item 6 of the Cover Pages.

(iii) Sole Power to Dispose or to Direct the Disposition of.

Incorporated by reference from Item 7 of the Cover Pages.

(iv) Shared Power to Dispose or to Direct the Disposition of.

Incorporated by reference from Item 8 of the Cover Pages.

Item 5. Ownership of Five Percent (5%) or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following o

Item 6. Ownership of More than Five Percent (5%) on Behalf of Another Person.

With respect to the beneficial ownership reported for William Cobb Hazelrig, a total of 50,000 Trust Units are held by his children, and 49,250 Trust Units are held by his spouse. Mr. Hazelrig disclaims beneficial ownership of these Trust Units.

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Item 7. Identification and Classification of the Subsidiary which Acquired the Security being Reported on by the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

The members of the group filing this Schedule 13G are identified by reference to the Cover Pages.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2010

Date

/s/ William Cobb Hazelrig

William Cobb Hazelrig

/s/ Frederick G. Wedell

Frederick G. Wedell

W&H Investments, an Alabama general partnership

By: The Hazelrig Companies, Inc., an Alabama corporation, its general partner

By: /s/ William Cobb Hazelrig

William Cobb Hazelrig, its President

W&M Investments, an Alabama general partnership

By: /s/ Frederick G. Wedell

Frederick G. Wedell, its general partner

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**AGREEMENT FOR
JOINT FILING OF SCHEDULE 13G**

William Cobb Hazelrig, Frederick G. Wedell, W&H Investments, and W&M Investments hereby agree to file jointly the statement on Schedule 13G to which this Agreement is attached, and any amendments thereto which may be deemed necessary, pursuant to Regulation 13D-G under the Securities Act of 1934.

It is understood that each of the parties hereto is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein, but such party is not responsible for the completeness or accuracy concerning the other party unless such party knows or has reason to believe that such information is inaccurate.

It is understood and agreed that a copy of this Agreement shall be attached as an exhibit to the statement on Schedule 13G, and any amendments hereto, filed on behalf of each of the parties hereto.

/s/ William Cobb Hazelrig

William Cobb Hazelrig

/s/ Frederick G. Wedell

Frederick G. Wedell

W&H Investments, an Alabama general
partnership

By: The Hazelrig Companies, Inc., an
Alabama corporation, its general partner

By: /s/ William Cobb Hazelrig

William Cobb Hazelrig, its President

W&M Investments, an Alabama general
partnership

By: /s/ Frederick G. Wedell

Frederick G. Wedell, its general partner

February 13, 2010