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ATTORNEYS FOR E-OPERATING, LLC and TELLURIDE EXPLORATION, LLC

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE:	§	
	§	Case No. 10-33565-sgj-11
TRIDIMENSION ENERGY, L.P., *et al.,*	§	
	§	Chapter 11
	§	
	§	Jointly Administered
Debtors.	§	

OBJECTION AND REQUEST FOR CLARIFICATION WITH RESPECT TO SALE FREE AND CLEAR

COME NOW E-Operating, LLC and Telluride Exploration, LLC and file this Objection to Sale Free and Clear, and in support thereof would show this Court as follows:

1. On October 19, 2010, the Debtors filed a motion seeking authority to sell substantially all of their assets, including the assumption and assignment of certain executory contracts. On November 2, 2010 and November 12, 2010, the Debtor served its (i) Notice of Possible Assumption and Assignment of Executory Contracts and Unexpired Leases (Docket #408), and (ii) Supplemental Notice of Possible Assumption and Assignment of Executory Contracts and Unexpired Leases (Docket #446).

2. Attached to the two Notices regarding possible assumption of executory contracts was a list of amounts owed on mechanics and materialmen's liens which have been filed against the mineral interests owned and/or operated by the Debtors as well as the interests of non-Debtor

parties in the properties. The endnote following the list of unpaid vendor claims stated that cash would be reserved sufficient to pay those vendor claims after they had been determined to be valid.

3. Also included in the attachment to the Notices is reference to two farmout agreements between the Debtors and Telluride Exploration, LLC.

4. Early this morning, on the day of the hearing to approve the proposed sale, the Debtors filed a Notice of Deletion of Executory Contracts, which includes the farmout agreements with Telluride, and also lists vendor claims in the name of E-Operating which had originally been listed on the two Notices.

Farmout Agreements

5. Telluride has performed under its farmout agreements with the Debtor, and any interests earned by Telluride under those agreements does not constitute property of the Debtors' estates pursuant to Section 541(b)(4). The Debtor does not have any property right in those interest earned by Telluride that can be conveyed pursuant to the proposed Sale. To the extent the farmount agreements between the Debtor and Telluride are not assumed and assigned to the purchaser, Telluride requests that any order approving the Sale expressly provide that any interest earned pursuant to a valid farmount agreement are not included in the property of the Debtor and are not conveyed to the purchaser.

Vendor Claims Secured By Filed M&M Liens

6. To the extent certain vendor claims of E-Operating are on the Notice of Deletion of Executory Contracts, such that there is no longer an applicable endnote committing the Debtors to reserve cash to pay those vendor claims, E-Operating requests that the order approving the Sale make clear that liens on the Debtor's interests which are conveyed to the purchaser free and clear will attach to the proceeds of the sale.

DATED: November 17, 2010.

Respectfully submitted,

By: */s/ Emily Stacy Donahue*

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ATTORNEYS FOR E-OPERATING, LLC.

CERTIFICATE OF SERVICE

This is to certify that on this 17th day of November, 2010 a true and correct copy of the foregoing was served via the Court's ECF/PACER system and/or by United States first class mail, postage prepaid, to the following parties and upon all parties receiving notice via the Court's ECF/PACER system:

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/s/ Emily Stacy Donahue.
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