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COUNSEL FOR THE LP DEBTORS[1]

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

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

SECOND INTERIM FEE APPLICATION COVER SHEET OF OTTINGER HEBERT, L.L.C. FOR ALLOWANCE OF FEES AND EXPENSES AS LP DEBTORS' SPECIAL AND CONFLICTS COUNSEL (SEPTEMBER 1, 2010 – NOVEMBER 30, 2010)

Second Interim Fee Application of: Ottinger Hebert, L.L.C.

Capacity: Special and Conflict Counsel for LP Debtors **Time Period:** September 1, 2010 - November 30, 2010

Date of Entry of Retention Order: July 19, 2010 **Status of Case:** Pending

Amount Requested:		**Reductions:**	
Fees:	$ 48,328.75	**Voluntary Fee Reductions:**	$ 0.00
Expenses:	$ 421.64	**Expense Reductions:**	$ 0.00
Other:	$ 0.00	**Total Reductions:**	$ 0.00
Total:	$ 48,750.39		

[1] The LP Debtors include TriDimension Energy, L.P., TDE Property Holdings, LP, Axis E&P, LP, Axis Onshore, LP, Axis Marketing, LP and Ram Drilling, LP.

Draw Down Request:		**Expense Detail:**	
Retainer Received:	$ 10,000.00	**Copies – per page cost/total:**	$ .10 / 13.90
Previous Draw Down:	$ 2,036.25	**Fax – per page cost/total:**	$ 1.00 / 2.50
Remaining Retainer (now)	$ 7,963.75	**Computer Research:**	$ 0.00
Requested Draw Down:	$ 0.00	**Other (Filing Fees):**	$ 248.25
Retainer Remaining (after):	$ 7,963.75	**Other (Long Distance Phone):**	$ 0.00
		Other (Postage/UPS):	$ 85.99
		Other (Travel - Courier):	$ 71.00

Hourly Rates:	**Attorney**	**Paralegal**
Highest Billed Rate:	$ 365.00	$ 75.00
Total Hours Billed:	155.71	7.10
Blended Rate:	$ 307.29	$ 67.61

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DEBTORS.	§	**Jointly Administered**

SECOND INTERIM APPLICATION OF OTTINGER HEBERT, L.L.C. FOR ALLOWANCE OF FEES AND EXPENSES AS LP DEBTORS' SPECIAL AND CONFLICTS COUNSEL (SEPTEMBER 1, 2010 – NOVEMBER 30, 2010)

A HEARING WILL BE CONDUCTED ON THIS MATTER ON FEBRUARY 28, 2011 AT 1:30 P.M. IN THE COURTROOM OF THE HONORABLE STACEY G. C. JERNIGAN, 1100 COMMERCE STREET, 14TH FLOOR, DALLAS, TEXAS 75242. IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING, SPECIFICALLY ANSWERING EACH PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT WITHIN TWENTY-FOUR (24) DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

TO THE HONORABLE STACEY G. C. JERNIGAN, UNITED STATES BANKRUPTCY JUDGE:

OTTINGER HEBERT, L.L.C. ("Ottinger"), special and conflicts counsel for the LP Debtors in the above referenced cases, files its *Second Interim Application* (the "Second Application") *for Allowance of Fees and Expenses as LP Debtors' Special and Conflicts Counsel for the period of September 1, 2010 through November 30, 2010* ("Second Period"), and in support thereof respectfully states, as follows:

JURISDICTION and PROCEDURAL BACKGROUND[2]

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157. This Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. On May 21, 2010 (the "Petition Date"), the LP Debtors each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), thereby commencing the above-captioned cases (the "Cases").

4. Since the Petition Date, the LP Debtors have continued to operate and manage their businesses as debtors in possession pursuant to Bankruptcy Code §§ 1107(a) and 1108.

5. An official committee of unsecured creditors (the "Committee") was appointed in the Cases on June 2, 2010.

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[2] The factual background of the Debtors' business and the circumstances precipitating the filing of the Cases has been previously set forth in detail, and thus has not been restated herein.

6. On July 19, 2010, the Court entered its *Order Granting Application to Employ Ottinger Hebert, L.L.C. as Special Counsel and Conflicts Counsel for the LP Debtors* (Dkt. No. 223) approving the employment of Ottinger as special counsel and conflicts counsel to the LP Debtors.

7. On June 24, 2010, the Court entered its *Order Granting Motion to Establish Procedure for Monthly and Interim Compensation and Reimbursement of Expenses for Case Professionals* ("Fee Procedures Order") [Dkt. No. 178] providing procedures by which professionals retained can seek interim compensation for services rendered and expenses incurred.[3]

8. Ottinger has complied with the Fee Procedures Order and has not received any objections to its Monthly Fee Statements. Thus, Ottinger has received payment of 80% of fees and 100% of expenses for services rendered and expenses incurred from September 1, 2010 through November 31, 2010. A summary of amounts paid or to be paid to Ottinger pursuant to the Fee Procedures Order is set forth in the chart below:

[3] Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Fee Procedures Order.

Period	Total Expenses (100% Paid)	Total Fees	Fees Paid (80% of Total Fees)	Balance (20% of Total Fees)
September 1, 2010-September 30, 2010	$20.16	$5,095.00	$4,076.00	$1,019.00
October 1, 2010-October 31, 2010	$79.10	$23,910.00	$19,128.00	$4,782.00
November 1, 2010-November 3, 2010	$322.38	$19,323.75	$15,459.00	$3,864.75
Total:	$421.64	$48,328.75	$38,663.00	$9,665.75

9. By this Second Application, Ottinger seeks approval of (a) the allowance of the total amount of $48,328.75 in fees and $421.64 in expenses incurred for the period of September 1, 2010 through November 30, 2010, and (b) payment of the remaining balance of the total fees that has not yet been paid. During the Second Period, Ottinger rendered 162.81 hours of services in the course of its representation of the LP Debtors.

ACCOMPLISHMENTS DURING THE PERIOD

10. During the Second Period, Ottinger has continued to handle and assist with a variety of issues concerning the LP Debtors' oil and gas properties in Louisiana, maintaining almost daily contact with counsel for the LP Debtors, the LP Debtors, the LP Debtors' financial advisor and others relative to a variety of oil and gas and property related issues affecting these Cases. Ottinger has participated in numerous telephone conferences with counsel for the LP Debtors on various oil and gas and property related issues. During the Second Period, Ottinger has continued to assist with title due diligence related matters in anticipation of a sale of the LP Debtors and/or their assets. Finally, during the Second Period, Ottinger has also assisted with the review and preparation of various agreements and instruments related to the LP Debtors' oil and gas properties in Louisiana. Such efforts have involved almost weekly communication among Ottinger, counsel for the LP Debtors and the LP Debtors.

11. The legal services rendered by Ottinger to the LP Debtors are set forth in Ottinger's invoices attached as **Exhibit "A-1"** through **Exhibit "A-3,"** which report in detail the description of the legal services rendered by Ottinger, the dates on which Ottinger's attorneys and paralegals rendered such legal services, the identity of those attorneys and paralegals, the time spent by each such attorney and paralegal, and the itemized expenses incurred and a summary of expenses. Attached as **Exhibit "B"** is a summary of fees incurred during this Second Period, itemized as to attorneys and paraprofessionals and setting forth each attorney or paraprofessional's rate, hours expended, and the total fees accrued at the standard hourly rate.

12. Ottinger has neither shared nor agreed to share its compensation for services rendered in or in connection with these Cases with any other person.

REQUEST FOR ALLOWANCE OF FEES AND EXPENSES

13. The award of interim compensation to professionals is specifically authorized under Bankruptcy Code § 331, which provides:

> A trustee, an examiner, a debtor's attorney, or any professional person employed under section 327 or 1103 of this title may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of this title. After notice and a hearing, the court may allow and disburse to such applicant such compensation for reimbursement.
>
> 11 U.S.C. § 331.

14. Bankruptcy Code § 330 authorizes the court to award professional persons employed pursuant to Bankruptcy Code § 327 reasonable compensation for the actual and necessary services rendered by such professional persons and any paraprofessional person

employed by such persons. 11 U.S.C. § 330. Furthermore, the court may also award reimbursement for actual and necessary expenses incurred by such professional persons. *Id.*

15. As more fully stated below, Ottinger submits that the elements governing awards of compensation pursuant to Bankruptcy Code §§ 330 and 331 justify the allowance of the fees and expenses incurred in its representation of the LP Debtors during the Second Interim Period.

16. In 1974, the Fifth Circuit established a set of guidelines for use by lower courts when ruling on attorneys' fee requests. *See Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714, 717-19 (5th Cir. 1974). The *Johnson* court found the following factors necessary to consider:

(a) the time and labor required;

(b) the novelty and difficulty of the questions presented;

(c) the skill requisite to perform the legal services properly;

(d) the preclusion of other employment due to the acceptance of the case;

(e) the customary fee;

(f) whether the fee is fixed or contingent;

(g) time limitations imposed by the client with the circumstances of the case;

(h) the amount involved and the results obtained;

(i) the experience, reputation and ability of the attorney;

(j) the undesirability of the case;

(k) the nature and length of the professional relationship with the client; and

(l) awards in similar cases.

Id. at 717-19.

17. In *In re First Colonial Corp. of America*, 544 F.2d 1291, 1298-99 (5th Cir. 1977), *cert. denied*, 431 U.S. 904 (1977), the Fifth Circuit applied the *Johnson* factors to the analysis of fee awards in bankruptcy cases.

18. Under an analysis utilizing the *Johnson* factors and the standards customarily applied to fee awards under Bankruptcy Code §§ 330 and 331, Ottinger believes that its request for compensation and reimbursement of expenses is reasonable and proper and that such request should be allowed in the amount requested.

19. As stated above, Ottinger has expended 162.81 hours in the representation of the LP Debtors during the Second Interim Period. The average billable rate for the fees requested is approximately $307.29 per hour (for all attorneys) and $67.61 (for all paraprofessionals). All time spent was necessary and appropriate for the representation of the LP Debtors in these Cases and has benefitted the LP Debtors' estates. Ottinger's representation of the LP Debtors has required it to balance the need to provide quality services with the need to act quickly and to represent the LP Debtors in an efficient and timely manner.

20. Many of the oil and gas and property related issues presented in these Cases have been complex, and Ottinger has accomplished the various tasks expeditiously and effectively.

21. The experience and expertise of Ottinger's attorneys and legal assistants have helped facilitate and expedite the results achieved by counsel for the LP Debtors in these Cases. Oil and gas law is a focused area of practice within the legal profession in Louisiana requiring a special knowledge of applicable law, and the number of professionals offering such services is limited.

22. Ottinger's representation of the LP Debtors necessarily precluded it from providing services to any party with a connection to the LP Debtors. More importantly, the time commitment to these Cases by many Ottinger lawyers has been significant and has precluded commitment to other work.

23. Ottinger agreed to represent the LP Debtors at its customary billable rate. The standard hourly rates of the Ottinger attorneys performing legal services on behalf of the LP Debtors range from $200.00 per hour to $365.00 per hour.

24. The fees requested in this Second Application represent fixed hourly rates. As is true for counsel in every bankruptcy case, Ottinger's compensation is contingent upon the Court's approval of this Second Application.

25. Ottinger has been required to provide capable legal representation within the extreme time limitations imposed under the circumstances of these Cases.

26. Ottinger has assisted counsel for the LP Debtors in several facets of the Chapter 11 Cases, including assistance with Louisiana oil and gas and property related issues, assisting with title due diligence related matters and review and preparation of various agreements and instruments involving the oil and gas properties of the LP Debtors. Ottinger submits that the amounts charged are reasonable and fair in light of the results obtained.

27. Each of Ottinger's attorneys who performed services for the estates possesses a reputation for skill, quality, integrity, and ability. Ottinger's attorneys have represented numerous operators of oil and gas properties in Louisiana relative to various oil and gas and property related issues.

28. Ottinger has committed firm resources to the LP Debtors without certainty as to compensation or reimbursement. However, the Cases are not undesirable.

29. Ottinger has represented TriDimension Energy, L.P. (formerly, Ram Oil & Gas, L.L.C.) and its subsidiaries since March of 2006, and since that time, Ottinger has acted as counsel to TriDimension Energy, L.P. in various oil and gas transaction and litigation matters in Louisiana. Since April of 2010, Ottinger has assisted counsel for the LP Debtors and the LP Debtors, themselves, in connection with the LP Debtors oil and gas assets and in preparation for the filing of these Cases.

30. The fees and expenses for which Ottinger seeks compensation and reimbursement are not excessive and are substantially similar to those awarded in similar cases in this district for similar services rendered and results obtained. The fees and expenses requested by Ottinger are more fully described in **Exhibits "A-1"** through **"A-3"**. After taking into consideration the time and labor spent thus far, and the nature and extent of the representation, Ottinger believes the allowance prayed for herein is reasonable.

RETAINER

31. Prior to commencement of the Cases, the LP Debtors provided a retainer in the amount of $10,000.00 to Ottinger. Such retainer was drawn down in the amount of $2,036.25 for payment of fees and expenses billed and incurred prior to the commencement of the Cases. Additionally, as noted in its First Application, prior to receiving the Fee Procedures Order, and, specifically, on June 21, 2010, Ottinger incorrectly applied a portion of such retainer to fees and expenses billed for the period of May 21, 2010 through May 31, 2010. Ottinger has since credited back to such retainer the total amount of fees and expenses billed for the period of

May 21, 2010 through May 31, 2010. Since receiving the Fee Procedures Order, Ottinger has been in compliance with same and has been paid 80% of fees and 100% of expenses. The retainer has not been drawn against since June 21, 2010. Ottinger maintains all retainer amounts in its client trust account.

PRAYER

Ottinger respectfully requests that the Court (a) approve the fees and expenses set forth herein in total and grant Ottinger interim compensation for fees in the aggregate amount of $48,328.75 and authorize the LP Debtors to reimburse Ottinger's expenses in the aggregate amount of $421.64 with respect to the representation, (b) authorize payment of any fees and expenses incurred during the Second Interim Period that have not yet been paid, and (c) grant such other and further relief, both at law and in equity, as this Court deems just and proper.

Dated: January 24, 2011

Respectfully submitted,

/s/ Stuart M. Simoneaud

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COUNSEL FOR THE LP DEBTORS

CERTIFICATE OF COUNSEL

I hereby certify that I have read this Second Application; to the best of my knowledge, information, and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought is in conformity with the Guidelines for Compensation and Expense Reimbursement of Professionals set forth in the Uniform Texas Complex Rules for Chapter 11; and the compensation and expense reimbursement requested are billed at rates, in accordance with practices, no less favorable than those customarily employed by Ottinger and generally accepted by Ottinger's clients.

/s/ Stuart M. Simoneaud
One of Counsel

CERTIFICATE OF SERVICE

I hereby certify that on the date set forth above this Second Application was served on all parties on the Master Service List attached hereto via the Court's ECF filing system or First Class United States Mail to all parties not receiving ECF notice.

/s/ Stuart M. Simoneaud
One of Counsel