


B 10 (Official Form 10) (04/10)

<b>UNITED STATES BANKRUPTCY COURT</b>		<b>PROOF OF CLAIM</b>
Name of Debtor: <b>TRIDIMENSION ENERGY LP</b>		Case Number: <b>10-33569</b>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>JOE WOODS</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.  Court Claim Number: _____ (if known)  Filed on: _____
Name and address where notices should be sent: <b>JOE WOODS P.O. Box 820-467 Vicksburg, MS 39182-0467</b>		
Telephone number: <b>601-529-5300</b>		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
Name and address where payment should be sent (if different from above): <b>(SAME)</b>		
Telephone number:		<div style="text-align: center; border: 1px solid black; padding: 5px;"> <b>FILED</b>  <b>JUN 07 2010</b>  <b>TAWANA C. MARSHALL CLERK</b>  <b>U.S. BANKRUPTCY COURT</b>  <b>NORTHERN DISTRICT OF TEXAS</b> </div>
1. Amount of Claim as of Date Case Filed: \$ <b>1,249.00</b>		
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.  If all or part of your claim is entitled to priority, complete item 5.  <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim.  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B). <input checked="" type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507 (a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5). <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)( ).  Amount entitled to priority: <div style="text-align: center;"><b>\$1,249.00</b></div>
2. Basis for Claim: <b>Professional Services Performed</b> (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: <b>9624</b>		
3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.  Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____  Value of Property: \$ _____ Annual Interest Rate: _____ %  Amount of arrearage and other charges as of time case filed included in secured claim, _____  If any: \$ _____ Basis for perfection: _____  Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
5. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)  DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  If the documents are not available, please explain: _____		
Date: <b>3 June 2010</b>	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.  <b>Joe Woods Joe Woods</b>	
		FOR COURT USE ONLY  TriDimension  00025

Joe Woods  
Government Activities Consultant  
Operations Manager  
825 Mt. Alban Road  
Vicksburg, Mississippi 39180  
31 March 2010

TO: Axis Onshore, LP

**SCOPE OF WORK:**

Professional services for the period 1 February-31 March, 2010, related to Catahoula, Lake, LA.

**ACTIONS TAKEN:**

2 February received a phone call from Ms. Tina New and Mr. Roy Geoghegan requesting assistance in connection with a change to the Water Control Plan for Catahoula Lake. This change is necessary to accommodate Axis' plan to continue oil exploration activities on the 3,000 acre lease in the lake proper. Via e-mail I contacted the Vicksburg District's Corps Water Control Manager, Mr. Robert Simrall. I set a meeting date of 3 February to discuss the proposal by Axis' of maintaining a water level elevation of 37' NGVD through 30 June 2010.

3 February met with Mr. Wayland Hill, Assistant to Mr. Robert Simrall and after discussing Axis' request was able to secure a copy of the written Water Control Plan (WCP), which had been jointly prepared by the Corps, The U.S. Fish and Wildlife Service and the LA. Department of Wildlife and Fisheries. E-mail question to Tina and Roy asking for more specific/detailed plans contemplated by Axis.

4 February contacted Mr. Robbie Daily, U.S. Fish and Wildlife Services Catahoula Refuge Manager. He had no objections to keeping the water level high but was quick to say that it wasn't his decision. That decision rested principally with the LA Department of Wildlife and Fisheries and coordination with the Corps of Engineers. Robbie provided POC with LA. Dept. of Wildlife and Fisheries, Mr. Larry Reynolds.

5 February received e-mail message from Mr. Jamie Triplett, Assistant to Mr. Robert Simrall. Jamie explained that a deviation to the WCP would require coordination between the three agencies with approval by the Mississippi Valley Division Office of the COE. He stated that the only deviation that would be approved must be submitted in writing from the LA Department of Wildlife and Fisheries and based solely upon environmental considerations.

7 February met with Mr. Robert Simrall and Mr. Jamie Triplett and later e-mailed specific needs of Axis and Axis' plan of operation.

9 February received e-mail from Tina and Roy stating that Axis wanted the pool elevation to be maintained at the 37' NGVD level until 30 June.

10 February called Mr. Larry Reynolds advising him of Axis' request to hold the pool elevation at 37' NGVD until 30 June. Larry asked that I send a written proposal for his consideration, to include maps of the specific sites to be drilled.

11 February phone call and e-mail to Mr. Larry Reynolds advising that the maps he requested were being prepared and would be e-mailed in short order.

14 February e-mailed to Tina the first draft of the letter I proposed to send to Larry Reynolds.

16 February met with Mr. Robert Simrall, Mr. Jamie Triplett and Mr. Wayland Hill at which time I was informed that it would be structurally impossible to hold the water level at 37' NGVD even if all parties agreed to do so because of the crest elevation of Little River Closure Weir was 36' NGVD. However, due to the current amount of water on the ground in the basin, the expected normal spring rainfall amounts, current high stages on the Black River, an elevation above 36' NGVD is a high probability for the foreseeable future, even up to 30 June, 2010.

18 February received maps showing the respective locations for 3 proposed wells.

19 February forwarded a formal request for a deviation to the Water Control Plan to Mr. Larry Reynolds along with a copy of the maps provided by Tina and Roy.

3 March e-mailed Mr. Reynolds requesting his response to my message dated 19 February.

Received response to my request a copy of which was provided to Tina, Roy and others. He basically denied my request citing pressure from inside State Government. Apparently local duck hunters, through their elected officials, were applying strong pressure to lower the water levels even sooner rather than later, which is a deviation from the formal Water Control Plan. Mr. Reynolds said the state supported the proposal and would be submitting a recommended revision to the Water Control Plan to the Corps.

4 March e-mail to Tina and Roy recapping the decision by Mr. Reynolds.

**COST FOR PROFESSIONAL SERVICES 2 FEBRUARY-31 MARCH, 2010**

**\$1,249.00**

Please remit within 30 days of this invoice date. Thank you.

Joe Woods, Consultant/Agent

**Joe Woods**

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**From:** Joe Woods [JWoods@cablelynx.com]

**Sent:** Monday, May 24, 2010 5:59 PM

**To:** 'Scott O'Neal'

**Subject:** RE: Invoice for February and March

Thanks Scott. Tina called and informed me. I understand the process and just as long as I can be assured I'll get paid, I don't mind a bit longer. It's only the people who work for me that have gotten impatient.

Best regards,

Joe

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**From:** Scott O'Neal [mailto:soneal@tridenergy.com]

**Sent:** Monday, May 24, 2010 4:51 PM

**To:** Joe Woods

**Cc:** Tina New

**Subject:** RE: Invoice for February and March

Joe,

**I appreciate your patience and the work you have done for Axis. Unfortunately Axis has filed chapter 11 and bills are now paid through the court system. Axis bills will be paid on a schedule, Tina and I will keep you posted.**

I wish I had better news.

Thanks!

Scott

Scott O'Neal

COO  
TriDimension Energy  
Axis Onshore

Phone: 713-449-7996

Home: 832-683-4780

Corporate Office: 972-267-2099, FAX: 972-267-2089  
16610 Dallas Parkway, Suite 2500, Dallas, TX 75248-6804

[tridimensionenergy.com](http://tridimensionenergy.com)

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**Subject:** Invoice for February and March

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I hate to have to bother you with this matter but it seems like everyone is so busy this invoice slipped

6/3/2010

through the cracks. I submitted an invoice to Tina in early April for the subject months. I talked with her and she said she had been quite busy lately with the sale of the company and the graduation of her daughter Lauren. After talking to Tina on Friday 14<sup>th</sup> May, I contacted Scottye and provided her with a copy of the invoice. She said she would pass it on to you. Will you please look into this matter and forward a check in the amount of \$1,250.00? Hope all is well and your Mother enjoyed my novels sent previously.

\$ 1,249<sup>00</sup> JW  
30 Jun 2010

Thank you and I stand ready to assist as needed in the future.

Joe Woods, Agent/Consultant

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**From:** Scott O'Neal [mailto:soneal@tridenergy.com]  
**Sent:** Sunday, October 18, 2009 5:49 PM  
**To:** jwoods@cablelynx.com  
**Subject:** RE: MEETING YESTERDAY

Joe,

**It was great to finally meet you. I appreciate your support and thanks for the kind words regarding our staff. Please send me copies of your other books for my mother.**

Regards,  
Scott

Scott O'Neal

TriDimension Energy  
Axis Onshore  
Golden West Drilling

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**From:** Joe Woods [mailto:jwoods@cablelynx.com]  
**Sent:** Friday, October 16, 2009 7:04 AM  
**To:** Scott O'Neal  
**Subject:** MEETING YESTERDAY

Scott, I just want to say again how much I enjoy working with your staff at Axis Onshore. Stanley, Jimmy, Tina and Scottye are professional people and get things done.

Securing a Corps of Engineers' 404 permit is a time consuming and frustrating process to most that haven't been exposed to the bureaucratic organization. I hope my intervention on behalf of Axis relieved some of that frustration.

It was a pleasure meeting you and hope to see you again soon.

Also hope you and your mother enjoy the middle two of the "McKenzie Chronicles". If you want copies of the first and fourth books in the series, please do not hesitate to contact me. I'll gladly ship them to you.

Best regards,

Joe

6/3/2010

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**Thanks!**

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3 June 2010*

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Best regards,

Joe

6/3/2010

<b>UNITED STATES BANKRUPTCY COURT, NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION</b>		
<b>In re</b>  TriDimension Energy L.P., et al.	<b>Chapter 11</b>  Case No. 10-333565-SGJ	
<b>NOTICE OF COMMENCEMENT OF CASE UNDER CHAPTER 11 OF THE BANKRUPTCY CODE, MEETING OF CREDITORS, CLAIMS BAR DATE AND OTHER MATTERS</b>		
<p>On May 21, 2010, TriDimension Energy, L.P. and certain of its affiliates (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). You may be a creditor of one of the Debtors. This notice provides important deadlines. You may want to consult an attorney to protect your rights. You are not being sued or forced into bankruptcy. All documents filed with the Court, including lists of the Debtors' assets and liabilities, are or will be available for inspection at the Office of the Clerk of the Bankruptcy Court and on the Court's website. Note that you need a PACER password and login to access documents on the Court's website (a PACER password is obtained by accessing the PACER website, <a href="http://pacer.psc.uscourts.gov">http://pacer.psc.uscourts.gov</a>).</p> <p>NOTE: The staff of the Bankruptcy Clerk's Office and the office of the United States Trustee cannot give legal advice.</p>		
<b>Name of Debtor</b>	<b>Case Number</b>	<b>Tax ID No.</b>
TriDimension Energy, L.P.	10-33565	20-4734057
TDE Property Holdings, LP	10-33567	26-2210273
Axis E&P, LP	10-33566	26-1531287
Axis Onshore, LP	10-33569	20-3169624
Axis Marketing, LP	10-33568	20-4078339
Ram Drilling, LP	10-33570	20-8900570
TDE Operating GP LLC	10-33571	26-2412475
TDE Subsidiary GP LLC	10-33572	26-3158243
<b>Contact Information Number for Attorneys for the Debtors</b>		
William L. Wallander Clayton T. Hufft Beth Lloyd VINSON & ELKINS LLP 3700 Trammell Crow Center 2001 Ross Avenue Dallas, Texas 75201 Tel: 214.220.7700 Fax: 214.220.7716		<b>Date Cases Filed</b>  May 21, 2010
<b>DATE, TIME, AND LOCATION OF MEETING OF CREDITORS                  PURSUANT TO BANKRUPTCY CODE SECTION 341(a)</b> June 28, 2010, 2:00 p.m. (Central Time) Office of The United States Trustee Earle Cabell Federal Building 1100 Commerce Street, Room 976 Dallas, TX 75242		



## Northern District of Texas Claims Register

10-33569-sgj11 Axis Onshore, LP

**Judge:** Stacey G. Jemigan      **Chapter:** 11  
**Office:** Dallas                      **Last Date to file claims:** 07/28/2010  
**Trustee:**                                **Last Date to file (Govt):**

<i>Creditor:</i> (13251044) JOE WOODS P.O. BOX 820467 VICKSBURG, MS 39182-0467	<b>Claim No: 7</b> <i>Original Filed</i> Date: 06/07/2010 <i>Original Entered</i> Date: 06/10/2010	<i>Status:</i> Filed by: CR Entered by: Rielly, Bill Modified:
Priority claimed: \$1249.00 <b>Total claimed: \$1249.00</b>		
<i>History:</i> Details    7-1    06/07/2010 Claim #7 filed by JOE WOODS, total amount claimed: \$1249 (Rielly, Bill )		
<i>Description:</i>		
<i>Remarks:</i>		

### Claims Register Summary

**Case Name:** Axis Onshore, LP  
**Case Number:** 10-33569-sgj11  
**Chapter:** 11  
**Date Filed:** 05/21/2010  
**Total Number Of Claims:** 1

	Total Amount Claimed	Total Amount Allowed
<b>Unsecured</b>		
<b>Secured</b>		
<b>Priority</b>	\$1249.00	
<b>Unknown</b>		
<b>Administrative</b>		
<b>Total</b>	<b>\$1249.00</b>	<b>\$0.00</b>