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| <b>UNITED STATES BANKRUPTCY COURT Northern District of Texas</b> | <b>PROOF OF CLAIM</b> |
|--|-----------------------|

|                                     |                          |
|-------------------------------------|--------------------------|
| Name of Debtor:<br>Axis Onshore, LP | Case Number:<br>10-33569 |
|-------------------------------------|--------------------------|

*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):<br>Baker Hughes Oilfield Operations, Inc. et al    | <input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.<br><br>Court Claim Number: _____<br>(If known)<br><br>Filed on: _____ |
| Name and address where notices should be sent:<br>Phil F. Snow, Snow Fogel Spence, LLP<br>2929 Allen Parkway, Suite 4100, Houston, TX 77019 |  |
| Telephone number:<br>(713) 335-4800   |  |

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|--|---|
| Name and address where payment should be sent (if different from above): | <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.<br><br><input type="checkbox"/> Check this box if you are the debtor or trustee in this case. |
| Telephone number:  |   |

|   |   |
|---|---|
| <b>1. Amount of Claim as of Date Case Filed:</b> \$ <u>199,027.84</u> *<br><br>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.<br><br>If all or part of your claim is entitled to priority, complete item 5.<br><br><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. | <b>5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a).</b> If any portion of your claim falls in one of the following categories, check the box and state the amount.<br><br>Specify the priority of the claim.<br><br><input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).<br><br><input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) 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).<br><br><input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5).<br><br><input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7).<br><br><input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8).<br><br><input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(____).<br><br>Amount entitled to priority:<br>\$ _____ |
|---|---|

**2. Basis for Claim:** See Exhibit A attached  
(See instruction #2 on reverse side.)

**3. Last four digits of any number by which creditor identifies debtor:** \_\_\_\_\_

**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:     Real Estate     Motor Vehicle     Other  
Describe: See Exhibit A

Value of Property: \$ \_\_\_\_\_ Annual Interest Rate 10%

Amount of arrearage and other charges as of time case filed included in secured claim,  
if any: \$ 192,912.38 \* Basis for perfection: See Exhibit A


Amount of Secured Claim: \$ 192,912.38    Amount Unsecured: \$ 6,115.46

**6. 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: _____<br><br>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.<br><br>Christopher J. Ryan, Attorney in Fact | FOR COURT USE ONLY<br><br><br>00053 |
|---|--|

*Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.*

\*Plus interest and attorneys' fees.

**INSTRUCTIONS FOR PROOF OF CLAIM FORM**

*The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.*

**Items to be completed in Proof of Claim form**

**Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

**Creditor's Name and Address:**

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

**1. Amount of Claim as of Date Case Filed:**

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

**2. Basis for Claim:**

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

**3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:**

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

**3a. Debtor May Have Scheduled Account As:**

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

**4. Secured Claim:**

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

**5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).**

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

**6. Credits:**

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

**7. Documents:**

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

**Date and Signature:**

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

**DEFINITIONS**

**Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

**Creditor**

A creditor is a person, corporation, or other entity owed a debt by the debtor that arose on or before the date of the bankruptcy filing. See 11 U.S.C. §101 (10)

**Claim**

A claim is the creditor's right to receive payment on a debt owed by the debtor that arose on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

**Proof of Claim**

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

**Secured Claim Under 11 U.S.C. §506(a)**

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

**Unsecured Claim**

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

**Claim Entitled to Priority Under 11 U.S.C. §507(a)**

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

**Redacted**

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

**Evidence of Perfection**

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

**INFORMATION**

**Acknowledgment of Filing of Claim**

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system ([www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov)) for a small fee to view your filed proof of claim.

**Offers to Purchase a Claim**

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(c), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

Phil F. Snow, SBT #18812600  
[philsnow@snowfogel.com](mailto:philsnow@snowfogel.com);  
Kenneth P. Green, SBT #24036677

[kennethgreen@snowfogel.com](mailto:kennethgreen@snowfogel.com)  
**SNOW FOGEL SPENCE LLP**

2929 Allen Parkway, Suite 4100  
Houston, TX 77019

Tel: 713-335-4800

Fax: 713-335-4848

**ATTORNEYS FOR BAKER HUGHES  
OILFIELD OPERATIONS, INC.**

EXHIBIT A

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

|                          |   |                             |
|--------------------------|---|-----------------------------|
| <b>IN RE:</b>            | § | <b>Case No. 10-33569</b>    |
|                          | § |                             |
| <b>AXIS ONSHORE, LP.</b> | § | <b>Chapter 11</b>           |
|                          | § |                             |
| <b>DEBTORS.</b>          | § | <b>Jointly Administered</b> |

**SUMMARY OF DOCUMENTATION SUPPORTING PROOF OF CLAIM  
OF BAKER HUGHES OILFIELD OPERATIONS, INC. D/B/A  
BAKER HUGHES DRILLING FLUIDS, BAKER OIL TOOLS AND BAKER INTEQ  
AND BAKER PETROLITE, INC.  
(Axis Onshore, LP)**

Summary. The documentation supporting the Proof of Claim of Baker Hughes Oilfield Operations, Inc. d/b/a Baker Hughes Drilling Fluids, Baker Oil Tools and Baker INTEQ and Baker Petrolite, Inc. ("Baker Hughes") includes (i) the mineral liens and mineral subcontractor liens (collectively the "Subject Mineral Liens") summarized below, together with the applicable contracts, agreements, invoices, and terms and conditions which govern the materials and services furnished by Baker Hughes; and (ii) copies of other invoices, contracts and terms and conditions supporting Claimant's unsecured claims ("Additional Invoices"), which are summarized as follows:

**Subject Mineral Liens**

| County or Parish/<br>State | Well/Lease   | Lien<br>Amount      | Lien<br>Inception<br>Date | Date M&M<br>Lien<br>Recorded | Recording<br>Information |
|----------------------------|--|---------------------|---------------------------|------------------------------|--------------------------|
| Wilkinson/Mississippi      | Graves 37-1  | \$119,856.23        | 11/27/2009                | 6/14/10                      | 1314/661                 |
| Catahoula/Louisiana        | 5200 RA SUC, Missiana FRNE<br>No. 015 Well;<br>Missiana No. 001 Well;<br>Missiana 18-11 No. 001 Well;<br>& Missiana 18-11 No. 002 Well | \$73,056.15         | 7/17/2009                 | 7/9/2010                     | 269127/261/284           |
|                            |  | <b>\$192,912.38</b> |                           |                              |                          |

**Additional Invoices**

| County or Parish/State | Well/Lease     | Invoice Amount    |
|------------------------|----------------|-------------------|
| LaSalle/Louisiana      | Crooks 1 & 2   | \$293.20          |
| Catahoula/Louisiana    | Beltzhoover #1 | \$5,822.26        |
|                        |                | <b>\$6,115.46</b> |

Total Claim: \$199,027.84

Basis for Secured Claim. As set forth in the Subject Mineral Liens, the basis for the secured portion of this Proof of Claim includes Baker Hughes' performance of labor and services and furnishing of equipment, materials and machinery and/or the incurring of expenses for same in connection with the operations performed by the Debtors on various oil and gas wells and associated oil and gas leases. Due to the voluminous nature of the records which comprise the Subject Mineral Liens, those records are not provided herein. Such records will be furnished upon written request to Phil F. Snow, Snow Fogel Spence LLP, 2929 Allen Parkway, Suite 4100, Houston, Texas 77019, counsel for Baker Hughes.

The principal amount of Baker Hughes' secured claim against Debtors as set forth above is \$192,912.38, exclusive of contractual interest and attorneys' fees. Baker Hughes has additional claims against Debtors related to Baker Hughes' rights of indemnification from Debtors. Pursuant to the contracts under which Baker Hughes provided materials and/or services to Debtors, Debtors

agreed to indemnify Baker Hughes from and against certain claims, demands, and causes of action. Such indemnification obligations comprise the “unknown” portion of this Proof of Claim.

Basis for Unsecured Claim. The basis for the unsecured portion of this Proof of Claim includes Baker Hughes’ performance of labor and services and furnishing of equipment, materials and machinery and/or the incurring of expenses for same in connection with the operations performed by the Debtors on various oil and gas wells and associated oil and gas leases. Due to the voluminous nature of the records which comprise the Additional Invoices, those records are not provided herein. Such records will be furnished upon written request to Phil F. Snow, Snow Fogel Spence LLP, 2929 Allen Parkway, Suite 4100, Houston, Texas 77019, counsel for Baker Hughes.

The principal amount of Baker Hughes’ unsecured claim against Debtors as set forth above is \$6,115.46, exclusive of contractual interest and attorneys’ fees. Baker Hughes has additional claims against Debtors related to Baker Hughes’ rights of indemnification from Debtors. Pursuant to the contracts under which Baker Hughes provided materials and/or services to Debtors, Debtors agreed to indemnify Baker Hughes from and against certain claims, demands, and causes of action. Such indemnification obligations comprise the “unknown” portion of this Proof of Claim.

Prepetition Interest and Attorneys’ Fees. Baker Hughes’ Standard Terms and Conditions which govern the materials and services furnished by Baker Hughes and the invoices associated with the Subject Mineral Liens and Additional Invoices require payment in full within thirty (30) days from the date of the invoice. Further, the Terms and Conditions provide for contractual interest at the rate of 10% per annum on all invoices which are not timely paid in full. Baker Hughes has incurred and is entitled to recover prepetition interest, attorneys’ fees and expenses in connection with its claims against the Debtors.

Post-Petition Interest and Attorney's Fees. Baker Hughes has incurred and is entitled to recover post-petition interest, attorney's fees and expenses related to the claims of Baker Hughes against the Debtors. *See* 11 U.S.C. §§ 502, 506. Baker Hughes reserves the right to amend this Proof of Claim to include such additional amounts as and when occurred related to Baker Hughes' claims against the Debtors.

Reservation of Rights. The execution and filing of this Proof of Claim is (a) without waiver or release of any of Baker Hughes' rights, claims, actions, defenses, setoffs or counter-claims against the Debtors or against any other entity or person liable for all or part of the claims or rights of Baker Hughes under applicable law, (b) not a consent by Baker Hughes to the subject matter jurisdiction of the Bankruptcy Court with respect to any proceeding commenced before or after the Petition Date by or against or otherwise involving Baker Hughes or the claims or rights of Baker Hughes set forth herein, (c) without waiver of the right to withdraw the reference with respect to the subject matter of the claims or rights of Baker Hughes set forth herein, any objection or other proceeding commenced with respect thereto or any other proceeding commenced in this bankruptcy case against or otherwise involving Baker Hughes, (d) without waiver of, without prejudice to, and with full reservation of Baker Hughes' rights to a jury trial or arbitration with respect to the subject matter of the claims or rights of Baker Hughes set forth herein, and (e) not an election of remedy which waives or otherwise affects any other remedy available to Baker Hughes.

Baker Hughes expressly reserves all rights including, without limitation, its rights (a) to amend, modify or supplement in any respect this Proof of Claim, including any exhibits, schedule or annex, or to file an amended proof of claim for the purpose of modifying or liquidating the amount of any interest, fees, costs and expenses accrued or incurred subsequent to the Petition Date or any

contingent or unliquidated claims or rights of Baker Hughes set forth herein, (b) to file additional proofs of claim, and (c) against third parties. Additional documentation related to Baker Hughes' Proof of Claim is available upon written request to Phil F. Snow, Snow Fogel Spence LLP, 2929 Allen Parkway, Suite 4100, Houston, Texas 77019, counsel for Claimant.

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# Northern District of Texas Claims Register

10-33565-sgj11 TriDimension Energy, L.P.

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

|   |   |   |
|---|---|---|
| <b>Creditor:</b> (13388861)<br>Baker Hughes Oilfield<br>Operations, Inc. et al<br>Phil F. Snow, Snow Fogel<br>Spence LLP<br>2929 Allen Parkway Suite<br>4100<br>Houston, TX 77019 | <b>Claim No:</b> 27<br><i>Original Filed</i><br>Date: 07/15/2010<br><i>Original Entered</i><br>Date: 07/15/2010 | <b>Status:</b><br>Filed by: CR<br>Entered by: Green, Kenneth<br>Modified: |
|---|---|---|

|   |
|---|
| Unsecured claimed: \$6115.46<br>Secured claimed: \$192912.38<br><b>Total claimed: \$199027.84</b> |
|---|

*History:*  
**Details**    27-1 07/15/2010 Claim #27 filed by Baker Hughes Oilfield Operations, Inc. et al, total amount claimed: \$199027.84 (Green, Kenneth )

*Description:*  
*Remarks:* (27-1) Plus interest and attorneys' fees.

## Claims Register Summary

**Case Name:** TriDimension Energy, L.P.  
**Case Number:** 10-33565-sgj11  
**Chapter:** 11  
**Date Filed:** 05/21/2010  
**Total Number Of Claims:** 1

|                       | Total Amount Claimed | Total Amount Allowed |
|-----------------------|----------------------|----------------------|
| <b>Unsecured</b>      | \$6115.46            |                      |
| <b>Secured</b>        | \$192912.38          |                      |
| <b>Priority</b>       |                      |                      |
| <b>Unknown</b>        |                      |                      |
| <b>Administrative</b> |                      |                      |
| <b>Total</b>          | <b>\$199027.84</b>   | <b>\$0.00</b>        |