B 10 (Official Form 10) (04/07)

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF TEXAS

PROOF OF CLAIM

Name of Debtor	Case Number
In re TDE Subsidiary GP LLC	10-33572-SGJ

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): Vada Group LP	☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
Name and address where notices should be sent: Martin P. Averill, Quilling Selander Cummiskey & Lownds, PC, 2001 Bryan Street, Suite 1800 Dallas TX 75201 Telephone number: (214) 871-2100	☐ Check box if you have never received any notices from the bankruptcy court in this case. ☐ Check box if the address differs from the address on the envelope sent to you by the court.
Last four digits of account or other number by which creditor identifies debtor:	Check here ☐ replaces if this claim ☐ amends a previously filed claim, dated:

RECEIVED
JUL 28 2010
BMC GROUP

1. Basis for Claim
☐ Goods sold
☐ Services performed
☐ Money loaned
☐ Personal injury/wrongful death
☐ Taxes
☐ Retiree benefits as defined in 11 U.S.C. § 1114(a)
☐ Other See Attached
☐ Wages, salaries, and compensation (fill out below)
Last four digits of your SS #:
Unpaid compensation for services performed
From (date) to (date)

2. Date debt was incurred: 09/05/2007

3. If court judgment, date obtained:

4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time the case was filed. See reverse side for important explanations.

Unsecured Nonpriority Claim $

☐ Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or c) none or only part of your claim is entitled to priority.

Secured Claim

☑ Check this box if your claim is secured by collateral (including a right of setoff).

Brief Description of Collateral:
☐ Real Estate
☐ Motor Vehicle
☑ Other See Attached

Value of Collateral: $ See_Attached

Amount of arrearage and other charges at time case filed included in secured claim, if any: $ See_Attached

Unsecured Priority Claim

☐ Check this box if you have an unsecured claim, all or part of which is entitled to priority.

Amount entitled to priority $

Specify the priority of the claim:

☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

☐ 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).

☐ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

☐ 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).

☐ Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

☐ Other – Specify applicable paragraph of 11 U.S.C. § 507(a)(___).

*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

5. Total Amount of Claim at Time Case Filed:

$ (unsecured)	1,320,626.51 (secured)	(priority)	1,320,626.51 (total)

☑ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

7. Supporting Documents: *Attach copies of supporting documents,* such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

THIS SPACE IS FOR COURT USE ONLY

TriDimension
00105

Date	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):
07/26/2010	Timothy York

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.

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

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

EXHIBIT "A" ATTACHMENT TO
PROOF OF CLAIM OF VADA GROUP LP

Vada Group LP ("Vada") files this Proof of Claim in the above referenced bankruptcy case as secured creditor and working interest owner as described herein.

1. On September 5, 2007, Vada entered into an agreement with Ram Oil & Gas, LLC ("Ram"), as predecessor to TriDimension Energy, L.P. ("TriDimension" or the "Debtor"), REP Operating, LLC and Britland Resources, LLC (the "Agreement"). Pursuant to the Agreement, Ram agreed to pay Vada Six Million Dollars ($6,000,000) (the "Purchase Price"), plus the right to participate in the "Ram Option Prospects" and the satisfaction of other obligations created or arising out of the Agreement to purchase a one-quarter (1/4) working interest in certain properties in Louisiana identified in Exhibit A to the Agreement and described in the Agreement as "lease rights...together with easements, contracts and equipment (the "Contract Area")".

2. Pursuant to the Agreement, the Purchase Price was payable by an initial payment of Seven Hundred and Fifty Thousand Dollars ($750,000), with the unpaid Purchase Price (the "Balance") payable on an installment basis in accordance with subsequent provisions of the Agreement. Currently, the remaining unpaid Balance is approximately $1,067,501.89 plus

interest as of the Petition Date in the amount of $253,124.62 for a total claim amount of $1,320,626.51.

3. Incorporated as part of the Agreement are Joint Operating Agreements on the various wells located in the Contract Area (the "Wells").

4. In mid-2008, the Debtor notified Vada that it could no longer perform under the Agreement by timely paying the required installment amounts (the "Default"). The Agreement provides that as a result of the Default, Vada is authorized to, *inter alia*, satisfy the installment payments from production revenue. In addition, following its Default, the Debtor consented to Vada recouping the Balance out of proceeds of production from the Wells ("Contract Recoupment Rights") and Vada enforced its Contract Recoupment Rights prepetition.

5. On May 21, 2010 (the "Petition Date"), the Debtor, along with various related entities (TriDimension and its related entities may be herein referred to collectively as the "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 bankruptcy cases (collectively, the "Cases").

6. Vada has complied with the Agreement in all respects, and, under the Agreement and state law has rights of recoupment against the Debtors for recovery of the Balance and any prior unpaid or ongoing costs and expenses associated with realizing production and revenue from the Wells.

7. In addition to Vada's recoupment rights, Vada has a validly perfected vendor's lien, as well as a validly perfected operating lien for any unpaid costs and expenses associated with producing the assets as provided for in the parties' Joint Operating Agreements related to the Contract Area. Vada has perfected its lien rights by recording the operative Joint Operating

Agreements, the Agreement, and the subject conveyance documents. Accordingly, the Proof of Claim is filed as a fully secured claim secured by the properties in the Contract Area and the proceeds of production from any of the Wells.

8. Documents in support of this Claim are voluminous in nature and are summarized below:

a. The Purchase and Participation Agreement with Ram, as predecessor to TriDimension, REP Operating, LLC and Britland Resources, LLC, including any modifications, supplements, amendments, forbearance agreements or other agreements ancillary to the Agreement and the attached Joint Operating Agreements and documents evidencing the perfection of liens created by the same.

b. Correspondence between Vada and the Debtors regarding the Agreement, the Balance, JIBs, AFEs and any other correspondence regarding additional participation offerings as contemplated by the Agreement.

c. Mineral leases for which Vada is lessor.

d. Authority for Expenditures ("AFEs").

e. Accounting documents indicating amounts owed by, amounts paid on behalf of, and amounts accepted by Debtors, including invoices and joint interest billings.

f. Maps of the properties included in the Contract Area.

9. Copies of the documents that support this Claim have been provided to the Debtors and are available by request to:

Martin P. Averill
Quilling, Selander, Cummiskey & Lownds, P.C.

2001 Bryan Street, Suite 1800
Dallas, Texas 75201
Telephone: (214) 871-2100
Email: maverill@qsclpc.com

10. By filing this Claim, Vada does not voluntarily submit itself to the jurisdiction of this Court for any purpose.

11. By filing this Claim, Vada does not expressly or impliedly waive any right to demand a trial by jury with respect to the claims asserted therein or with respect to any matters which it may be entitled to such a right. Vada expressly reserves the right to demand a trial by jury with respect to the claims asserted in the proof of claim and any other claims it may have or which may be asserted against it.

12. This claim is filed as a secured claim, except to the extent that the security interests arising under the Agreement or applicable law are insufficient to satisfy the claim. To that extent, the remainder of the claim is filed as a Superpriority administrative claim under the Cash Collateral Order and/or Section 507(b) of the Bankruptcy Code and/or as an unsecured claim. Nothing herein contained is or shall be deemed to be a waiver or relinquishment in whole or in part of any security interests or liens securing any indebtedness of the Debtors to Vada. Vada reserves the right to amend or supplement this Claim and/or to file additional Proofs of Claim for additional claims or interests at any time, either before or after any bar date established by the Bankruptcy Court.

13. To the extent possible, the amounts of all payments on Vada's claim as of the Petition Date have been credited and deducted for the purpose of making this Proof of Claim.

14. Vada reserves all rights of setoff and recoupment under the Agreement or applicable law and all similar such rights and nothing herein shall be construed as a waiver thereof.

15. Vada reserves the right to claim all interest, legal fees, and other costs or fees actually incurred in connection with this debt.

16. Vada incorporates this Attachment for all purposes into its Claim.

VADA GROUP LP
COMPUTATION OF ACCRUED INTEREST INCOME

TRIDIMENSION ENERGY, LP
FOR THE PERIODS INDICATED

DATE	BEGINNING BALANCE AMOUNT	LESS LEASE / WELL CASH PROFITS	LESS RAM LEASE / WELL SALES TAX REFUNDS	ENDING BALANCE AMOUNT	INTEREST RATE	INTEREST PERIOD	DAYS IN YEAR	DAILY INTEREST AMOUNT	NUMBER OF DAYS	ACCRUED INTEREST AMOUNT
12/31/2008				1,816,270.69						
1/31/2009	1,816,270.69			1,816,270.69	12.00%	01/01/09 - 01/31/09	365	597.13	31	18,511.03
2/28/2009	1,816,270.69			1,816,270.69	12.00%	02/01/09 - 02/28/09	365	597.13	28	16,719.64
3/1/2009	1,816,270.69			1,816,270.69	12.00%	03/01/09 - 03/31/09	365	597.13	31	18,511.03
4/30/2009	1,816,270.69	-56,830.97		1,759,439.72	12.00%	04/01/09 - 04/30/09	365	597.13	30	17,913.90
5/31/2009	1,759,439.72			1,759,439.72	12.00%	05/01/09 - 05/31/09	365	578.45	31	17,931.82
6/30/2009	1,759,439.72	-46,539.15		1,712,900.57	12.00%	06/01/09 - 06/30/09	365	578.45	30	17,353.38
7/31/2009	1,712,900.57	-63,980.87		1,648,919.70	12.00%	07/01/09 - 07/31/09	365	563.15	31	17,457.51
8/31/2009	1,648,919.70	-62,433.50		1,586,486.20	12.00%	08/01/09 - 08/31/09	365	542.11	31	16,805.43
9/30/2009	1,586,486.20	-62,867.48	-18,849.50	1,504,769.22	12.00%	09/01/09 - 09/30/09	365	521.58	30	15,647.54
10/31/2009	1,504,769.22	-80,953.60	-6,972.03	1,416,843.59	12.00%	10/01/09 - 10/31/09	365	494.72	31	15,336.28
11/30/2009	1,416,843.59	-70,084.97		1,346,758.62	12.00%	11/01/09 - 11/30/09	365	465.81	30	13,974.35
12/31/2009	1,346,758.62	-92,781.38		1,253,977.24	12.00%	12/01/09 - 12/31/09	365	442.77	31	13,725.87
1/31/2010	1,253,977.24	-52,726.21		1,201,251.03	12.00%	01/01/10 - 01/31/10	365	412.27	31	12,780.26
2/28/2010	1,201,251.03	-72,935.10		1,128,315.93	12.00%	02/01/10 - 02/28/10	365	394.93	28	11,058.09
3/31/2010	1,128,315.93	-60,814.04		1,067,501.89	12.00%	03/01/10 - 03/31/10	365	370.95	31	11,499.55
4/30/2010	1,067,501.89			1,067,501.89	12.00%	04/01/10 - 04/30/10	365	350.96	30	10,528.79
5/21/2010	1,067,501.89			1,067,501.89	12.00%	05/01/10 - 05/21/10	365	350.96	21	7,370.15
								TOTAL INTEREST DUE		253,124.62

NOTE : MONTHLY NET LEASE / WELL CASH PROFITS ARE REPORTED IN THE SUBSEQUENT MONTH WHEN REVENUES ARE RECEIVED.

Northern District of Texas
Claims Register

10-33572-sgj11 TDE Subsidiary GP LLC

Judge: Stacey G. Jernigan **Chapter:** 11

Office: Dallas **Last Date to file claims:** 07/28/2010

Trustee: **Last Date to file (Govt):**

Creditor: (13257268) History VADA GROUP LP C/O Martin P. Averill QSCL, PC 2001 Bryan St. , Suite 1800 Dallas, Texas 75201	**Claim No: 2** *Original Filed Date*: 07/27/2010 *Original Entered Date*: 07/27/2010	*Status:* *Filed by:* AT *Entered by:* York, Timothy *Modified:*
Secured claimed: $1320626.51 **Total claimed: $1320626.51**		
History: Details 2-1 07/27/2010 Claim #2 filed by VADA GROUP LP, total amount claimed: $1320626.51 (York, Timothy)		
Description:		
Remarks:		

Claims Register Summary

Case Name: TDE Subsidiary GP LLC
Case Number: 10-33572-sgj11
Chapter: 11
Date Filed: 05/21/2010
Total Number Of Claims: 1

	Total Amount Claimed	Total Amount Allowed
Unsecured		
Secured	$1320626.51	
Priority		
Unknown		
Administrative		
Total	**$1320626.51**	**$0.00**