

UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS		PROOF OF CLAIM
Name of Debtor: AXIS ONSHORE, LP(fka Axis Onshore, LLC)	Case Number:	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):
BJ SERVICES COMPANY, U.S.A.
 Name and address where notices should be sent:
C/O CARL DORÉ, JR., DORÉ & ASSOCIATES, ATTORNEYS, P.C.
17171 PARK ROW, SUITE 350
HOUSTON, TEXAS 77084
 Telephone Number: **281-829-1555**

RECEIVED
JUL 28 2010

Check this box to indicate that this claim amends a previously filed claim.
 Court Claim Number: (If known) _____
 Filed on: _____

Name and address where payment should be sent (if different from above):
BMC GROUP
 Telephone Number: _____

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.
 Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ 137,127.26

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.

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. See attached Exhibit "B"

2. Basis for Claim: Services Provided
 (See instruction #2 on reverse side)

3. Last four digits of any number which 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 required information.
 Nature of property or right of setoff: Real Estate Motor Vehicle Other
 Value of Property: Unknown Annual Interest Rate: _____
 Amount of arrearage and other charges as of time case filed included in secured claim, if any: _____ Basis for perfection: Statutory Lien
 Amount of Secured Claim: \$ 137,127.26 Amount Unsecured: _____

5. 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.

- 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 debts 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)(____)

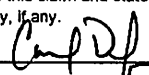
Amount entitled to priority: _____


6. Credits: The amount of all payments on this claim have 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: 7/28/2010 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.
 **Carl Doré, Jr., Attorney**

FOR COURT USE ONLY
 TriDimension

 00140

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

IN RE: §
§
AXIS ONSHORE, LP § Case No. 10-33569
§
DEBTOR. § Chapter 11

Addendum to Proof of Claim of BJ Services Company, USA

1. Claimant expressly reserves all rights including, without limitation, the right to: (i) amend, modify or supplement in any respect this Proof of Claim including any exhibit, or to file an amended or supplemental Proof of Claim for the purpose of modifying or liquidating the extent of any lien claimed, the amount of any interest, fee, cost or expense accrued or incurred subsequent to the petition date, or to include any other amounts authorized by the contractual agreements, 11 U.S.C. §§ 365, 506, other provisions of Title 11, U.S. Code, or applicable Mississippi law; and (ii) supplement this claim with other documents evidencing the perfection of any lien or security interest, or amounts recoverable under 11 U.S.C. § 506(b).
2. The time for filing or perfecting Claimant's Affidavit Securing Lien Against Oil, Gas and Mineral Property has not expired.
3. Claimant has incurred and continues to incur post-petition legal fees and expenses related to this claim against Debtor. Claimant reserves the right to amend this proof of claim to include its attorneys' fees and expense amounts as and when incurred and related to Claimant's claims against Debtor to the extent authorized by applicable statute. Such fees are allowed by the parties' contract, applicable state law and applicable federal law (*See* Miss. Code 85-7-151, 181; 11 U.S.C. § 502, 506).
4. This proof of claim contains an assertion, in part, of a lien against certain property

assets of Debtor, and supported by the Notice of Construction Lien Oil, Gas and Mineral Property which has not been filed in the Chancery Clerk's records of Wilkinson County, Mississippi.

Respectfully submitted,

DORÉ & ASSOCIATES, ATTORNEYS, P.C.
17171 Park Row, Suite 350
Houston, Texas 77084
(281) 829-1555
(281) 829-1579 Fax

By: /s/Carl Doré, Jr.
Carl Doré, Jr.
Texas Bar No. 06000600
Email: carldore@doreassociates.com
Attorney for BJ Services Company, USA

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was served on all parties via the Court's CM/ECF system or via United States First Class Mail, postage prepaid, on the 28th day of July 2010.

/s/Carl Doré, Jr.
Carl Doré, Jr.

EXHIBIT “A”

DORÉ & ASSOCIATES, ATTORNEYS, P.C.
17171 Park Row, Suite 350
Houston, Texas 77084
281-829-1555
281-829-1579 Fax

Axis Onshore, LLC - Graves 37-1 Well # 1

THE STATE OF MISSISSIPPI §
 §
COUNTY OF WILKINSON §

NOTICE OF CONSTRUCTION LIEN
OIL, GAS & MINERAL PROPERTY

Pursuant to Mississippi Code Annotated §85-7-1, et seq. (1972 & cum.)

1. The undersigned agent of **BJ SERVICES COMPANY, U.S.A.** ("Claimant"), as affiant, being duly sworn, makes oath and claims a lien for labor performed and materials furnished as a contractor under express contract with the mineral property owner, mineral contractor and/or mineral subcontractor, or their respective agents, for the benefit of and on the hereinafter described land and/or on the oil, gas, or other mineral leasehold.

2. The amount of the lien claimed, the items of the claim and dates of performance are as follows:

Amounts Claimed	Items of the Claim Oilfield Equipment, Rental Tools, Services and Products	Dates of Unpaid Work
\$118,481.32	Invoice No. 1575712 Invoice No. 1581493	From November 19, 2009 to December 2, 2009

3. Upon best knowledge and belief of affiant, the name(s) of the mineral property owner(s) of the land and leasehold interest against which the lien is claimed is:

Axis Onshore, LLC
16610 Dallas Parkway, Suite 2500
Dallas, Texas 75248

**TriDimension Energy, LP d/b/a
TriDimension Energy, LLC**
16610 Dallas Parkway, Suite 2500
Dallas, Texas 75248

Axis Onshore, LP
16610 Dallas Parkway, Suite 2500
Dallas, Texas 75248

; and all other record title interest owners, or any other person or entity asserting an interest by virtue of an assignment that was not recorded in the real property records at the time Claimant commenced delivery of materials in the property described below, (collectively referred to as "Owner").

4. The name of Claimant is **BJ SERVICES COMPANY, U.S.A.**, whose address is 4601 Westway Park Blvd., P. O. Box 4442, Houston, Texas 77041.

5. Claimant performed labor and/or furnished or hauled material at the request of **AXIS ONSHORE, LLC**, the operator of the property, whose address is 16610 Dallas Parkway, Suite 2500, Dallas, Texas 75248.

6. A description of the oil and gas leasehold interest covering and describing the lands is more fully described as follows:

All that certain tract or parcel of land in Wilkinson County, Mississippi, containing approximately 168.18 acres of land, more or less, and being more particularly described in that certain Oil, Gas and Mineral Lease by and between George William Graves, as Lessor, and TriDimension Energy, LLC, as Lessee, filed for record at Book 154, Page 605 in the Oil, Gas & Mineral Records of Wilkinson County, Mississippi. Said lands are located in Section 37, Township 2 North, Range 1 East, Wilkinson County, Mississippi. Said lands include, but are not to be limited by, that certain wellbore known as the **Graves 37-1 No. 1**, Permit # 2010-OPD-011, API # 23157219930000, being located at a surface location of 1,200 feet from the North line and 1,234 feet from the East Line of Section 37, Township 2 North, Range 1 East, Wilkinson County, Mississippi;

and as additionally described by the land survey plat attached hereto as Exhibit "B", both of which are incorporated herein by reference, against which this lien is claimed.

7. The true and correct amount claimed by Claimant is **\$118,481.32**, and said amount is just, reasonable, due and unpaid, and that the same with legal interest is due and unpaid, and all just and lawful payments, offsets and credits have been allowed. Attached hereto, marked Exhibit "A" and incorporated herein by this reference, is an itemized statement of account showing thereon the materials furnished and labor performed by Claimant on the dates and in the amounts shown thereon. This lien claim for the amount stated above is upon the whole of said oil and gas leasehold estate or lease for oil and gas purposes, and upon all of the oil and gas wells located thereon, and particularly upon each well(s) treated by Claimant from which the debt secured hereby is due and owing, the building and appurtenances, and upon all other materials, machinery and supplies owned by the Owner and used in the operations, as well as upon all the other oil wells, gas wells, or oil or gas pipelines for which the same are furnished or hauled and upon all other oil wells, gas wells, buildings and appurtenances, including pipeline, leasehold interest and land for which such materials, machinery and supplies were furnished or hauled or labor performed, and upon all equipment pertaining to said well(s) and to all other wells, and upon all lease equipment, rights, pipelines and right-of-way for same, and all casing, tools, and pumping equipment on said leasehold of or belonging to Owner.

8. Not more than twelve (12) months have elapsed since the indebtedness for the performance of such labor and services and/or the furnishing of such materials and supplies has become due and payable.

Further Affiant Sayeth Not.

DATED this 28th day of July, 2010.

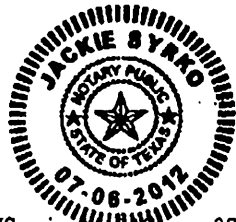
BJ SERVICES COMPANY, U.S.A.

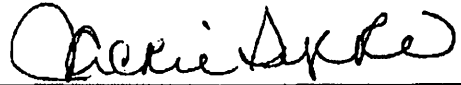
By: 
Doug Dunlap, Director-Credit & Collections

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Doug Dunlap, Director-Credit & Collections for BJ Services Company, U.S.A., known to me to be the person whose name is subscribed to the foregoing instrument and who upon oath swore that the foregoing statements were true and within his personal knowledge and who acknowledged to me that he executed the same for the purposes and consideration therein expressed.

28th SWORN TO AND SUBSCRIBED before me, under my hand and seal of office this, the day of July, 2010.



By: 
Notary Public in and for the State of Texas

Z:\Docs\CARL\BJServices\1030 Graves 37-1 Lien.wpd

Central Accounting Duplicate



BJ Services Company

REMIT TO: P.O. Box 4346-Dept. 383
Houston, TX 77210-4346

Axis Onshore, LLC
16610 Dallas Parkway
Suite 200
Dallas Texas 75248

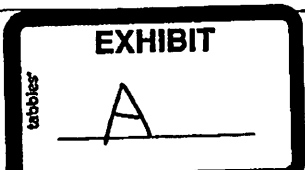
INVOICE NO. 1575712 SP 00110	OUR RECEIPT NO. 1001525624	DATE 11/19/2009
CUSTOMER NO. 20006971	YOUR ORDER NO. 1404	

SERVICES FROM OUR STATION AT Columbia Operations	BJ REPRESENTATIVE Marlon Expose	SIGNED FOR YOU BY Wes Whitman
FOR SERVICE WELL NAME / LOCATION Graves # 1	COUNTY/PARISH Wilkinson	STATE Mississippi

PRODUCT CODE	DESCRIPTION	UNIT OF MEASURE	QUANTITY	LIST PRICE UNIT	GROSS AMOUNT	PERCENT DISC.	NET AMOUNT
100022	Class H Cement	sacks	1385	29.700	41,134.50	60%	16,453.80
100104	US-40	gals	40	43.600	1,744.00	60%	697.60
100114	Potassium Chloride	lbs	2272	1.730	3,930.56	60%	1,572.22
100120	Bentonite	lbs	1044	0.470	490.68	60%	196.27
100121	Sifica Flour	lbs	43030	0.500	21,515.00	60%	8,606.00
100283	R-3	lbs	271	3.290	891.59	60%	356.64
100317	Poz (Fly Ash)	sacks	70	11.150	780.50	60%	312.20
100356	Barite - Sacked	lbs	5880	0.560	3,292.80	60%	1,317.12
121106	Cement Plug, Rubber, Bottom 9-5/8 in	ea	1	680.000	680.00	60%	272.00
121116	Cement Plug, Rubber, Top 9-5/8 in	ea	1	362.000	362.00	60%	144.80
398117	Ultra Flush II System	bbbls	40	191.500	7,660.00	60%	3,064.00
488013	CD-32	lbs	27	11.900	321.30	60%	128.52
488019	FP-6L	gals	3	93.500	280.50	60%	112.20
488167	FL-25	lbs	708	20.250	14,337.00	60%	5,734.80
488266	SS-2	gals	80	92.000	7,360.00	60%	2,944.00
499705	ASA-301	lbs	118	18.150	2,141.70	60%	866.68
A152	Personnel Surcharge - Cement Svc	ea	1	152.000	152.00	0%	152.00
K002	Environmental Management-Dispose Mills	ea	1	250.000	250.00	0%	250.00
M100	Bulk Materials Service Charge	cu ft	2433	3.930	9,561.69	60%	3,824.68
R186	Batch Mix Skid, 48-50 bbl	day	1	1,110.000	1,110.00	60%	444.00
F027A	Cement Pump Casing, 12001 - 13000 ft	6hrs	2	18,000.000	36,000.00	60%	14,400.00
F038	Cement Pump Casing, Additional Hrs	hrs	16	705.000	11,280.00	50%	5,640.00
J050	Fas-Lok Cement Head	job	1	595.000	595.00	60%	238.00
J225	Data Acquisition, Cement, Standard	job	1	1,540.000	1,540.00	60%	616.00
J390	Mileage, Heavy Vehicle	miles	560	8.550	4,788.00	60%	1,915.20
J391	Mileage, Auto, Pick-Up or Treating Van	miles	140	4.830	676.20	60%	270.48
K371	Field Storage Bin	job	1	1,195.000	1,195.00	60%	478.00

PHONE: (713) 462-4239 TERMS: NET 30 DAYS PAY THIS AMOUNT

BJ Services





Central Accounting Duplicate

BJ Services Company

INVOICE NO. 1575712 SP 00110	OUR RECEIPT NO. 1001525624	DATE 11/19/2009
CUSTOMER NO. 20006971	YOUR ORDER NO. 1404	

REMIT TO: P.O. Box 4346-Dept. 393
Houston, TX 77210-4346

Axis Onshore, LLC
16610 Dallas Parkway
Suite 200
Dallas Texas 75248

SERVICES FROM OUR STATION AT Columbia Operations	BJ REPRESENTATIVE Maiton Expose	SIGNED FOR YOU BY Wes Whitman
FOR SERVICE WELL NAME / LOCATION Graves # 1	COUNTY/PARISH Wilkinson	STATE Mississippi

PRODUCT CODE	DESCRIPTION	UNIT OF MEASURE	QUANTITY	LIST PRICE UNIT	GROSS AMOUNT	PERCENT DISC.	NET AMOUNT
J401	Bulk Delivery, Dry Products	ton-mi	6605	2.850	18,824.25	60%	7,529.70**
	Mississippi State Sales Tax 7%				192,894.27		78,526.91
	SUB TOTAL						5,496.88

PHONE: (713) 462-4239	TERMS: NET 30 DAYS	PAY THIS AMOUNT	USD	84,023.79
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4720



Central Accounting Duplicate

BJ Services Company

INVOICE NO. 1581493 SP 00110	OUR RECEIPT NO. 1001532231	DATE 12/02/2009
CUSTOMER NO. 20006971	COST CENTER 1404	YOUR ORDER NO.

REMIT TO: P.O. Box 4346-Dept. 393
Houston, TX 77210-4346

Avis Onshore, LLC
16610 Dallas Parkway
Suite 200
Dallas Texas 75248

SERVICES FROM OUR STATION/AT Columbia Operations	BJ SERVICES SUPERVISOR Marlon Expose	SIGNED FOR YOU BY Wes Whitman
FOR SERVICE WELL NAME Graves #1	COUNTY/PARISH Wilkinson	STATE Mississippi

PRODUCT CODE	DESCRIPTION	UNIT OF MEASURE	QUANTITY	LIST PRICE/UNIT	GROSS AMOUNT	PERCENT DISC.	NET AMOUNT
100022	Class H Cement	sacks	65	29.700	1,930.50	60%	772.20
100114	Potassium Chloride	lbs	218	1.730	377.14	60%	150.86
100121	Silica Flour	lbs	2139	0.500	1,069.50	60%	427.80
100283	R-3	lbs	13	3.290	42.77	60%	17.11
398107	OB-1	bbbls	20	169.500	3,390.00	60%	1,356.00
415060	Hematite (grey, coarse), 100# bag	lbs	3760	1.120	4,211.20	60%	1,684.48
488013	CD-32	lbs	13	11.900	154.70	60%	61.88
488019	FP-6L	gals	1	93.500	93.50	60%	37.40
488120	BA-61	lbs	62	17.150	1,063.30	60%	425.32
499705	ASA-301	lbs	10	18.150	181.50	60%	72.60
499767	FL-63	lbs	37	64.500	2,386.50	60%	954.60
A152	Personnel Surcharge - Cement Svc	ea	1	152.000	152.00	0%	152.00
K002	Environmental Management-Dispose Mills	ea	1	250.000	250.00	0%	250.00
K300	Batch Mix Truck, 100-150 bbl, 1st 4 Hrs	4hrs	6	2,825.000	16,950.00	60%	6,780.00
M100	Bulk Materials Service Charge	cu ft	236	3.930	927.48	60%	370.99
F038	Cement Pump Casing, Additional Hrs	hrs	21	705.000	14,805.00	50%	7,402.50
F077A	Cement Pump Tubing, 12001 - 13000 ft	8hrs	1	20,500.000	20,500.00	60%	8,200.00
J050	Fas-Lok Cement Head	job	1	595.000	595.00	60%	238.00
J225	Data Acquisition, Cement, Standard	job	1	1,540.000	1,540.00	60%	616.00
J390	Mileage, Heavy Vehicle	miles	420	8.550	3,591.00	60%	1,436.40
J391	Mileage, Auto, Pick-Up or Treading Van	miles	140	4.830	676.20	60%	270.48
J401	Bulk Delivery, Dry Products	ton-mi	462	2.850	1,316.70	60%	526.68
	SUB TOTAL				76,203.99		32,203.30
	Mississippi State Sales Tax 7%						2,254.23

PHONE: (713) 462-4239

TERMS: NET 30 DAYS

PAY THIS AMOUNT USD 34,457.53

BJ Services

1/2009

Dr. 1374/30-39 & 83

NOTE: The drilling unit shown herein lies totally within the confines of a rectangle 2725.0 by 1600.0 feet.

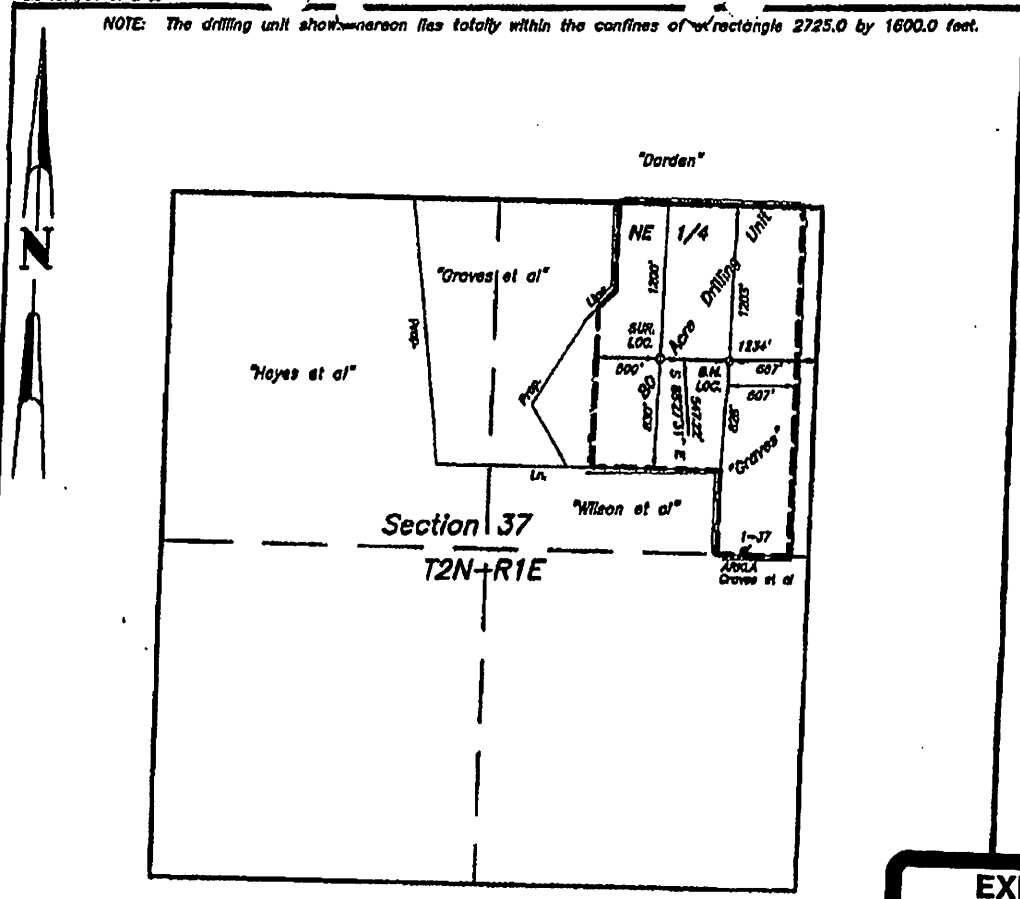


EXHIBIT
 B

Ground Elevation at Staked Location = 398.5 N.G.V.D. (After Grading)

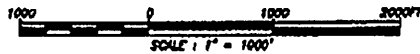
DESCRIPTION OF LOCATION: 1200 feet from the north line and 1234 feet from the east line of Section 37, T2N-R1E, Wilkinson County, Mississippi. Thence, go S 88°27'31" E for 547.22 feet to the Bottom Hole Location in Section 37.
 Geodetic Position of Location (NAD '83): Lat. 31°05'52.5" and Long. 91°04'48.7"
 Mississippi West Zone Co-Ordinates System (NAD '83): X = 2,062,816.64 and Y = 581,931.55

Malcolm G. Barlow
 Malcolm G. Barlow, Reg. P.L.S. #1499
 December 7, 2009



Well Location For
AXIS ONSHORE, LP
Graves 37-1 No. 1 - S.T.
 Situated In
 Section 37, T2N-R1E
 Wilkinson County, Mississippi

RECEIVED
 DEC 15 2009
 STATE OIL & GAS BOARD



JORDAN, KAUSER & SESSIONS
 Civil Engineers & Professional Land Surveyors
 P. O. Box 1267, Natchez, Mississippi 39127
 Tel: (601)442-3629 Fax: (601)442-3511

December 2009
 & \DATA\MS\02\011\AXIS\GRAVES 37-1\AXIS-GRAVES.dwg

S0506009

WILKINSON COUNTY, MISSISSIPPI

I, certify that the foregoing instrument was filed for record and recorded in Construction 19 2010 at 3:05 PM in Book No. 4, Page 423
 Thomas C. Tolliver, Jr., Chancery Clerk, By: Malcolm G. Barlow D.C.
 Central Office Supplies

PROOF OF CLAIM EXHIBIT "B"

BASIS OF BJ SERVICES COMPANY USA'S CLAIM

Principal Amount of Unpaid Invoices:	\$	118,481.32
Interest @ 18% per annum from 12/19/2009 to 07/28/2010:	\$	12,691.94
Attorney's Fees and Expenses through 07/28/2010:	\$	<u>5,954.00</u>
Total amount of Claim	\$	137,127.26

BJ Services Company, USA, provided goods and services to Axis Onshore, LLC, now known as Axis Onshore, LP, ("Axis") on a well located in the State of Mississippi. Upon best information and belief, Axis is the owner of these properties and directly benefited from the work performed by BJ Services Company, USA. Invoices were submitted directly to the operator of the properties, at the request of the operator.

To calculate the interest owed on this claim, BJ Services Company, USA applied the contractual interest rate of 18% per annum beginning 30 days from the date of invoice through the date of filing this proof of claim (July 28, 2010). Interest will continue to accrue at the rate of 18% per annum (\$57.43 per day) until paid.

BJ Company, USA is entitled to attorney's fees incurred to seek the collection of amounts due. The legal basis for this recovery is pursuant to the parties' contract, applicable federal law and applicable state law. *See*, 11 USC § 502, 506; Tex. Prop. Code § 53.001; 56.001.

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):

<p><i>Creditor:</i> (13409358) BJ Services Company, USA c/o Carl Dore, Jr. Dore & Associates, Attorneys, P.C. 17171 Park Row, Suite 350 Houston, Texas 77084</p>	<p>Claim No: 66 <i>Original Filed</i> Date: 07/28/2010 <i>Original Entered</i> Date: 07/28/2010</p>	<p><i>Status:</i> <i>Filed by:</i> AT <i>Entered by:</i> Dore, Carl <i>Modified:</i></p>
<p>Secured claimed: \$137127.26 Total claimed: \$137127.26</p>		
<p><i>History:</i> <u>Details</u> <u>66-1</u> 07/28/2010 Claim #66 filed by BJ Services Company, USA, total amount claimed: \$137127.26 (Dore, Carl)</p>		
<p><i>Description:</i></p>		
<p><i>Remarks:</i></p>		

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
Unsecured		
Secured	\$137127.26	
Priority		
Unknown		
Administrative		
Total	\$137127.26	\$0.00