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Special Counsel for Axis Onshore, L.P.

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

| | | |
|--|------------------------|--------------------|
| IN RE: | § | |
| | § CASE NO. 10-33565 | RECEIVED |
| TRIDIMENSION ENERGY, L.P., <i>et al.</i> | § | |
| | § Chapter 11 | AUG 10 2010 |
| | § | |
| Debtor | § Jointly Administered | BMC GROUP |
| | § | |

NOTICE OF PERFECTION OF LIEN PURSUANT TO SECTION 546(b)

Axis Onshore, L.P. (“Axis”) hereby give notice pursuant to 11 U.S.C. § 546(b) of the perfection of a lien upon oil and gas property. In support of this Notice, Axis would show the following:

1. Axis holds a claim in the amount of approximately \$1,061,896.52 plus interest and attorneys' fees representing unpaid amounts due and owing on oil and gas lease operating expenses for the wells located in Louisiana and listed on Exhibit A against TDE Property Holdings, L.P. Axis is an operator (as that term is defined in La. R.S. § 9.4881) and/or a “contractor” (as that term is defined in La. R.S. § 9:4861), that has performed labor and services, and has furnished fuel, drilling rigs, machinery, equipment, material and supplies, all of which

have been utilized in the operations (as that term is defined in La. R.S. § 9:4861), including drilling, completion, reworking and operation, and in connection with the drilling, completion, reworking and operation, of the Well. All or a portion of Axis's claim is secured by statutory liens (the "Liens"), including the liens described below and further lien rights related to pre-petition materials and/or services furnished by Axis which liens may be perfected post-petition under applicable law and, once perfected, which may incept and relate back to the first date materials and/or labor on the subject leaseholds were furnished. A summary of the properties upon which Axis claims a lien and the amounts due and owing is included in Exhibit A.

2. Pursuant to applicable Louisiana Law, La. R. S. § 9:4861, *et seq.*, Axis's liens (in its role as operator) attach to and encumber the following:

- (a) A privilege is established over the interest of the operator or non-operator in the following property:
 - (i) The operating interests under which the operations are conducted;
 - (ii) The Well (see exhibit A), buildings, tanks, leasehold pipelines, and other construction or facility on the above-described Well site(s);
 - (iii) Movables on the above-described Well site(s) that are used in operations, other than movables that are only transiently on the well site for repair, testing or other temporary use;
 - (iv) The tract of land, servitude and lease covering the Well site on the operating interest upon the above-described Well;
 - (v) The hydrocarbons produced from the Well; and

- (vi) The proceeds received by, and the obligations owed to, the operator or non-operator from the disposition of hydrocarbons subject to the privilege.

The property described above shall be referred to collectively as the “Operator Subject Property.” *See* La. R. S. § 9:4883.

3. Pursuant to applicable Louisiana Law, La. R. S. § 9:4861, *et seq.*, Axis’s liens (in its role as contractor) attach to and encumber the following:

- (a) The operating interest under which the operations giving rise to the claimant’s privilege are conducted together with the interest of the lessee of such interest in the following:
 - (i) See description of the Louisiana Well on attached Ex. A.
 - (ii) Buildings, tanks, leasehold pipelines, and other construction or facility on the above-described Well site(s);
 - (iii) Movables on the above-described Well site(s) that are used in operations, other than movables that are only transiently on the well site for repair, testing or other temporary use;
 - (iv) The tract of land, servitude and lease covering the Well site on the operating interest upon the above-described Well.
- (b) The drilling or other rig located at the Well site of the operating interest if the rig is owned by the operator or by a contractor from whom the activities giving rise to the privilege emanate.
- (c) The interest of the operator and participating lessee(s) in hydrocarbons produced from the operating interest and the interest of non-participating lessee(s) in

hydrocarbons produced from that part of his operating interest subject to the privilege.

- (d) The proceeds received by, and the obligations owed to, a lessee from the disposition of hydrocarbons subject to the privilege.
- (e) And upon any other property provided for in La. R.S. § 9:4863.

The property described above shall be referred to collectively as the "Contractor Subject Property." *See* La. R. S. § 9:4863.

4. Axis's Liens encumber the following interests in the Operator and Contractor Subject Property:

- (a) the interests of the contracting party (operator) and any mineral property owner on whose behalf such contracting party contracted as trustee, agent, receiver or mineral contractor;
- (b) the interests of identified working interest owners with a recorded assignment as of the applicable mineral lien inception date; and
- (c) the interests of any working interest owners without a recorded assignment as of the applicable mineral lien inception date.

5. Once filed and perfected, Axis's Liens incept and relate back to the date Axis commenced furnishing labor and/or materials on the subject leases and/or units. *See* La. R. S. § 9:4864; 9:4870; 9:4884; 9:4888.

6. Pursuant to 11 U.S.C. § 546(b), Axis gives notice of the perfection of statutory liens on the property described above, including all proceeds from such property. Axis reserves

the right to supplement and/or amend this notice. Axis further reserves all rights under applicable law.

Respectfully Submitted,

AXIS ONSHORE, L.P.

/s/ Erin K. Lovall

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Special Counsel for Axis Onshore, L.P.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing was served on July 20, 2010 upon those parties receiving notice pursuant to the Court's ECF notification system.

/s/ Erin K. Lovall

Erin K. Lovall

