

In re **Teton ORRI LLC**

Case No. **09-13953**

Debtor

(If known)

AMENDED SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions, Above.)	DEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. Bank of New York Mellon Trust Co. as Indenture Trustee for the 10.75 c/o Thompson & Knight LLP 919 Third Avenue, 39th Floor New York, New York 10022		VALUE \$0.00				0.00	0.00
ACCOUNT NO. Cineasias Partners, LP Attn: Jake Mercer 3033 Excelsior Blvd., Ste. 300 Minneapolis, MN, 55416		06/18/2008 2nd Lien on all Operating Assets of the Debtors VALUE \$0.00				935,000.00	935,000.00
ACCOUNT NO. DRE Partners, LP c/o Whitebox Advisors Attn: Jake Mercer 3033 Excelsior Blvd., Ste. 300 Minneapolis, MN, 55416		06/18/2008 2nd Lien on all Operating Assets of the Debtors VALUE \$0.00				1,772,000.00	1,772,000.00
ACCOUNT NO. F Cubed Partners, LP c/o Whitebox Advisors Attn: Jake Mercer 3033 Excelsior Blvd., Ste. 300 Minneapolis, MN, 55416		06/18/2008 2nd Lien on all Operating Assets of the Debtors VALUE \$0.00				1,706,000.00	1,706,000.00

3 continuation sheets attached

Subtotal >
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Total >
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\$ 4,413,000.00	\$ 4,413,000.00
\$	\$

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re Teton ORRI LLC

Case No. 09-13953

Debtor

(If known)

AMENDED SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions, Above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. <input checked="" type="checkbox"/> Guaranty Bank and Trust Attn: Gail Nofsinger 1331 17th Street Denver, CO 80202	<input checked="" type="checkbox"/>	08/09/2007 Security Agreement 1st Lien on all Operating Assets of the Debtors VALUE: Undeterm.				5,188,684.00	Undeterm.
ACCOUNT NO. <input type="checkbox"/> IAM Mini-Fund 14 Limited c/o Whitebox Advisors Attn: Jake Mercer 3033 Excelsior Blvd., Ste. 300 Minneapolis, MN, 55416	<input type="checkbox"/>	06/18/2008 2nd Lien on all Operating Assets of the Debtors VALUE \$0.00				241,000.00	241,000.00
ACCOUNT NO. <input checked="" type="checkbox"/> Interlachen Convertible Investments Ltd. Attn: Gregg Colburn 800 Nicollet Mall, Ste. 2500 Minneapolis, MN 55402	<input checked="" type="checkbox"/>	06/18/2008 2nd Lien on all Operating Assets of the Debtors VALUE \$0.00				5,250,000.00	5,250,000.00
ACCOUNT NO. <input checked="" type="checkbox"/> Ironman PI Fund (QP), LP Attn: G. Bryan Dutt 2211 Norfolk, Ste. 611 Houston, TX 77098	<input checked="" type="checkbox"/>	06/18/2008 Security Agreement 2nd Lien on all Operating Assets of the Debtors VALUE \$0.00				750,000.00	750,000.00

Sheet no. 1 of 3 continuation sheets attached to Schedule of Creditors Holding Secured Claims

Subtotal >
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Total >
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\$ 11,429,684.00	\$ 6,241,000.00
\$	\$

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re Teton ORRI LLC

Case No. 09-13953

Debtor

(If known)

AMENDED SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions, Above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. <input checked="" type="checkbox"/> JPMorgan Chase Bank, N.A. Attn: John D. Runger 10 South Dearborn, Floor 36 Chicago, IL 60603 Bank of New York, Mellon Trust Co. Attn: Kash Ashgar 601 Travis Street, 16th Houston, TX 77022	<input checked="" type="checkbox"/>	08/09/2007 Security Agreement 1st Lien on all Operating Assets of the Debtors VALUE: Undeterm.				6,918,245.00	Undeterm.
ACCOUNT NO. <input type="checkbox"/> O'Connor Gbl Cnvtbl Arb II Mstr Ltd Attn: Andrew Martin 299 Park Avenue New York, New York 10171	<input type="checkbox"/>	06/18/2008 2nd Lien on all Operating Assets of the Debtors VALUE \$0.00				375,000.00	375,000.00
ACCOUNT NO. <input checked="" type="checkbox"/> O'Connor Global Multi-Strategy Alph Attn: Andrew Martin 299 Park Avenue New York, New York 10171	<input checked="" type="checkbox"/>	06/18/2008 Security Agreement 2nd Lien on all Operating Assets of the Debtors VALUE \$0.00				3,375,000.00	3,375,000.00
ACCOUNT NO. <input type="checkbox"/> O'Connor PIPES Corp Stg Mstr Ltd Attn: Andrew Martin 299 Park Avenue New York, New York 10171	<input type="checkbox"/>	06/18/2008 2nd Lien on all Operating Assets of the Debtors VALUE \$0.00				750,000.00	750,000.00

Sheet no. 2 of 3 continuation sheets attached to Schedule of Creditors Holding Secured Claims

Subtotal >
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Total >
(Use only on last page)

\$ 11,418,245.00	\$ 4,500,000.00
\$	\$

(Report also on Summary of Schedules)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re Teton ORRI LLC

Case No. 09-13953

Debtor

(If known)

AMENDED SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions, Above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	08/09/2007 Non-Purchase Money Security Agreement 1st Lien on all Operating Assets of the Debtors VALUE: Undeterm.				5,188,684.00	Undeterm.
Royal Bank of Canada Attn: Don Kinnerney 3900 Williams Tower 2800 Post Oak Blvd. Houston, TX 77056							
ACCOUNT NO. <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	08/09/2007 Security Agreement 1st Lien on all Operating Assets of the Debtors VALUE: Undeterm.				5,188,684.00	Undeterm.
US Bank National Association Attn: Monte E. Decker 950 17th Street, 8th Fl. Denver, CO 20202							
ACCOUNT NO. <input type="checkbox"/>	<input type="checkbox"/>	06/18/2008 2nd Lien on all Operating Assets of the Debtors VALUE \$0.00				2,130,000.00	2,130,000.00
Whitebox Combined Partners, LP c/o Whitebox Advisors Attn: Jake Mercer 3033 Excelsior Blvd., Ste. 300 Minneapolis, MN, 55416							
ACCOUNT NO. <input type="checkbox"/>	<input type="checkbox"/>	06/18/2008 2nd Lien on all Operating Assets of the Debtors VALUE \$0.00				744,000.00	744,000.00
Whitebox Convertible Arbitrage Part c/o Whitebox Advisors Attn: Jake Mercer 3033 Excelsior Blvd., Ste. 300 Minneapolis, MN, 55416							
ACCOUNT NO. <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	06/18/2008 Security Agreement 2nd Lien on all Operating Assets of the Debtors VALUE \$0.00				50,000.00	50,000.00
Whitebox Intermarket Partners, LP Attn: Jake Mercer 3033 Excelsior Blvd., Ste. 300 Minneapolis, MN, 55416							

Sheet no. 3 of 3 continuation sheets attached to Schedule of Creditors Holding Secured Claims

Subtotal >
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Total >
(Use only on last page)

\$ 13,301,368.00	\$ 2,924,000.00
\$ 40,562,297.00	\$ 18,078,000.00

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re Teton ORRI LLC

Case No. 09-13953

Debtor.

Chapter 11

AMENDMENT COVER SHEET

The following items have been amended in the above named bankruptcy proceeding (check all applicable boxes)

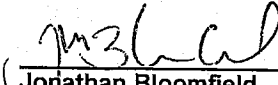
- Voluntary Petition (Specify reason for amendment) _____
- Summary of Schedules _____
- Schedule A - Real Property _____
- Schedule B - Personal Property _____
- Schedule C - Property Claimed as Exempt _____
- Schedule D, E, or F and/or Matrix, and/or List of Creditors or Equity Holders
- Add/Delete creditor(s), change amount or classification of debt - \$26.00 fee required**
- Add/change address of already listed creditor - No Fee**
- Schedule G - Executory Contracts and Unexpired Leases _____
- Schedule H - Codebtors _____
- Schedule I - Current Income of Individual Debtor(s) _____
- Schedule J - Current Expenditures of Individual Debtor(s) _____
- Declaration Regarding Schedules _____
- Statement of Financial Affairs and/or Declaration _____
- Chapter 7 Individual Debtor's Statement of Intention _____
- Disclosure of Compensation of Attorney for Debtor _____
- Statement of Current Monthly Income and Means Test Calculation (Form 22A, 22B or 22C) _____
- Certification of Credit Counseling _____
- Other: _____

Amendment of debtor(s) Social Security Number requires the filer to follow the instructions provided by the Office of the U.S. Trustee.

Declaration of Debtor

I (We) declare under penalty of perjury that the information set forth in the amendment(s) attached hereto is (are) true and correct to the best of my (our) information and belief.

Date: 12/14/09



Jonathan Bloomfield
Executive Vice President,
Chief Financial Officer