

UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS **PROOF OF CLAIM**

Name of Debtor: (Check Only One):
 Opus West Corporation
 Opus West Construction Corporation
 O.W. Commercial, Inc.
 Opus West LP
 Opus West Partners, Inc.

Case Number:
09-34356

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. All other requests 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):
Joel De Spain
8105 N. Madrone
Austin, TX 78737

FILED
 NOV 9 2009
 TAWANA C. MARSHALL, CLERK
 U.S. BANKRUPTCY COURT
 NORTHERN DISTRICT OF TEXAS
 SD

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

Name and address where notices should be sent:
Joel De Spain
8105 N. Madrone Tr.
Austin, TX 78737
 Telephone number: 512-7846414
 Email Address: or 512-2886544

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.

Name and address where payment should be sent (if different from above):
Joel De Spain
8105 N. Madrone
Austin, TX 78737
 Telephone number: 512-2886544 or (512) 7846414

1. Amount of Claim as of Date Case Filed: \$ 182,981.34
 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.

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 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): employment income
 Amount entitled to priority: \$182,981.34

2. Basis for Claim: Employment income earned by employee/retiree
 (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 Equipment Other
 Value of Property: \$ _____ Annual Interest Rate: _____ %
 Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____
 Basis for perfection: _____ Amount Unsecured: \$ _____

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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 or 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: 11-6-09
 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.
Joel De Spain

FOR COURT USE ONLY
 OPUS WEST

 00576



2008 Deferred Compensation Statement

**Officer 80/20 Plan
As of June 30, 2009**

Participant Name: DeSpain, Joel L.
Company Name: Opus West Corporation

Account Balance as of 12/31/2008	169,885.11
2008 Vested Interest (if applicable)	13,590.81
2008 Deferral (if applicable)	-
Total Account Balance	<u>183,475.92</u>
3/15/2009 Vested Payment	(7,532.32)
Vested Total Paid at Termination	-
Total Vested Paid Out	<u>(7,532.32)</u>
Vested Balance	71,119.11
2009 Interest (if applicable)	7,037.74
Net Vested Balance	<u>78,156.85</u>
Unvested Balance	104,824.49
Unvested Total @ 50% (if termed by 6/30/09)	-
1st Installment Paid at Termination (if applicable)	-
Net Unvested Balance *	<u>104,824.49</u>

<u>Net Account Balance at 6/30/09</u>	
Vested	78,156.85
Unvested *	<u>104,824.49</u>
Total Balance	<u><u>182,981.34</u></u>

*If termination date is after 6/30/2009, unvested balance should be reduced by 50% to arrive at actual current unvested balance.

OPUEWEST CORPORATION
 Long-Term Incentive Compensation
 Schedule

Year Paid	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
2003 Deferral		13,405.84	13,405.84								
Interest @ 8%			1,072.47								
Subtotal			14,478.31								
2005 payment			(2,895.66)								
Balance			11,582.65	11,582.65							
Interest @ 8%				826.81							
Subtotal				12,509.26							
2006 payment				(3,266.30)							
Balance				9,242.96	9,242.96						
Interest @ 8%					739.44						
Subtotal					9,982.40						
2007 payment					(3,524.65)						
Balance					6,457.75	6,457.75					
Interest @ 8%						516.82					
Subtotal						6,974.37					
2008 payment						0.00	0.00	0.00	0.00	0.00	0.00
Balance						6,974.37	6,974.37	6,974.37	6,974.37	6,974.37	6,974.37
Interest @ 8%							557.95	557.95	557.95	557.95	557.95
Subtotal							7,532.32	7,532.32	7,532.32	7,532.32	7,532.32
2009 payment							(7,532.32)	(7,532.32)	(7,532.32)	(7,532.32)	(7,532.32)
Balance							0.00	0.00	0.00	0.00	0.00
2004 Deferral			24,159.98	24,159.98							
Interest @ 8%				1,932.80							
Subtotal				26,092.78							
2006 payment				(5,218.55)							
Balance				20,874.21	20,874.21						
Interest @ 8%					1,669.94						
Subtotal					22,544.15						
2007 payment					(5,886.53)						
Balance					16,657.62	16,657.62					
Interest @ 8%						1,332.61					
Subtotal						17,990.23					
2008 payment						0.00	0.00	0.00	0.00	0.00	0.00
Balance						17,990.23	17,990.23	17,990.23	17,990.23	17,990.23	17,990.23
Interest @ 8%							1,439.22	1,439.22	1,439.22	1,439.22	1,439.22
Subtotal							19,429.45	19,429.45	19,429.45	19,429.45	19,429.45
2009 payment							0.00	0.00	0.00	0.00	0.00
Balance							19,429.45	19,429.45	19,429.45	19,429.45	19,429.45
Interest @ 8%								1,554.36	1,554.36	1,554.36	1,554.36
Subtotal								20,983.81	20,983.81	20,983.81	20,983.81
2010 payment								(20,983.81)	(20,983.81)	(20,983.81)	(20,983.81)
Balance								0.00	0.00	0.00	0.00
2005 Deferral				50,000.00	50,000.00						
Interest @ 8%					4,000.00						
Subtotal					54,000.00						
2007 payment					(10,800.00)						
Balance					43,200.00	43,200.00					
Interest @ 8%						3,456.00					
Subtotal						46,656.00					
2008 payment						0.00	0.00	0.00	0.00	0.00	0.00
Balance						46,656.00	46,656.00	46,656.00	46,656.00	46,656.00	46,656.00
Interest @ 8%							3,732.48	3,732.48	3,732.48	3,732.48	3,732.48
Subtotal							50,388.48	50,388.48	50,388.48	50,388.48	50,388.48
2009 payment							0.00	0.00	0.00	0.00	0.00
Balance							50,388.48	50,388.48	50,388.48	50,388.48	50,388.48
Interest @ 8%								4,031.08	4,031.08	4,031.08	4,031.08
Subtotal								54,419.56	54,419.56	54,419.56	54,419.56
2010 payment								0.00	0.00	0.00	0.00
Balance								54,419.56	54,419.56	54,419.56	54,419.56
Interest @ 8%									4,353.56	4,353.56	4,353.56
Subtotal									58,773.12	58,773.12	58,773.12
2011 payment									(58,773.12)	(58,773.12)	(58,773.12)
Balance									0.00	0.00	0.00

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OILFIELD SERVICES CORPORATION
 Long-Term Incentive Compensation
 José Delgado

Year Paid	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
2006 Deferral				45,889.05	45,889.05						
Interest @ 8%						3,855.12					
Subtotal						49,344.17					
2008 payment						0.00	Changed to Officer Plan 1/1/07				
Balance						49,344.17	49,344.17				
Interest @ 8%								3,947.53			
Subtotal								53,291.70			
2009 payment							0.00				
Balance							53,291.70	53,291.70			
Interest @ 8%									4,263.34		
Subtotal									57,555.04		
2010 payment								0.00			
Balance								57,555.04	57,555.04		
Interest @ 8%										4,604.40	
Subtotal										62,159.44	
2011 payment									0.00		
Balance									62,159.44	62,159.44	
Interest @ 8%											4,972.76
Subtotal											67,132.20
2012 payment											(67,132.20)
Balance											0.00
2007 Deferral					48,920.34	48,920.34					
Interest @ 8%											
Subtotal											
2009 payment							0.00				
Balance							52,833.97				
Interest @ 8%								4,226.72			
Subtotal								57,060.69			
2010 payment								0.00			
Balance								57,060.69	57,060.69		
Interest @ 8%										4,564.86	
Subtotal										61,625.55	
2011 payment									0.00		
Balance									61,625.55	61,625.55	
Interest @ 8%											4,930.04
Subtotal											66,555.59
2012 payment										0.00	
Balance										66,555.59	66,555.59
Interest @ 8%											5,324.45
Subtotal											71,880.04
2013 payment											(71,880.04)
Balance											0.00
Balance Forward	0.00	14,101.48	25,589.52	45,465.18	86,910.01	115,509.53	169,885.11	175,943.60	169,035.29	123,784.99	66,555.59
L.T. Additions	14,101.48	13,405.84	24,159.96	50,000.00	45,689.05	48,920.34					
Total Interest	0.00	1,128.12	2,047.16	3,637.22	6,952.81	9,240.76	13,590.81	14,075.50	13,522.82	9,902.80	5,324.45
Total Payment	0.00	(3,045.92)	(6,331.46)	(12,192.39)	(24,042.34)	(3,785.52)	(7,532.32)	(20,983.81)	(58,773.12)	(67,132.20)	(71,880.04)
L.T. Balance	14,101.48	25,589.52	45,465.18	86,910.01	115,509.53	169,885.11	175,943.60	169,035.29	123,784.99	66,555.59	0.00
Vested Balance	0.00	0.00	0.00	0.01	0.00	32,045.50	71,119.11	98,732.95	86,702.89	53,244.49	0.00
Medicare Taxable	0.00	3,045.92	6,331.46	12,192.40	24,042.33	34,296.81	43,013.53	42,384.85	38,671.63	26,737.56	14,376.01

14,101.48 25,589.52 45,465.18 86,910.01 115,509.53 169,885.11 175,943.60 169,035.29 123,784.99 66,555.59 0.00

Vested 71,119.11
 Paid at termination 0.00
 2009 Interest 7,037.74
 Vested balance 78,156.85

Unvested 104,824.49
 2008 deferrals 0.00
104,824.49

50% 0.00
 1st installment 0.00
 Unvested balance 104,824.49