


B 10 (Official Form 10) (12/08)

UNITED STATES BANKRUPTCY COURT Northern District of Texas		PROOF OF CLAIM
Name of Debtor: Axle E&P, LP		Case Number: 10-33566
<small>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.</small>		
Name of Creditor (the person or other entity to whom the debtor owes money or property): X-CHEM, Inc.		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: Phil F. Snow, Snow Fogel Spence, LLP 2929 Allen Parkway, Suite 4100, Houston, TX 77019		Court Claim Number: _____ <i>(if known)</i>
Telephone number: (713) 335-4800		Filed on: _____
Name and address where payment should be sent (if different from above):		<input type="checkbox"/> 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.
Telephone number:		<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: \$ <u>181,208.65</u> *		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.
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. <input type="checkbox"/> 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.		
2. Basis for Claim: <u>See Exhibit A attached</u> <small>(See instruction #2 on reverse side.)</small>		<input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).
3. Last four digits of any number by which creditor identifies debtor: _____		<input type="checkbox"/> 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).
3a. Debtor may have scheduled account as: _____ <small>(See instruction #3a on reverse side.)</small>		<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).
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: <input checked="" type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other Describe: <u>See Exhibit A</u> Value of Property: \$ _____ Annual Interest Rate <u>18%</u> Amount of arrearage and other charges as of time case filed included in secured claim, If any: \$ <u>181,208.65</u> * Basis for perfection: <u>See Exhibit A</u> Amount of Secured Claim: \$ <u>181,208.65</u> Amount Unsecured: \$ _____		<input type="checkbox"/> 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).
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).
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. <i>(See instruction 7 and definition of "redacted" on reverse side.)</i> DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)(____). Amount entitled to priority: \$ _____
Date: <u>7/23/10</u> 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. Greg Schwartz, President X-CHEM, Inc. <i>Greg Schwartz</i>		*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.
		FOR COURT USE ONLY TriDimension  00081

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.

*Plus interest and attorneys' fees.

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 Kenneth P. Green, SBT #24036677
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ATTORNEYS FOR XCHEM, INC.

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

IN RE:	§	Case No. 10-33566
	§	
AXIS E&P, LP.	§	Chapter 11
	§	
DEBTORS.	§	Jointly Administered

**SUMMARY OF DOCUMENTATION SUPPORTING PROOF OF CLAIM
OF X-CHEM, INC.
 (Axis E&P, L.P.)**

Summary. The documentation supporting the Proof of Claim of X-Chem, Inc. ("X-Chem") includes the mineral lien (the "Subject Mineral Lien") summarized below, together with the applicable contracts, agreements, invoices, and terms and conditions which govern the materials and services furnished by X-Chem:

<u>County or Parish/ State</u>	<u>Well/Lease</u>	<u>Lien Amount</u>	<u>Date Lien Recorded</u>	<u>Recording Information</u>
Wilkinson/MS	Crosby 16-4 #1&2	\$9,198.24	6/17/10	Book 4, Page 709 et seq.
Wilkinson/MS	Crosby 31-11 #1	10,395.73	6/17/10	Book 4, Pages 688 et seq.
Jefferson/MS	Hall #1	3,781.56	6/17/10	Book 1, Page 161 et seq.
Adams/MS	Junkin "N" #1	1,582.06	6/17/10	Book 9, Page 570 et seq.
Adams/MS	Junkin A #22	1,582.06	6/17/10	Book 8, Page 562 et seq.

EXHIBIT A

<u>County or Parish/ State</u>	<u>Well/Lease</u>	<u>Lien Amount</u>	<u>Date Lien Recorded</u>	<u>Recording Information</u>
Avoyelles/LA	Blanche B. Saucier 001	2,082.15	7/12/10	Doc. No. 2010-00004639; Book 661, Page 665 et seq.
Avoyelles/LA	Elder Realty Co 017	1,591.17	7/12/10	Doc. No. 2010-00004640; Book 661, Page 678 et seq.
Avoyelles/LA	Peters 87 SWD 002	2,636.48	7/12/10	Doc. No. 2010-00004641; Book 661, Page 688 et seq.
Avoyelles/LA	Richard Peters SWD 001	1,388.10	7/12/10	Doc. No. 2010-00004642; Book 661, Page 699 et seq.
Avoyelles/LA	R O Martin GL 003	2,082.15	7/12/10	Doc. No. 2010-00004643; Book 661, Page 710 et seq.
Avoyelles/LA	R O Martin 30-2 001 sand 30-2 002	3,780.99	7/12/10	Doc. No. 2010-00004644; Book 661, Page 721 et seq.
Avoyelles/LA	SL 12894 005	2,082.15	7/12/10	Doc. No. 2010-00004645; Book 661, Page 740 et seq.
Avoyelles/LA	W E Groves SWD 001	5,272.96	7/12/10	Doc. No. 2010-00004646; Book 661, Page 753 et seq.
Avoyelles/LA	W L Stokes 001	2,359.89	7/12/10	Doc. No. 2010-00004647; Book 661, Page 766 et seq.
Catahoula/LA	Arnold #1	3,523.62	7/12/10	Doc. No. 269138; Book 261, Page 446 et seq.
Catahoula/LA	Barron #1	1,626.44	7/12/10	Doc. No. 269139; Book 261, Page 459 et seq.
Catahoula/LA	Beltzhoover 001 and 005	3,871.00	7/12/10	Doc. No. 269140; Book 261, Page 471 et seq.
Catahoula/LA	Burley Routon U 001	791.03	7/12/10	Doc. No. 269141; Book 261, Page 494 et seq.
Catahoula/LA	Catahoula Bank & Trust 001	1,582.06	7/12/10	Doc. No. 269147; Book 261, Page 555 et seq.
Catahoula/LA	Hardie 001	1,582.06	7/12/10	Doc. No. 269142; Book 251, Page 503 et seq.
Catahoula/LA	H B White #1	2,373.10	7/12/10	Doc. No. 269145; Book 261, Page 534 et seq.
Catahoula/LA	Missiana #1, FRNE #15, 18-11 #1 and 18-11 #2	8,392.83		[To be provided upon recordation]
Catahoula/LA	Placid Fee NLB 003	3,164.12	7/12/10	Doc. No. 269143; Book 261, Page 513 et seq.
Catahoula/LA	Placid Oil CO Fee 002	791.03	7/12/10	Doc. No. 269144; Book 261, Page 525 et seq.
Concordia/LA	Brushy Bayou 004 & 006	2,277.09		[To be provided upon recordation]

<u>County or Parish/ State</u>	<u>Well/Lease</u>	<u>Lien Amount</u>	<u>Date Lien Recorded</u>	<u>Recording Information</u>
Catahoula/LA	Walters #3	2,179.12	7/12/10	Doc. No. 269146; Book 261, Page 545 et seq.
Concordia/LA	Conc Ph Sch Bd 008	869.31	7/12/10	Doc. No. 276733; Book 411, Page 346 et seq.
Concordia/LA	Ellis B SWD 001	2,706.34	7/12/10	Doc. No. 276734; Book 411, Page 353 et seq.
Concordia/LA	G M Rhodes B 013, 014 and 015	3,993.99	7/12/10	Doc. No. 276739; Book 411, Page 424 et seq.
Concordia/LA	Hodges C 003 and 004	7,361.77	7/12/10	Doc. No. 276735; Book 411, Page 367 et seq.
Concordia/LA	K G Lee 003 and 005	7,048.25		[To be provided upon recordation]
Concordia/LA	K G Lee #5	1,582.06		[To be provided upon recordation]
Concordia/LA	K G Lee et al SWD #4	1,318.24		[To be provided upon recordation]
Concordia/LA	Lk St John SWD #2	1,068.92	7/12/10	Doc. No. 276738; Book 411, Page 411 et seq.
Concordia/LA	Mobile Fee LB A 007	2,031.16	7/12/10	Doc. No. 276736; Book 438, Page 390 et seq.
Concordia/LA	Peabody et al #3	2,970.16		[To be provided upon recordation]
Concordia/LA	Peabody et al #6	2,270.07		[To be provided upon recordation]
Concordia/LA	Peabody et al #7	2,179.13		[To be provided upon recordation]
Concordia/LA	Peabody et al #9	3,018.78		[To be provided upon recordation]
Concordia/LA	Peabody RF No. 002	413.34	7/12/10	Doc. No. 276737; Book 411, Page 399 et seq.
Concordia/LA	Yahey #1	4,453.67		[To be provided upon recordation]
Concordia/LA	Yahey NB SWD #2	533.42		[To be provided upon recordation]
Concordia/LA	I H Yahey et al NB #4	1,388.10		[To be provided upon recordation]
Concordia/LA	I H Yahey et al NB A #5	1,388.10		[To be provided upon recordation]
East Baton Rouge/LA	Jason McCann EA 002	3,107.13	7/13/10	Bndl: 12253; Orig: 140 et seq.
LaSalle/LA	Jack Allen #002 ALT	803.98		[To be provided upon recordation]

<u>County or Parish/ State</u>	<u>Well/Lease</u>	<u>Lien Amount</u>	<u>Date Lien Recorded</u>	<u>Recording Information</u>
LaSalle/LA	Jack Allen #3	2,089.69		[To be provided upon recordation]
LaSalle/LA	Jack Allen #4	1,315.88		[To be provided upon recordation]
LaSalle/LA	Jack Allen #7	9,538.48		[To be provided upon recordation]
LaSalle/LA	L P Minerals 2-3 #1	2,481.48		[To be provided upon recordation]
LaSalle/LA	SL 19857 et al #1	7,794.97		[To be provided upon recordation]
LaSalle/LA	Weyerhaeuser 10 #1	883.05		[To be provided upon recordation]
LaSalle/LA	Weyerhaeuser 10-8 #1	1,944.04		[To be provided upon recordation]
LaSalle/LA	Wells in the Catahoula Lake Field	19,759.75	7/8/10	Mortgage Book 341, Page 271 et seq.
Tensas/LA	G M Rhodes C #1	1,607.96	7/9/10	Mortgage Book 115, Page 461 et seq.
Concordia/LA	Sunk Lake Field/Red River Bay	1,318.24		[To be provided upon recordation]
		\$181,208.65		

Basis for Secured Claim. As set forth in the Subject Mineral Liens, the basis for this Proof of Claim includes X-Chem's performance of labor and services and furnishing of equipment, materials and machinery and/or the incurring of expenses for same in connection with the operations performed by the Debtors on various oil and gas wells and associated oil and gas leases. Due to the voluminous nature of the records which comprise the Subject Mineral Liens, those records are not provided herein. Such records will be furnished upon written request to Phil F. Snow, Snow Fogel Spence LLP, 2929 Allen Parkway, Suite 4100, Houston, Texas 77019, counsel for X-Chem.

The total amount of X-Chem's secured claim against Debtors as set forth above is \$181,298.65, exclusive of contractual interest and attorneys' fees.

Prepetition Interest. X-Chem's Standard Terms and Conditions on its Work Order which governs the materials and services furnished by X-Chem along with the subject invoices requires payment in full within thirty (30) days from the date of the invoice. Further, the Terms and Conditions provide for contractual interest at the rate of 1.5% per month on all invoices which are not timely paid in full. X-Chem is entitled to recover prepetition contractual interest.

Post-Petition Interest and Attorney's Fees. X-Chem has incurred and is entitled to recover post-petition interest, legal fees and expenses related to the claims of X-Chem against the Debtors. *See* 11 U.S.C. §§ 502, 506. X-Chem reserves the right to amend this Proof of Claim to include such additional amounts as and when occurred related to X-Chem's claims against the Debtors.

Reclamation Claim. On June 7, 2010, X-Chem filed a Notice of Reclamation Demand and sent a Reclamation Demand Letter informing the Debtors that it furnished certain products and equipment on credit within 45 days before the date of the commencement of this Bankruptcy Case filed May 21, 2010. To the extent the furnished products and equipment are returned, or an Administrative Claim is paid and approved by the Court, X-Chem will amend this claim as appropriate.

Reservation of Rights. The execution and filing of this Proof of Claim is (a) without waiver or release of any of X-Chem's rights, claims, actions, defenses, setoffs or counter-claims against the Debtors or against any other entity or person liable for all or part of the claims or rights of X-Chem under applicable law, (b) not a consent by X-Chem to the subject matter jurisdiction of the Bankruptcy Court with respect to any proceeding commenced before or after the Petition Date by or

against or otherwise involving X-Chem or the claims or rights of X-Chem set forth herein, (c) without waiver of the right to withdraw the reference with respect to the subject matter of the claims or rights of X-Chem set forth herein, any objection or other proceeding commenced with respect thereto or any other proceeding commenced in this bankruptcy case against or otherwise involving X-Chem, (d) without waiver of, without prejudice to, and with full reservation of X-Chem's rights to a jury trial or arbitration with respect to the subject matter of the claims or rights of X-Chem set forth herein, and (e) not an election of remedy which waives or otherwise affects any other remedy available to X-Chem.

X-Chem expressly reserves all rights including, without limitation, its rights (a) to amend, modify or supplement in any respect this Proof of Claim, including any exhibits, schedule or annex, or to file an amended proof of claim for the purpose of modifying or liquidating the amount of any interest, fees, costs and expenses accrued or incurred subsequent to the Petition Date or any contingent or unliquidated claims or rights of X-Chem set forth herein, (b) to file additional proofs of claim, and (c) against third parties. Additional documentation related to X-Chem's Proof of Claim is available upon written request to Phil F. Snow, Snow Fogel Spence LLP, 2929 Allen Parkway, Suite 4100, Houston, Texas 77019, counsel for Claimant.

Northern District of Texas Claims Register

10-33566-sgj11 Axis E & P, LP

Judge: Stacey G. Jernigan **Chapter:** 11
Office: Dallas **Last Date to file claims:** 07/28/2010
Trustee: **Last Date to file (Govt):**

<i>Creditor:</i> (13405889) X-CHEM, Inc. c/o Phil Snow, Snow Fogel Spence LLP 2929 Allen Parkway Suite 4100 Houston, Texas 77019	Claim No: 2 <i>Original Filed</i> Date: 07/26/2010 <i>Original Entered</i> Date: 07/26/2010	<i>Status:</i> Filed by: CR Entered by: Green, Kenneth Modified:
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Secured claimed: \$181208.65

Total claimed: \$181208.65

History:

Details 2-1 07/26/2010 Claim #2 filed by X-CHEM, Inc., total amount claimed: \$181208.65 (Green, Kenneth)

Description:

Remarks: (2-1) Plus interest and attorneys' fees

Claims Register Summary

Case Name: Axis E & P, LP
Case Number: 10-33566-sgj11
Chapter: 11
Date Filed: 05/21/2010
Total Number Of Claims: 1

	Total Amount Claimed	Total Amount Allowed
Unsecured		
Secured	\$181208.65	
Priority		
Unknown		
Administrative		
Total	\$181208.65	\$0.00