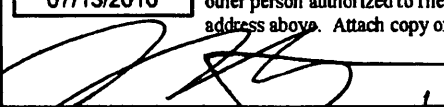


B 10 (Official Form 10) (04/10)

UNITED STATES BANKRUPTCY COURT Northern District of Texas		PROOF OF CLAIM
Name of Debtor: Axis Onshore, L.P.		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): Kimbrell and Associates, L.L.C.		<input type="checkbox"/> 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: 8867 Highland Rd. PMB# 106 Baton Rouge, LA 70808 Telephone number: (225) 348-4700		
Name and address where payment should be sent (if different from above): <div style="text-align: center;"> TAWANA C. MARSHALL, CLERK U.S. BANKRUPTCY COURT NORTHERN DISTRICT OF TEXAS </div> Telephone number: _____		
1. Amount of Claim as of Date Case Filed: \$ <u>2,798.39</u> 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.		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. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) 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). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5). <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)(). Amount entitled to priority: \$ _____ *Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
2. Basis for Claim: <u>services performed</u> (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: <u>3009</u> 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: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, <u>JUL 27 2010</u> If any: \$ _____ Basis for perfection: _____ BMC GROUP Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
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 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: 07/13/2010	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. <div style="text-align: center;">  William Clay Kimbrell, MANAGING MEMBER </div>	



Statement

Kimbrell and Associates, LLC
 8867 Highland Road
 PMB#106
 Baton Rouge, LA 70808

Date
6/3/2010

To:
Axis Orshore, LLC 16610 Dallas Parkway Suite 2500 Dallas, TX 75248

				Amount Due	Amount Enc.	
				\$2,798.39		
Date	Transaction			Amount	Balance	
03/30/2009	Crooks- INV # 3009. Due 03/30/2009. Orig. Amount \$2,511.32.			2,511.32	2,511.32	
04/30/2009	INV # 3009. Due 04/30/2009. Orig. Amount \$199.00.			199.00	2,710.32	
03/30/2009	Peabody Lease- INV # 3009. Due 03/30/2009. Orig. Amount \$33.00.			33.00	2,743.32	
03/30/2009	Rhodes SWD permit- INV # 3009. Due 03/30/2009. Orig. Amount \$55.07.			55.07	2,798.39	
CURRENT		1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	Amount Due
0.00		0.00	0.00	0.00	2,798.39	\$2,798.39

Kimbrell and Associates, LLC

8867 Highland Road
 PMB#106
 Baton Rouge, LA 70808

Invoice

Date	Invoice #
3/30/2009	33009

Bill To
Axis Onshore, LLC 16610 Dallas Parkway Suite 2500 Dallas, TX 75248

P.O. No.	Terms	Due Date	Project
	Due on receipt	3/30/2009	Crooks

Quantity	Description	Rate	Serviced	Amount
2	pulling state documents filed by Axis on proposed SWD well; checking well files on Area of Review	65.00	3/4/2009	130.00
0.75	researching of state records for perforations and depth intervals	90.00	3/4/2009	67.50
5	working on Crooks work permit due to inaccurate information turned into State of Louisiana by client	90.00	3/4/2009	450.00
8	continued trying to rectify problem with work permit and actual well schematics with state; meeting with State of Louisiana about issues; identifying new zone so rig could stay on location	90.00	3/5/2009	720.00
3	review of new permit application with new zone; drafting of schematics with new information as provided by the client	90.00	3/6/2009	270.00
2.5	turning in documents to State of Louisiana; reviewing daily reports; reviewing documents with Matt and Evelyn	65.00	3/12/2009	162.50
0.5	drafting of WH-1 and forwarding to district office in Monroe	65.00	3/24/2009	32.50
1	confer with C. Fisher and T. Kimbrell; locating WH-1 and hand delivering same to Angela Howard	65.00	3/24/2009	65.00
2	confer with C. Fisher; making changes to WH-1; hand delivering same to Angela Howard; looking for logs	65.00	3/25/2009	130.00
0.5	confer with J. Nugent; Angela Howard, Drew Martin, W. Kimbrell about WH-1	65.00	3/26/2009	32.50
27	Black and white copies	0.25	3/30/2009	6.75
11	color copies	0.75	3/30/2009	8.25
15	Postage	0.42	3/30/2009	6.30
	Office Supplies	20.06	3/3/2009	20.06
	Meal	87.14	3/4/2009	87.14
	Filing Fees	126.00	3/6/2009	126.00
			Total	

Phone #	Fax #
225-346-4700	225-346-0915

Kimbrell and Associates, LLC

8867 Highland Road
 PMB#106
 Baton Rouge, LA 70808

Invoice

Date	Invoice #
3/30/2009	33009

Bill To
Axis Onshore, LLC 16610 Dallas Parkway Suite 2500 Dallas, TX 75248

P.O. No.	Terms	Due Date	Project
	Due on receipt	3/30/2009	Crooks

Quantity	Description	Rate	Serviced	Amount
	Parking	10.00	3/25/2009	10.00
	Total Reimbursable Expenses			243.20
	Administrative Fee	10.00%		24.32
	Total Reimbursable Expenses			267.52
1	confer with C. Fisher; pulling data for Angela Howard; hand delivering copies to Angela Howard	65.00	3/26/2009	65.00
1.5	meeting at DNR about status of permit; meeting with Angela Howard;	65.00	3/20/2009	97.50
			Total	\$2,511.32

Phone #	Fax #
225-346-4700	225-346-0915

Kimbrell and Associates, LLC

8867 Highland Road
 PMB#106
 Baton Rouge, LA 70808

Invoice

Date	Invoice #
4/30/2009	000013009

Bill To
Axis Onshore, LLC 16610 Dallas Parkway Suite 2500 Dallas, TX 75248

P.O. No.	Terms	Due Date	Project
	Due on receipt	4/30/2009	Crooks

Quantity	Description	Rate	Serviced	Amount
3	making changes to WH-1 to satisfy Teresa Rougon; confer with Jimmy Nugent about drilled log and corrections to dates; hand deliver CBL	65.00	3/30/2009	195.00
5	Black and white copies	0.25	4/29/2009	1.25
5	Black and white copies	0.25	4/29/2009	1.25
1	color copies	0.75	4/29/2009	0.75
1	color copies	0.75	4/29/2009	0.75
			Total	\$199.00

Phone #	Fax #
225-346-4700	225-346-0915

Kimbrell and Associates, LLC

8867 Highland Road
 PMB#106
 Baton Rouge, LA 70808

Invoice

Date	Invoice #
3/30/2009	████████3009

Bill To
Axis Onshore, LLC 16610 Dallas Parkway Suite 2500 Dallas, TX 75248

P.O. No.	Terms	Due Date	Project
	Due on receipt	3/30/2009	Peabody Lease

Quantity	Description	Rate	Serviced	Amount
0.5	obtaining update from Jimmy Nugent on status of wells and emailing Angela Howard at State of Louisiana	65.00	2/25/2009	32.50
2	Black and white copies	0.25	3/30/2009	0.50
			Total	\$33.00

Phone #	Fax #
225-346-4700	225-346-0915

Kimbrell and Associates, LLC

8867 Highland Road
 PMB#106
 Baton Rouge, LA 70808

Invoice

Date	Invoice #
3/30/2009	3009

Bill To
Axis Onshore, LLC 16610 Dallas Parkway Suite 2500 Dallas, TX 75248

P.O. No.	Terms	Due Date	Project
	Due on receipt	3/30/2009	Rhodes SWD permit

Quantity	Description	Rate	Serviced	Amount
0.5	obtaining update from Jimmy Nugent on status of wells and emailing Angela Howard at State of Louisiana	65.00	2/25/2009	32.50
2	Black and white copies	0.25	3/30/2009	0.50
	Office Supplies	20.06	3/3/2009	20.06
	Total Reimbursable Expenses			20.06
	Administrative	10.00%		2.01
	Total Reimbursable Expenses			22.07
			Total	\$55.07

Phone #	Fax #
225-346-4700	225-346-0915

Northern District of Texas Claims Register

10-33569-sgj11 Axis Onshore, 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> (13251120) KIMBRELL AND ASSOCIATES, LLC 8867 HIGHLAND ROAD, PMB No. 106 BATON ROUGE, LA 70808	Claim No: 41 <i>Original Filed</i> Date: 07/26/2010 <i>Original Entered</i> Date: 07/26/2010	<i>Status:</i> Filed by: CR Entered by: Ecker, C. Modified:
Unsecured claimed: \$2798.39 Total claimed: \$2798.39		
<i>History:</i> Details <u>41-1</u> 07/26/2010 Claim #41 filed by KIMBRELL AND ASSOCIATES, LLC, total amount claimed: \$2798.39 (Ecker, C.)		
<i>Description:</i>		
<i>Remarks:</i>		

Claims Register Summary

Case Name: Axis Onshore, LP
Case Number: 10-33569-sgj11
Chapter: 11
Date Filed: 05/21/2010
Total Number Of Claims: 1

	Total Amount Claimed	Total Amount Allowed
Unsecured	\$2798.39	
Secured		
Priority		
Unknown		
Administrative		
Total	\$2798.39	\$0.00