

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


UNITED STATES BANKRUPTCY COURT		PROOF OF CLAIM
Name of Debtor: <u>AXIS ONSHORE, L.P.</u>		Case Number: <u>10-33569-56J</u>
<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): <u>PETROLEUM ENGINEERS, INC.</u>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: <u>500 DOVER BLVD., SUITE 310 LAFAYETTE, LA. 70503</u>		Court Claim Number: _____ <i>(If known)</i>
Telephone number: <u>337-984-2603</u>		Filed on: _____
Name and address where payment should be sent (if different from above): <div style="text-align: center;">RECEIVED JUL 28 2010 BMC GROUP</div>		<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>\$ 139,577.74</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.
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.		Specify the priority of the claim.
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.		<input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).
2. Basis for Claim: <u>SERVICES RENDERED</u> <small>(See instruction #2 on reverse side.)</small>		<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).
3. Last four digits of any number by which creditor identifies debtor: _____		<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507(a)(5).
3a. Debtor may have scheduled account as: _____ <small>(See instruction #3a on reverse side.)</small>		<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).
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.		<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other		<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)(____). Amount entitled to priority: \$ _____
Describe:		
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: _____		*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.
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: _____	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. <u>K. L. THOMAS</u> <u>K. L. Thomas, CFO, Petroleum Engineers, Inc.</u>	FOR COURT USE ONLY TriDimension  00112

EXHIBIT "A"

Attached is a detailed summary of outstanding invoices for services rendered. The invoices are voluminous in nature and therefore not attached to this Proof of Claim. Copies of the invoices are available upon request.

PETROLEUM ENGINEERS, INC.

Invoice no.	Invoice date	Due date	Voucher ref.	Invoice amount
200803530	9/30/2008	10/30/2008	0809-ARM-5	8,144.11
200803531	9/30/2008	10/30/2008	0809-ARM-5	202.42
200803397	9/15/2008	10/15/2008	0809-ARM-2	3,120.03
200803398	9/15/2008	10/15/2008	0809-ARM-2	2,933.11
200803079	8/15/2008	9/14/2008	0808-ARM-2	4,455.13
200803080	8/15/2008	9/14/2008	0808-ARM-2	1,700.71
200803081	8/15/2008	9/14/2008	0808-ARM-2	18,191.17
200803082	8/15/2008	9/14/2008	0808-ARM-2	513.50
200802892	7/31/2008	8/30/2008	0807-ARM-4	5,853.90
200802893	7/31/2008	8/30/2008	0807-ARM-4	3,140.05
200802894	7/31/2008	8/30/2008	0807-ARM-4	9,137.88
200802896	7/31/2008	8/30/2008	0807-ARM-4	4,621.50
200802897	7/31/2008	8/30/2008	0807-ARM-4	3,095.33
200802898	7/31/2008	8/30/2008	0807-ARM-4	54.00
200802899	7/31/2008	8/30/2008	0807-ARM-4	113.40
200802900	7/31/2008	8/30/2008	0807-ARM-4	8,688.42
200802901	7/31/2008	8/30/2008	0807-ARM-4	513.50
200802727	7/15/2008	8/14/2008	0807-ARM-3	616.20
200802728	7/15/2008	8/14/2008	0807-ARM-3	5,853.90
200802729	7/15/2008	8/14/2008	0807-ARM-3	20,556.35
200802730	7/15/2008	8/14/2008	0807-ARM-3	1,540.50
200802584	6/30/2008	7/30/2008	0806-ARM-6	4,473.61
200802585	6/30/2008	7/30/2008	0806-ARM-6	5,082.68
200802586	6/30/2008	7/30/2008	0806-ARM-6	6,828.61
200802587	6/30/2008	7/30/2008	0806-ARM-6	7,394.40
200802455	6/15/2008	7/15/2008	0806-ARM-1	3,697.20
200802456	6/15/2008	7/15/2008	0806-ARM-1	1,392.61
200802568	6/15/2008	7/15/2008	0806-ARM-1	506.82
200802311	5/31/2008	6/30/2008	0805-ARM-5	2,156.70
				134,577.74

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):

<p><i>Creditor:</i> (13407116) Petroleum Engineers, Inc. 500 Dover Blvd., #310 Lafayette, LA 70503</p>	<p>Claim No: 45 <i>Original Filed</i> Date: 07/27/2010 <i>Original Entered</i> Date: 07/27/2010</p>	<p><i>Status:</i> <i>Filed by:</i> AT <i>Entered by:</i> Tarpley, George <i>Modified:</i></p>
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Unsecured claimed: \$134557.74

Total claimed: \$134557.74

History:

Details 45-1 07/27/2010 Claim #45 filed by Petroleum Engineers, Inc., total amount claimed: \$134557.74 (Tarpley, George)

Description:

Remarks:

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	\$134557.74	
Secured		
Priority		
Unknown		
Administrative		
Total	\$134557.74	\$0.00