

UNITED STATES BANKRUPTCY COURT

PROOF OF CLAIM

Name of Debtor: AXIS ONSHORE L.P.

Case Number: 10-33569-56J

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): PETROLEUM ENGINEERS, INC.

Check this box to indicate that this claim amends a previously filed claim.

Name and address where notices should be sent: 500 DOVER BLVD., SUITE 310
LAFAYETTE, LA. 70503

Court Claim Number: _____
(If known)

Telephone number: 337-984-2603

Filed on: _____

RECEIVED

Name and address where payment should be sent (if different from above):

JUL 30 2010

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:

BMC GROUP

Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$134,599.74

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.

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.

Specify the priority of the claim.

2. Basis for Claim: SERVICES RENDERED
(See instruction #2 on reverse side.)

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: _____

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).

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.

Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).

Nature of property or right of setoff: Real Estate Motor Vehicle Other
Describe:

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).

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 of Secured Claim: \$ _____ Amount Unsecured: \$ _____

Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

Other - Specify applicable paragraph of 11 U.S.C. §507 (a)().

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.)

Amount entitled to priority:

\$ _____

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

*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.

If the documents are not available, please explain:

FOR COURT USE ONLY

Date: 7-27-10

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.

K. L. Thomas
K. L. Thomas, CFO, Petroleum Engineers, Inc.



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

U.S. Bankruptcy Court
Northern District of Texas

Notice of Electronic Claims Filing

The following transaction was received from Tarpley, George on 7/27/2010 at 10:59 AM CDT

Case Name: Axis Onshore, LP
Case Number: 10-33569-sgj11
Creditor Name: Petroleum Engineers, Inc.
500 Dover Blvd., #310
Lafayette, LA 70503
Claim Number: 45 Claims Register
Total Amount Claimed: \$134557.74

The following document(s) are associated with this transaction:

Document description:Main Document

Original filename:U:\TriDimension\Filings\PEI Proof of Claim.pdf

Electronic document Stamp:

STAMP bkecfStamp_ID=1017686615 [Date=7/27/2010] [FileNumber=22516624-
] [5296080f45bb486a5851a0b52cf9356947fd329f234cb97de1370214dbe5d1053d
if24ab17e84cca371391e8a5517e95ab8150598f34bcf872185df581579286]]

10-33569-sgj11 Notice will be electronically mailed to:

Laurie Spindler Huffman on behalf of Creditor Dallas County
Laurie.Spindler@publicans.com, Dallas.bankruptcy@publicans.com

Clayton T. Hufft on behalf of Debtor Axis Onshore, LP
chufft@velaw.com

Beth Lloyd on behalf of Debtor Axis Onshore, LP
blloyd@velaw.com

Richard Ralph Stedman on behalf of Creditor Warrior Energy Services Corporation
stedman@sessions-law.biz, sansardi@sessions-law.biz

JST U.S. Trustee
jstregion06.da.ecf@usdoj.gov, albert.loftus@usdoj.gov

William Louis Wallander on behalf of Debtor Axis Onshore, LP
wwallander@velaw.com

10-33569-sgj11 Notice will not be electronically mailed to:

[File another claim](#)

July 27, 2010

Deborah Andreacchi
Paralegal

dandreacchi@coxsmith.com
214.698.7814

BMC Group Inc
Attn: TriDimension Energy, LP Claims
Processing
P.O. Box 3020
Chanhassen, MN 55317-3020

Re: *In re Axis Onshore, LP*
USBC Case No. 10-33569

Dear Sir or Madame,:

Enclosed please find a service copy of the Proof of Claim filed today on behalf of Petroleum Engineers, Inc. If you have any questions or need any additional information, please contact me at the number or email above.

Very truly yours,



Deborah Andreacchi
Paralegal

Encl.