

UNITED STATES BANKRUPTCY COURT **PROOF OF CLAIM**

Name of Debtor: **AXIS ONSHORE, LLP** 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): **K & F CEMENTING COMPANY, INC.**

Name and address where notices should be sent:
DORROH & KENDRICK
P. O. BOX 1889
JENA, LOUISIANA 71342
 Telephone number:
(318) 992-4107

FILED
 NOV 19 2010
 TAWANA C. MARSHALL, CLERK
 U.S. BANKRUPTCY COURT
 NORTHERN DISTRICT OF TEXAS

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

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

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.

1. Amount of Claim as of Date Case Filed: \$ 7099.82
 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

2. Basis for Claim: services performed
 (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: 1114
 3a. Debtor may have scheduled account as: _____
 (See instruction #3a on reverse side.)

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)

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 Other
 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: _____
 Amount of Secured Claim: \$ 7099.82 Amount Unsecured: \$ _____

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 NOV 23 2010
BMC GROUP

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

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


Amount entitled to priority:
 \$ _____

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:

*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

Date: 11-17-10 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.
R. F. K. [Signature]

FOR COURT USE ONLY
 TriDimension

 00218

NOTICE OF CONSTRUCTION LIEN

STATE OF LOUISIANA
PARISH OF _____

BEFORE ME, the undersigned authority in and for said parish and state, **Robert F. Killingsworth, Sr.**, who, having been being first duly sworn by the undersigned Notary Public, deposes and says that:

1. He is the **President of K&F CEMENTING COMPANY, INC.**, a Louisiana Corporation (hereafter, "**K&F Cementing**"), and is duly authorized to act herein on its behalf. K&F Cementing maintains its principal place of business in Jena, Louisiana, 707552 (P.O. Drawer 1540).

2. Pursuant to MCA 85-7-131 (1972, as amended), K&F Cementing asserts a lien for unpaid services, labor, and materials furnished to or for the benefit of **AXIS ONSHORE, LP** ("**AXIS**"), as the operator of the oil/gas well described below, and for the further benefit of the owners of said oil/gas well and equipment situated thereon:

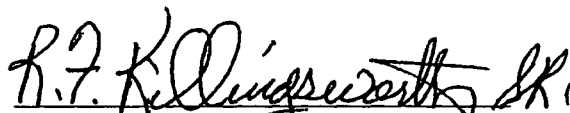
Hall #2
Sunnyside Field
Section 21, T-8-N, R-1-W
Jefferson County, Mississippi
(More specifically depicted on Map of Survey prepared by Malcolm G Barlow, Reg. P.L.S., dated February 18, 2010)

3. On or about March 17, 2010, K&F Cementing began supplying labor and material for the repair and servicing of the Hall #2 upon the request of **AXIS**, and/or one of its subsidiary or related companies, and for the benefit of **AXIS** and the owners of the well. An itemization of the services, labor, and materials furnished is attached hereto as Exhibit "A."

4. As reflected in Exhibit "A", there is now justly due and owing to K&F Cementing the sum of \$7,099.82.

5. Suit has not been filed at this time.

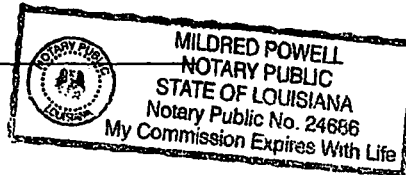
K&F CEMENTING COMPANY, L.L.C.

By: 
Robert F. Killingsworth, Sr., President
P.O. Drawer 1540
Jena, Louisiana, 707552
Telephone: 318/992-5051

SWORN TO AND SUBSCRIBED before me on this the 12th day of May 2010.

Mildred C. Powell
Notary Public

My Commission Expires: _____

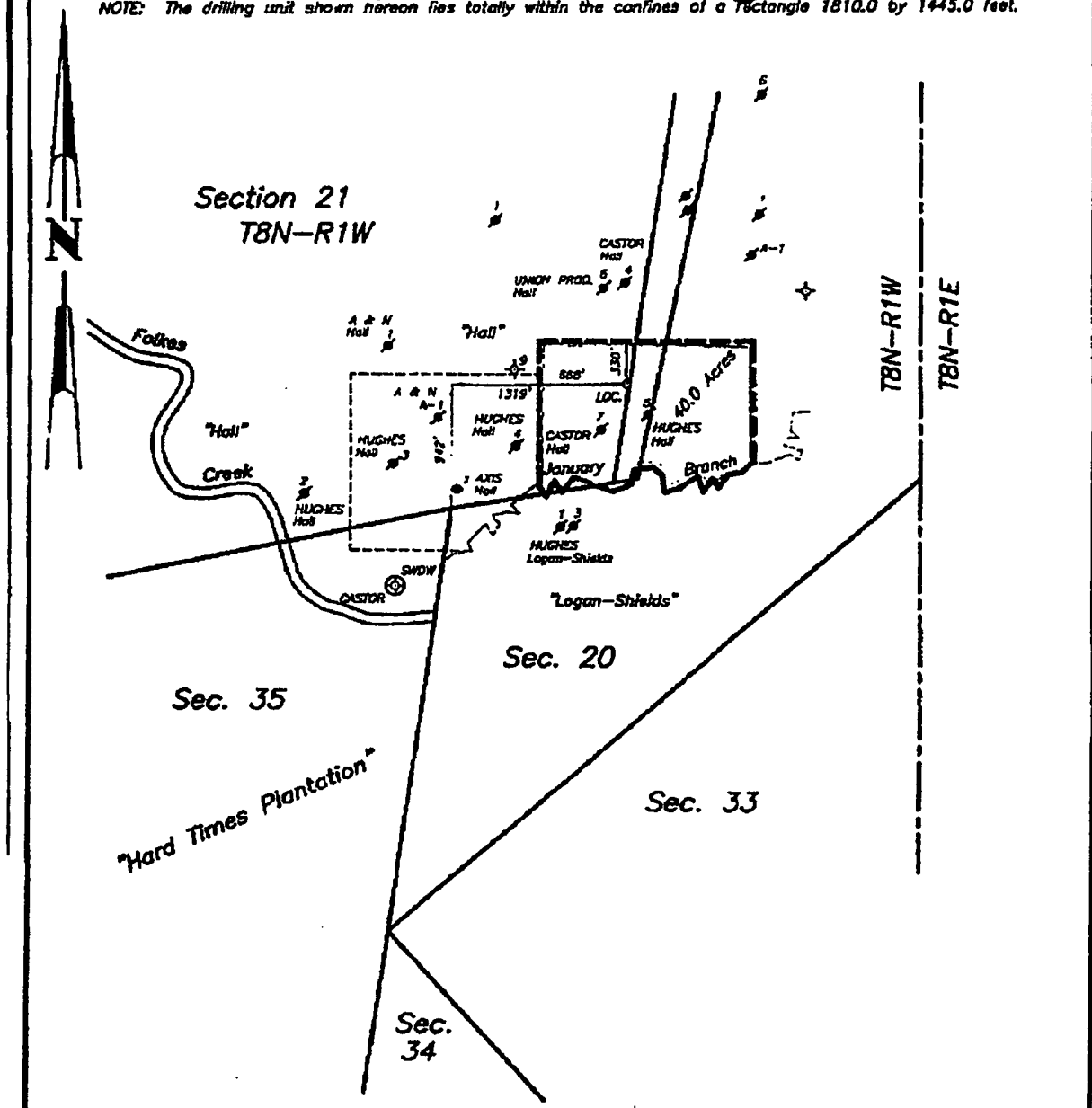


THIS INSTRUMENT WAS PREPARED BY:

R. Kent Hudson, MSB #2844
319 Main Street
Natchez, MS 39120
Telephone: 601/445-0509

Ok. 1393/16-17

NOTE: The drilling unit shown hereon lies totally within the confines of a rectangle 1810.0 by 1445.0 feet.



Ground Elevation at Staked Location = 237.9 N.G.V.D. (Before Grading)

DESCRIPTION OF LOCATION: From the northeast corner of Section 35, T8N-R1W, Jefferson County, Mississippi, go north for 742 feet; thence east at right angles for 1319 feet to the location in Section 21, T8N-R1W, Jefferson County, Mississippi.
 Geodetic Position of Location (NAD 83): Lat. 31.6598° and Long. 91.1606°

HALL NO. 2

Malcolm G. Barlow
 Malcolm G. Barlow, Reg. P.L.S. #1498
 February 18, 2010

Well Location For
AXIS ONSHORE, LP

RECEIVED

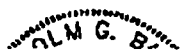


Exhibit A

K&F Cementing Company, Inc.

Invoice

P.O. Drawer 1540
Jena, LA 71342

Date	Invoice #
3/17/2010	28551

Bill To
GOLDEN WEST DRILLING P.O. BOX 856 VIDALIA, LA. 71373

Ship To
HALL #2

P.O. Number	Terms	Rep	Ship	Via	F.O.B.	Project
1248			3/17/2010			
Quantity	Item Code	Description			Price Each	Amount
1	PUMP CHG-0	PC -4 HR MIN..0'-500' - SURFACE JOB			802.00	802.00T
152	MILES PT	MILEAGE PUMP TRUCK			4.00	608.00T
76	MILES BT	MILEAGE BULK TRUCK - HAULING 12.47 TONS CEMENT DRAYAGE			15.5875	1,184.65T
250	CLASSA	CLASS A COMMON CEMENT			13.95	3,487.50T
500	CAL. CHL.	CALCIUM CHLORIDE			0.58	290.00T
940	GE	AQUA GEL			0.28	263.20T
		MISSISSIPPI STATE			7.00%	464.47
					Total	\$7,099.82

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> (13679755) K & F Cementing Company, Inc. Dorroh and Kendrick P.O. Box 1889 Jena, LA 71342	Claim No: 75 <i>Original Filed</i> Date: 11/19/2010 <i>Original Entered</i> Date: 11/22/2010	<i>Status:</i> Filed by: CR Entered by: Tello, Chris Modified:
Secured claimed: \$7099.82 Total claimed: \$7099.82		
<i>History:</i> Details <u>75-1</u> 11/19/2010 Claim #75 filed by K & F Cementing Company, Inc., total amount claimed: \$7099.82 (Tello, Chris)		
<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		
Secured	\$7099.82	
Priority		
Unknown		
Administrative		
Total	\$7099.82	\$0.00