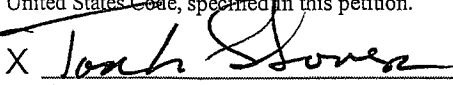


B1 (Official Form 1) (1/08)

United States Bankruptcy Court District of Colorado		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Star Acquisition VIII LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 84-1354397		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): 1099 18th Street, Suite 600 Denver, CO		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
ZIPCODE 80202		ZIPCODE
County of Residence or of the Principal Place of Business: Denver		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address)		Mailing Address of Joint Debtor (if different from street address):
ZIPCODE		ZIPCODE
Location of Principal Assets of Business Debtor (if different from street address above):		
ZIPCODE		
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) <hr/>	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <hr/> Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,190,000. <hr/> Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1 million to \$10 million <input type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500 million <input type="checkbox"/> \$500,000 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1 million to \$10 million <input type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500 million <input type="checkbox"/> \$500,000 to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Star Acquisition VIII LLC	
Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: None	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: Tom Stover	Case Number: 09-14404 HRT	Date Filed: 03/18/09	
District: Colorado	Relationship: Affiliate	Judge: Tallman	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code. X _____ Signature of Attorney for Debtor(s) Date	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord or lessor that obtained judgment) _____ (Address of landlord or lessor) <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Star Acquisition VIII LLC</p>
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under Chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United State Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b). I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X _____ Signature of Attorney for Debtor(s)</p> <p>Kenneth J. Buechler 30906 Sender & Wasserman, P.C. 1660 Lincoln St. Suite 2200 Denver, CO 80264 (303) 296-1999 Fax: (303) 296-7600 buechler@sendwass.com</p> <p>March 18, 2009 Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Petition Preparer</p> <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security Number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  Signature of Authorized Individual</p> <p>Tom Stover Printed Name of Authorized Individual</p> <p>Manager Title of Authorized Individual</p> <p>March 18, 2009 Date</p>	<p>X _____ Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>_____ Date</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. <i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>

United States Bankruptcy Court
District of Colorado

IN RE:

Case No. _____

Star Acquisition VIII LLC

Chapter 11

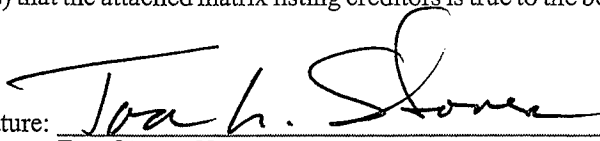
Debtor(s)

VERIFICATION OF CREDITOR MATRIX

The above named debtor(s) hereby verify(ies) that the attached matrix listing creditors is true to the best of my(our) knowledge.

Date: March 18, 2009

Signature: _____



Tom Stover, Manager

Debtor

Date: _____

Signature: _____

Joint Debtor, if any

Bob's LP Gas Inc
11286 Highway 151
Ignacio, CO 81137

Boult, Cummings, Connors & Berry PLC
Attn: Roger G. Jones
1600 Division Street, Suite 700
Nashville, TN 37203

Bratton Hill, LLC
ATTN: Marcus Lock
232 West Tomichi Avenue, Suite 202
Gunnison, CO 81230

Brennan Stations Inc
P O Box 1068
Durango, CO 81302

Brownstein Hyatt Farber Schreck LLP
410 17th Street, Suite 2200
Denver, CO 80202-4437

Cave Enterprises
P O Box 79
Flora Vista, NM 87415

Century Tel
P O Box 4300
Carol Stream, IL 60197-4300

Challenger Bit Service, Inc
Farmington, NM 87401

Colorado Attorney General
1525 Sherman St
Denver, CO 80203-1714

Colorado Department Of Revenue
Tax Audit And Compliance Division
1375 Sherman St Rm 504
Denver, CO 80203-2246

Colorado Department of Revenue
1375 Sherman Street
Denver, CO 80261-0004

Colorado Dept. Of Labor And Employment
P O Box 8789
Denver, CO 80201-8789

Colorado Division Of Reclamation
Mining And Safety
1313 Sherman Street, Room 215
Denver, CO 80203

Colorado Division Of Securities
1560 Broadway, Suite 900
Denver, CO 80202

CoreLab LP
P O Box 841787
Dallas, TX 75284-1787

D & T Oilfield Rentals, Inc
125 E. John Carpenter Fwy, Suite 220
Irving, TX 75062

Dawn Trucking Co
P O Box 1498
Farmington, NM 87499

Digiacommo & Jagers, LLP
Aspen Business Park
5400 Ward Road, Bldg. III, Suite 200
Arvada, CO 80002-1822

Division Of IRS
ATTN: Mailstop 5012 DEN
600 17th Street
Denver, CO 80202-5402

Downhole Service Center, Inc
914 Sandstone Avenue
Farmington, NM 87401

Drive Insurance
P O Box 30108
Tampa, FL 33630-3108

Dufford Walddeck Milburn & Krohn LLP
744 Horizon Court, Suite 300
Grand Junction, CO 81506

Durango Credit & Collection
3050 Miane Avenue
P O Box 479
Durango, CO 81302

Eclipse Heavy Haul, Inc
101 A North Heights
Bloomfield, NM 87413

Energy Pump & Supply Inc
2010 Troy King Road
Farmington, NM 87401

Essco Pipe And Supply
2600 West Main
Farmington, NM 87401

Fluid Compressor Partners
P O Box 1722
Amarillo, TX 79105

Girsh And Rottman PC
6000 East Evans Avenue, Suite 1-211
Denver, CO 80222

Green Analytical Laboratories, INC
75 Suttle Street
Durango, CO 81303

Greenberg Grant & Richards, Inc
P O Box 571811
Houston, TX 77257

H&M Precision Products, Inc
1220 Basin Road
DR 5859 #17
Farmington, NM 87401

Halliburton Energy Services, Inc
P O Box 203143
Houston, TX 77216-3143

Holiday Inn Express
2110 Bloomfield Hwy
Farmington, NM 87401

Holt Heavy Hauling
1007 Don Rovin Lane
Farmington, NM 87401

Hopper Specialty West Inc
625 S. Carlton Avenue
Farmington, NM 87401

Howard Supply Co
821 East Main
Farmington, NM 87401

Industrial EcoSystems, Inc
81 Road 3150
Aztec, NM 87410

Internal Revenue Service
Ogden, UT 84204

Internal Revenue Service, District SPS
1999 Broadway, MS 5012 DEN
Denver, CO 80202-3025

IRS - District Counsel
1244 Speer Blvd Ste 500
Denver, CO 80204-3583

J W Measurement Co
1201 Troy King Road
Farmington, NM 87401

Jolley Law Firm
P O Box 2364
Farmington, NM 87499-2364

Kroegers, Inc
1014 Vine Street
Cincinnati, OH 45202-1100

La Plata County Treasurer
1060 Main Street, Suite 103
Durango, CO 81301

LaPlata Electric Association, Inc
P O Box 2750
Durango, CO 81302-2750

Light Tower Rentals
7979 E Main
Farmington, NM 87402

Madison Capital Company
6143 S. Willow Drive, Suite 80111
Greenwood Village, CO 80111

Michael S. Bogus C.P.L.
173 Pebble Drive
Durango, CO 81301

Miller, Agro & Robbins LLC
101 West 11th Street, Suite 112
Durango, CO 81301

Moberg's Welding
2531 Circle Drive
Bloomfield, NM 87413

Moye White
16 Market Square 6th Floor
1400 16th Street
Denver, CO 80202-1486

MSC Industrial Supply, Inc
Dept. CH 0075
Palatine, IL 60055-0075

NCO Financial Systems, Inc.
507 Prudential Road
Horsham, PA 19044

Oil And Gas Equipment Leasing LLC
8645 Colonial Drive
Lone Tree, CO 80124

Oilfield Trash Services, Inc
P O Box 21
Dlora Vista, NM 87415

Osborne Industrial Engines
2100 Cochiti
Farmington, NM 87401

PACE
125 E John Carpenter Fwy, Suite 220
Irving, TX 75062

PASON Systems USA Corp
16100 Table Mountain Parkway Suite 100
Golden, CO 80403

Pat Greer
8097 County Road 100
Hesperus, CO 81326

Performance Source II, LTD
5097 N. Elston Avenue, Suite 300
Chicago, IL 60630

Precision Energy Services Inc
Divison Of Weatherford US
515 Post Oak South, Suite 600
Houston, TX 77027

Pro Technics
4150 S. 100th East Avenue
Tulsa, OK 74146

Progressive Compression Inc
115 Quince Street
Farmington, NM 87401-6572

Progressive Insurance - Commercial
Corporate Headquarters
6300 Wilson Mills Road
Mayfield Village, OH 44143

RDI Inc
P O Box 24116
Tempe, AZ 85285

Reilly Pozner & Connelly LLP
ATTN: Larry S. Pozner
511 Sixteenth Street, Suite 700
Denver, CO 80202

Rick Browning
5050 East University Suite One
Odessa, TX 79762

Rig Equipment And Supply
3500 Bloomfield Hwy
P O Box 3128
Farmington, NM 87499

Riker Danzig Scherer Hyland Perretti LLP
Headquarters Plaza
One Speedwell Avenue
Morristown, NJ 07962-1981

Rocky Mountain Bit
P O Box 817
Moab, UT 84532

Securities & Exchange Commission
Bankruptcy Division
175 W Jackson Blvd # 900
Chicago, IL 60604-2615

Southern Flow Companies, Inc
P O Box 51475
Lafayette, LA 70505-1475

Star Acquisition VII LLC
8645 Colonial Drive
Lone Tree, CO 80124

Star Resources LLC
8645 Colonial Drive
Lone Tree, CO 80124

State Of Colorado
Oil & Gas Conservation Commission
1120 Lincoln
Denver, CO 80203

Stevens Roustabout
1209 County Road 102
Hesperus, CO 81326

Stinger Wellhead Protection Co
6104 US Hwy 64
Bloomfield, NM 87413

T R Trucking
712 Ford Street
Aztec, NM 87410

The Expro Group
2101 Auto Center Drive, Suite 125
Oxnard, CA 93030

Tom L. Stover
8645 Colonial Drive
Lone Tree, CO 80124

Transworld Systems, Inc
6041 S. Syracuse Way, Suite 210
Greenwood Village, CO 80111

Tri-Tech International, Inc
494 County Road 107
Hesperus, CO 81326

TRS Recovery Services, Inc
5251 Westheimer
Houston, TX 77056

US Attorney - Colorado
District Of Colorado, Civ. Div.
1225 17th St Ste 700
Denver, CO 80202-5598

US Attorney General
Dept. Of Justice Tax Division
P O Box 683, Ben Franklin Station
Washington, DC 20044-0683

US Bank
P O Box 790408
Saint Paul, MO 63179-0408

Utility Notification Center Of Colorado
16361 Table Mountain Parkway
Golden, CO 80403

Wal-Mart Stores, Inc
702 S.W. 8th Street
Bentonville, AR 72716

Waste Management
258 Stewart Street
Durango, CO 81303

ca

**United States Bankruptcy Court
District of Colorado**

IN RE: _____ Case No. _____

Star Acquisition VIII LLC Chapter 11

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
Oil And Gas Equipment Leasing LLC 8645 Colonial Drive Lone Tree, CO 80124			Disputed Subject to Setoff	1,426,844.04
Madison Capital Company 6143 S. Willow Drive, Suite 80111 Greenwood Village, CO 80111			Disputed Subject to Setoff	819,478.61
Star Resources LLC 8645 Colonial Drive Lone Tree, CO 80124				602,527.92
Cave Enterprises P O Box 79 Flora Vista, NM 87415	NCO Financial Systems, Inc. 507 Prudential Road Horsham, PA 19044		Disputed Subject to Setoff	241,408.32
Precision Energy Services Inc Divison Of Weatherford US 515 Post Oak South, Suite 600 Houston, TX 77027			Disputed Subject to Setoff	202,545.00
Rocky Mountain Bit P O Box 817 Moab, UT 84532	Girsh And Rottman PC 6000 East Evans Avenue, Suite 1-211 Denver, CO 80222		Disputed Subject to Setoff	112,641.00
Star Acquisition VII LLC 8645 Colonial Drive Lone Tree, CO 80124				80,843.58
Williford Resources LLC 1517 County Road 133 Hesperus, CO 81326	Miller, Agro & Robbins LLC 101 West 11th Street, Suite 112 Durango, CO 81301		Disputed Subject to Setoff	64,000.00
Fluid Compressor Partners P O Box 1722 Amarillo, TX 79105			Subject to Setoff	51,494.81
William E. Zimsky P.C. 900 Main Street, Suite E Durango, CO 81301				45,000.00
Industrial EcoSystems, Inc 81 Road 3150 Aztec, NM 87410				35,405.00
Tom L. Stover 8645 Colonial Drive Lone Tree, CO 80124				33,000.00
Dawn Trucking Co P O Box 1498 Farmington, NM 87499	Dufford Waldeck Milburn & Krohn LLP 744 Horizon Court, Suite 300 Grand Junction, CO 81506		Subject to Setoff	32,140.36

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Riker Danzig Scherer Hyland Perretti LLP
 Headquarters Plaza
 One Speedwell Avenue
 Morristown, NJ 07962-1981

31,141.62

Rig Equipment And Supply
 3500 Bloomfield Hwy
 P O Box 3128
 Farmington, NM 87499

29,823.70

Stevens Roustabout
 1209 County Road 102
 Hesperus, CO 81326

28,620.00

J W Measurement Co
 1201 Troy King Road
 Farmington, NM 87401

Disputed
 Subject to
 Setoff

26,562.64

Wireline Specialties Inc
 905 S. Hutton Road
 Farmington, NM 87401

Disputed
 Subject to
 Setoff

19,840.00

Winn-Marion Barber
 355 Inverness Drive S #B
 Englewood, CO 80112

Disputed
 Subject to
 Setoff

19,138.30

D & T Oilfield Rentals, Inc
 125 E. John Carpenter Fwy, Suite 220
 Irving, TX 75062

Jolley Law Firm
 P O Box 2364
 Farmington, NM 87499-2364

Disputed
 Subject to
 Setoff

18,713.19

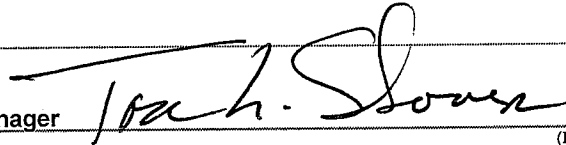
DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, [the president *or* other officer *or* an authorized agent of the corporation][*or* a member *or* an authorized agent of the partnership] named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: March 18, 2009

Signature: _____

Tom Stover, Manager



(Print Name and Title)