

Name of Debtor (if individual, enter Last, First, Middle): <b>Prime Energy Group, Inc.</b>	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)/Complete EIN(if more than one, state all): <b>20-4980986</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN(if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): <b>1303 Jimson Circle                  Conyers, GA</b> ZIP CODE <b>30013</b>	Street Address of Joint Debtor (No. & Street, City, and State): ZIP CODE
County of Residence or of the Principal Place of Business: <b>Rockdale</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>PO Box 81670                  Conyers, GA</b> ZIP CODE <b>30013</b>	Mailing Address of Joint Debtor (if different from street address): ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above):  
**Panama City, FL** ZIP CODE **orida**

<b>Type of Debtor (Form of Organization) (Check one box.)</b> <input type="checkbox"/> Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. <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.)	<b>Nature of Business (Check one box)</b> <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  <b>Tax-Exempt Entity (Check box, if applicable)</b> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code.)	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</b> <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  <b>Nature of Debts (Check one box)</b> <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.
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<b>Filing Fee (Check one box)</b> <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.	<b>Chapter 11 Debtors</b> Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). 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).
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<b>Statistical/Administrative Information</b> <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" 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.	<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input 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	
<b>Estimated Assets</b> <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"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

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**Voluntary Petition**  
 (This page must be completed and filed in every case)  
 Name of Debtor(s):  
**Prime Energy Group, Inc.**

**All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)**

Location Where Filed: <b>NONE</b>	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: <b>NONE</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:

**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.)

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 have delivered to the debtor the notice required by 11 U.S.C. § 342(b).

**X Not Applicable**

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?

Yes, and Exhibit C is attached and made a part of this petition.

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.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

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)

- 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.
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- 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.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following).

\_\_\_\_\_  
 (Name of landlord that obtained judgment)

\_\_\_\_\_  
 (Address of landlord)

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

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.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

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Filed 05/18/11

Document

Entered 05/18/11 20:04:12

Desc Main

Name of Debtor(s)  
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Prime Energy Group, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

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 States 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.

X Not Applicable

Signature of Debtor

X Not Applicable

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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.)

I request relief in accordance with chapter 15 of Title 11, United States Code. Certified Copies of the documents required by § 1515 of title 11 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the Chapter of title 11 specified in the petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X Not Applicable

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

X

Signature of Attorney

Signature of Attorney for Debtor(s)

Joel M. Haber Bar No. 316244

Printed Name of Attorney for Debtor(s) / Bar No.

Law Office of Joel M. Haber

Firm Name

2365 Wall Street Suite 120

Address

Conyers, Georgia 30013

770-922-9080

770-922-4647

Telephone Number

5/8/11

Date

\*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.

Signature of Non-Attorney Petition Preparer

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); and, (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.

Not Applicable

Printed Name and title, if any, of Bankruptcy Petition Preparer

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.)

Address

X Not Applicable

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

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.

If more than one person prepared this document, attach to the appropriate official form for each person.

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.

Signature of Debtor (Corporation/Partnership)

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.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Authorized Individual

LARRY W. KENDRICK

Printed Name of Authorized Individual

PRESIDENT

Title of Authorized Individual

5-18-2011

Date

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United States Bankruptcy Court

Northern District of Georgia

In re:

Case No. \_\_\_\_\_

Chapter 11

Prime Energy Group, Inc.

**STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION**

I, **Larry M. Kendrick**, declare under penalty of perjury that I am the **President of Prime Energy Group, Inc.**, a Corporation and that on the following resolution was duly adopted by the of this Corporation:

"Whereas, it is in the best interest of this Corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that , of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation; and

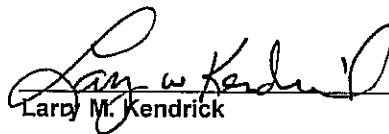
Be It Further Resolved, that , of this Corporation, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with such bankruptcy case; and

Be It Further Resolved, that , of this Corporation, is authorized and directed to employ **Joel M. Haber**, attorney and the law firm of **Law Office of Joel M. Haber** to represent the Corporation in such bankruptcy case."

Executed on:

5-18-2011

Signed:

  
Larry M. Kendrick

**UNITED STATES BANKRUPTCY COURT  
Northern District of Georgia**

In re: Prime Energy Group, Inc.  
Debtor

Case No. \_\_\_\_\_  
(If known)

**STATEMENT OF FINANCIAL AFFAIRS**

**1. Income from employment or operation of business**

None  State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE	FISCAL YEAR PERIOD
4,863,037.62	2009	2009
2,953,189.35	2010	2010
499,217.48	2011	2011

**2. Income other than from employment or operation of business**

None  State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE	FISCAL YEAR PERIOD
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**3. Payments to creditors**

*Complete a. or b., as appropriate, and c.*

None  a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None  b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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SEE ATTACHED

\*Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

None  c. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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**4. Suits and administrative proceedings, executions, garnishments and attachments**

None  a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
City Tire Company, Inc. v. Prime Energy Group 2011-002CC	Suit	Circuit Court of the Fourteenth Judicial Circuit In and For Calhoun County, Florida	
Hale Trailer Brake & Wheel, Inc. v. <del>City Tire Company, Inc.</del> Prime Energy Group, <i>DM</i> 2011-SV-1120	Suit	State Court of Rockdale County	
Illinois National Insurance Co. v. Prime Energy Group, Inc. 10-000177 CA	Suit	Second Judicial Circuit Court for Jefferson County, Florida	
Bennett Eubanks Oil Company, Inc. v. Prime Energy Group, Inc. 10-16-CC	Suit	County Court, Fourteenth Judicial Circuit of the State of Florida Calhoun County	

VENDORS OVER \$5850 FOR LAST 90 DAYS					
AMERICAN BANK	22-Apr	\$ 1,726.00			
	18-Feb	\$ 1,558.00			
		\$ 1,696.00			
	24-Mar	\$ 1,680.00			
	5-May	\$ 1,528.00			
		\$ 8,188.00			
FLINT EQUIPMENT	29-Apr	\$ 10,000.00			
	4-Mar	\$ 20,001.18			
	4-Mar	\$ 20,000.00			
	25-Feb	\$ 5,000.00			
	23-Mar	\$ 5,000.00			
	17-Mar	\$ 5,000.00			
	31-Mar	\$ 5,000.00			
	25-Apr	\$ 996.93	repair		
		\$ 70,998.11			
John Deere Credit	18-Mar	\$ 60,000.00			
	8-Apr	\$ 5,000.00			
		\$ 65,000.00			
EMC INSURANCE	3/17/2011	\$ 8,203.27			
Truck/Equipment	5/9/2011	\$ 9,858.65			
		\$ 18,061.92			
Joel Haber	17-May	\$ 9,789.00			
Key Equipment		\$ 1,100.00	equipment payment		
Equipment Payments		\$ 1,100.00			
		\$ 1,100.00			
		\$ 1,100.00			
		\$ 1,100.00			
		\$ 1,100.00			
		\$ 6,600.00			
Lane Smith		\$ 4,837.50			
		\$ 2,418.75			
		\$ 2,418.75			

ILLINOIS NATIONAL		\$ 2,500.00		(SUIT PAYMENTS)
		\$ 2,500.00		
phillips oil	25-Feb	\$ 2,000.00		
FUEL	25-Feb	\$ 1,000.00		
	7-Mar	\$ 1,000.00		
	7-Mar	\$ 2,000.00		
	9-Mar	\$ 1,000.00		
	9-Mar	\$ 2,000.00		
	15-Mar	\$ 1,000.00		
	15-Mar	\$ 2,000.00		
	15-Mar	\$ 2,000.00		
	21-Mar	\$ 1,000.00		
	21-Mar	\$ 2,000.00		
	21-Mar	\$ 2,000.00		
	28-Mar	\$ 2,000.00		
	28-Mar	\$ 2,000.00		
	4-Apr	\$ 2,000.00		
	12-Apr	\$ 1,000.00		
	12-Apr	\$ 2,000.00		
		\$ 28,000.00		
QUICK PIC	18-Feb	\$ 9,021.86		
FUEL	23-Feb	\$ 9,053.97		
	2-Mar	\$ 7,096.50		
	9-Mar	\$ 7,992.59		
	17-Mar	\$ 4,476.34		
	24-Mar	\$ 2,788.60		
	28-Mar	\$ 5,420.76		
	31-Mar	\$ 2,677.25		
	7-Apr	\$ 6,406.55		
	18-Apr	\$ 5,420.76		
	20-Apr	\$ 6,406.55		
	5-May	\$ 6,453.20		
	12-May	\$ 7,501.00		
	16-May	\$ 10,317.91		
		\$ 91,033.84		
RAINEY CAWTHON	23-Feb	\$ 2,731.12		
FUEL	7-Mar	\$ 2,380.77		
	15-Mar	\$ 2,329.70		
	21-Mar	\$ 2,872.25		
		\$ 10,313.84		



SUNSOUTH LEASE	5-May	\$ 5,016.00			
	5-May	\$ 4,890.00			
	5-May	\$ 7,724.70			
	25-Feb	\$ 1,947.00			
	15-Mar	\$ 1,630.00			
	25-Mar	\$ 1,947.00			
	7-Mar	\$ 477.91			
		\$ 23,632.61			
PACED TIMBER	23-Feb	\$ 9,200.00			
PAYROLL	18-Feb	\$ 100.00			
	22-Feb	\$ 300.00			
	28-Feb	\$ 1,500.00			
	2-Mar	\$ 9,200.00			
	7-Mar	\$ 1,000.00			
	9-Mar	\$ 8,000.00			
	9-Mar	\$ 2,300.00			
	11-Mar	\$ 3,000.00			
	16-Mar	\$ 7,000.00			
	17-Mar	\$ 500.00			
	18-Mar	\$ 2,000.00			
	24-Mar	\$ 9,800.00			
	31-Mar	\$ 9,500.00			
	7-Apr	\$ 2,500.00			
	7-Apr	\$ 3,000.00			
	7-Apr	\$ 9,800.00			
	14-Apr	\$ 9,800.00			
	18-Apr	\$ 500.00			
	21-Apr	\$ 3,500.00			
	21-Apr	\$ 9,800.00			
	28-Apr	\$ 2,000.00			
	28-Apr	\$ 9,800.00			
	3-May	\$ 6,000.00			
	3-May	\$ 5,100.00			
	5-May	\$ 4,050.00			
	18-May	\$ 15,250.00			
		\$ 144,500.00			
U.S. DEPT OF TREASURY	12-May	\$ 7,921.19	2010 PAYROLL TAXES 3RD QTR		
		\$ 20,896.53	2010 PAYROLL TAXES 4TH QTR		
		\$ 28,817.72			

None  b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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**5. Repossessions, foreclosures and returns**

None  List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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**6. Assignments and receiverships**

None  a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None  b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND ADDRESS OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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**7. Gifts**

None  List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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**8. Losses**

None  List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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**9. Payments related to debt counseling or bankruptcy**

None  List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Berger Singerman PA 350 E. Las Olas Blvd. Suite 1000 Ft. Lauderdale, FL 33301		5000.00
Law Office of Joel M. Haber 2365 Wall Street Suite 120 Conyers, Georgia 30013		8500.00

**10. Other transfers**

None  a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
--------------------------------------------------------	------	--------------------------------------------------

None  b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR' INTEREST IN PROPERTY
-------------------------------	------------------------	--------------------------------------------------------------------------------------

**11. Closed financial accounts**

None  List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Wachovia		5/18/2011

**12. Safe deposit boxes**

None  List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
----------------------------------------------	---------------------------------------------------------------	-------------------------	---------------------------------------

**13. Setoffs**

None  List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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**14. Property held for another person**

None  List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
---------------------------	-----------------------------------	----------------------

**15. Prior address of debtor**

None  If debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

**16. Spouses and Former Spouses**

None  If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None



a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None



b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None



c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
---------------------------------------	---------------	-----------------------

**18. Nature, location and name of business**

None  a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within the **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within the **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the business, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Prime Energy Group, Inc.	20-4980986	1303 Jimson Circle Conyers, GA 30013	Lodging and Trucking	06/01/2006

None  b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
------	---------

**19. Books, records and financial statements**

None  a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Larry Kendrick 1303 Jimson Circle Conyers, GA 30013	

None  b. List all firms or individuals who within **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Larry Kendrick 1303 Jimson Circle Conyers, GA 30013		

None  c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Jack Gamel, CPA	8218 Duralee Lane Douglasville, GA 30134
Larry Kendrick	1303 Jimson Circle Conyers, GA 30013

None  d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS DATE ISSUED

**20. Inventories**

None  a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY INVENTORY SUPERVISOR DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)

None  b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

**21. Current Partners, Officers, Directors and Shareholders**

None  a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS NATURE OF INTEREST PERCENTAGE OF INTEREST

None  b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS TITLE NATURE AND PERCENTAGE OF STOCK OWNERSHIP

Larry W. Kendrick President 100%  
1303 Jimson Circle  
Conyers, GA 30013

**22. Former partners, officers, directors and shareholders**

None  a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME ADDRESS DATE OF WITHDRAWAL

None  b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS TITLE DATE OF TERMINATION

**23. Withdrawals from a partnership or distributions by a corporation**

None  If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR DATE AND PURPOSE OF WITHDRAWAL AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY

Larry W. Kendrick Salary \$63,117.35  
1303 Jimson Circle  
Conyers, GA 30013

**24. Tax Consolidation Group.**

None  If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

**25. Pension Funds.**

None  If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

NAME OF PENSION FUND

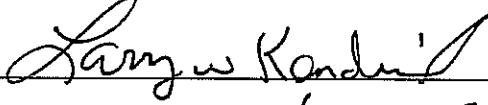
TAXPAYER IDENTIFICATION NUMBER (EIN)

\* \* \* \* \*

*[If completed on behalf of a partnership or corporation]*

I, declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 5-18-2011

Signature 

LARRY W. KENDRICK PRESIDENT  
Print Name and Title

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

\_\_\_\_\_ continuation sheets attached



In re: Prime Energy Group, Inc.

Case No. \_\_\_\_\_  
(If known)

Debtor

## SCHEDULE A - REAL PROPERTY

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
NONE				

Total > 0.00

(Report also on Summary of Schedules.)

In re Prime Energy Group, Inc.  
 Debtor

Case No. \_\_\_\_\_  
 (If known)

## SCHEDULE B - PERSONAL PROPERTY

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Suntrust		1,192.10
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		See Attached		102,217.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			

Big Bend Tree Service		\$ 2,050.00			
Bridges Bros. Tree Service		\$ 30,795.00			
Capital Tree Service		\$ 6,730.00			
Gibbs & Culpepper Tree Service		\$ 21,642.00			
St Joe Timberland Co of Delaware		\$41,000.00			
		\$ 102,217.00			

In re Prime Energy Group, Inc.

Debtor

Case No. \_\_\_\_\_

(If known)

## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		See Attached		<del>723,000.00</del>
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment and supplies used in business.		See Attached		723,000.00
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
1 continuation sheets attached			Total >	\$ 826,409.10

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)



In re Prime Energy Group, Inc.

Case No. \_\_\_\_\_

Debtor

(If known)

## SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions, Above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. American Bank c/o Bulldog Asset Management, Ent. 2659 Freedom Parkway Suite 290 Cumming, GA 30041			First Lien Trucks <hr/> VALUE \$138,000.00				130,000.00	0.00
ACCOUNT NO. John Deere c/o CT Corporation System 1201 Peachtree Street NE Atlanta, GA 30361			Notice <hr/> VALUE \$0.00				0.00	0.00
ACCOUNT NO. John Deere 6400 NW 86th Street PO Box 6630 Johnston, IA 50131			First Lien Equipment <hr/> VALUE \$138,000.00				250,000.00	0.00
ACCOUNT NO. Sunsouth Capital 136 South Holiday Road Suite D Miramir Beach, FL 32550 Attn: John Cash, President			First Lien Trucks and Trailers <hr/> VALUE \$160,000.00				130,000.00	0.00

0 continuation sheets attached

Subtotal >  
(Total of this page)

Total >  
(Use only on last page)

	\$ 510,000.00		\$ 0.00
	\$ 510,000.00		\$ 0.00

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re Prime Energy Group, Inc.

Debtor

Case No. \_\_\_\_\_

(If known)

### SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

**Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

**Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

**Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

**Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

**Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

**Deposits by individuals**

Claims of individuals up to \$2,600\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

**Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

**Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

**Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Prime Energy Group, Inc.  
Debtor

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.									\$0.00

Sheet no. 1 of 1 continuation sheets attached to Schedule of  
Creditors Holding Priority Claims

Subtotals >  
(Totals of this page)

\$	0.00	\$	0.00	\$	0.00
\$	0.00				
		\$	0.00	\$	0.00

Total >  
(Use only on last page of the completed  
Schedule E. Report also on the Summary of  
Schedules.)

Total >  
(Use only on last page of the completed  
Schedule E. If applicable, report also on the  
Statistical Summary of Certain Liabilities and  
Related Data.)



In re Prime Energy Group, Inc.  
 Debtor

Case No. \_\_\_\_\_  
 (If known)

### SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.  Airgas South PO Box 9249 Marietta, GA 30065-2249		Lease				1,387.72
ACCOUNT NO.  Alsco PO Box 2377 Tallahassee, FL 32316		Uniforms				1,474.45
ACCOUNT NO.  Bennett Eubanks Oil Co 17410 Main Street North Blountstown, FL 32424		Fuel				9,521.10
ACCOUNT NO.  Bennett Eubanks Oil Company c/o Jeffrey P. Whitton PO Box 1956 Panama City, FL 32402		NOTICE				0.00
ACCOUNT NO.  Big Boss Stores, LLC 66 North Holiday Road Miramar Beach, FL 32550		Fuel				8,340.80

Continuation sheets attached

Subtotal	Y	\$	20,724.07
Total	Y	\$	

(Use only on last page of the completed Schedule F.)  
 (Report also on Summary of Schedules and, if applicable on the Statistical  
 Summary of Certain Liabilities and Related Data.)

Case No. \_\_\_\_\_  
 (If known)

In re Prime Energy Group, Inc.  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE				AMOUNT OF CLAIM
			CONTINGENT	UNLIQUIDATED	DISPUTED	
ACCOUNT NO.  Capital Hydraulics, Inc. 377 Capital Circle SW Tallahassee, FL 32304		Truck Parts				8,236.48
ACCOUNT NO.  Capital Truck, Inc. PO Box 6328 Tallahassee, FL 32314		Truck Parts				8,236.48
ACCOUNT NO.  Century Link/Embarq PO Box 1319 Charlotte, NC 28201-1319		Telephone				375.06
ACCOUNT NO.  Chambers DeLimbinator, Inc. PO Box 777 Ackermanm, MS 39735		Parts				2,101.85
ACCOUNT NO.  City Tire Co. 19511 SR 20 West Blountstown, FL 32424		Tires				10,012.58

Sheet no. 1 of 7 continuation sheets attached to Schedule of Creditors  
 Holding Unsecured  
 Nonpriority Claims

Subtotal >	\$	28,962.45
Total >	\$	

(Use only on last page of the completed Schedule F.)  
 (Report also on Summary of Schedules and, if applicable on the Statistical  
 Summary of Certain Liabilities and Related Data.)

In re Prime Energy Group, Inc.  
 Debtor

Case No. \_\_\_\_\_  
 (If known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.  City Tire Company, Inc. c/o J. David House, P.A. 16865 S.E. River Street Blountstown, FL 32424		NOTICE				0.00
ACCOUNT NO.  First Call Truck Parts 7318 W. Tennessee Street Tallahassee, FL 32304		Parts				2,050.78
ACCOUNT NO.  Flint Equipment PO Box 3329 Albany, GA 31706		Lease Payments				63,161.35
ACCOUNT NO.  Glass Pro Shop, Inc. 4525 Capital Circle NW Suite J18 Tallahassee, FL 32303		Glass Work				247.25
ACCOUNT NO.  Hale Trailer Brake & Wheel PO Box 1400 Voorhees, NJ 08043		Rental				12,359.91

Sheet no. 2 of 7 continuation sheets attached to Schedule of Creditors  
 Holding Unsecured  
 Nonpriority Claims

Subtotal > \$ **77,819.29**

Total > \$

(Use only on last page of the completed Schedule F.)  
 (Report also on Summary of Schedules and, if applicable on the Statistical  
 Summary of Certain Liabilities and Related Data.)

In re Prime Energy Group, Inc.  
Debtor

Case No. \_\_\_\_\_  
(If known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODITOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						0.00
Hale Trailer Brake & Wheel, Inc. c/o Simpson Law Offices, L.L.P One Securities Centre, Suite 300 3490 Piedmont Road, N.E. Atlanta, GA 30305		NOTICE				
ACCOUNT NO.						2,234.76
Heavy Machines, Inc. PO Box 18986 Memphis, TN 38181-0986		Parts				
ACCOUNT NO.						3,300.00
Huckaby's Oil 20718 E. US Hwy 84 Fordon, AL 36343		Fuel				
ACCOUNT NO.						28,364.30
Illinois National Insurance Co c/o Markowitz, Ringle, Trusty & Hartog 9130 S. Dadeland Blvd. Ste. 1800 Miami, FL 33156		Workers Compensation Insurance				
ACCOUNT NO.						2,298.23
Industrial Cutting Tools PO Box 757 Valdosta, GA 31603-0757		Parts				

Sheet no. 3 of 7 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal  $\$$  **36,197.29**

Total  $\$$

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable on the Statistical  
Summary of Certain Liabilities and Related Data.)

In re Prime Energy Group, Inc.  
 Debtor

Case No. \_\_\_\_\_  
 (If known)

### SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						1,090.03
<b>Johnson &amp; Johnson, Inc.</b> PO Box 157 Madison, FL 32341		Fuel				
ACCOUNT NO.						1,570.00
<b>King &amp; Woods</b> 3653 Cagney Drive Ste. 202 Tallahassee, FL 32309		Attorney Fees				
ACCOUNT NO.						6,118.46
<b>Knight Forestry, Inc.</b> PO Box 86 3523 Hwy 84 Whigham, GA 39897		Repair Work				
ACCOUNT NO.						20,000.00
<b>Lane P. Smith</b> 241 John Knox Rd. Ste. 200 Tallahassee, FL 32303		Lease Payments				
ACCOUNT NO.						6,599.94
<b>McBurney Corp</b> PO Box 1827 Norcross, GA 30091		Service Work				

Sheet no. 4 of 7 continuation sheets attached to Schedule of Creditors  
 Holding Unsecured  
 Nonpriority Claims

Subtotal Y \$ 35,378.43

Total Y \$

(Use only on last page of the completed Schedule F.)  
 (Report also on Summary of Schedules and, if applicable on the Statistical  
 Summary of Certain Liabilities and Related Data.)

In re Prime Energy Group, Inc.  
 Debtor

Case No. \_\_\_\_\_  
 (if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.  <b>McMaster Carr</b> <b>PO Box 7690</b> <b>Chicago, IL 60680-7690</b>		<b>Supplies</b>				<b>179.29</b>
ACCOUNT NO.  <b>Mooney Container Service, Inc.</b> <b>PO Box 12399</b> <b>Tallahassee, FL 32317</b>		<b>Lease</b>				<b>1,837.83</b>
ACCOUNT NO.  <b>Murphy Environmental &amp; Land Mgmt.</b> <b>508 Old Poorhouse Rd.</b> <b>Murphy, NC 28906</b>		<b>Lease</b>				<b>10,000.00</b>
ACCOUNT NO.  <b>Northridge Environmental</b> <b>d/b/a Crusing &amp; Screening Equipment</b> <b>707 Mulberry Street</b> <b>Blacklick, OH 43004</b>		<b>Lease</b>				<b>24,230.98</b>
ACCOUNT NO.  <b>PayChex</b> <b>600 Town Park Lane</b> <b>Suite 100</b> <b>Kennesaw, GA 30144</b>		<b>Check Services</b>				<b>9,382.50</b>

Sheet no. 5 of 7 continuation sheets attached to Schedule of Creditors  
 Holding Unsecured  
 Nonpriority Claims

Subtotal >	\$	<b>45,630.60</b>
Total >	\$	

(Use only on last page of the completed Schedule F.)  
 (Report also on Summary of Schedules and, if applicable on the Statistical  
 Summary of Certain Liabilities and Related Data.)

In re Prime Energy Group, Inc. Debtor

Case No. \_\_\_\_\_ (If known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.  Phillips Oil, Inc. 1424 Transmitter Road Panama City, FL 32401		Fuel				40,298.47
ACCOUNT NO.  Rainey Cawthon Distributors, Inc. PO Box 643601 W. Madison Street Tallahassee, FL 32302		Fuel				35,458.20
ACCOUNT NO.  Ray Lynn Distributors, Inc. 4900 Tram Court Tallahassee, FL 32311		Chemicals				954.63
ACCOUNT NO.  Safety Kleen Services 5360 Legacy Drive Bldg. 2 Suite 100 Plano, TX 75024		Services				169.61
ACCOUNT NO.  Southern Timber 148 Van Huesen Drive Ozark, AL 36360		Loan				17,978.85

Sheet no. 6 of 7 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal	y	\$ 94,859.76
Total	y	\$

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable on the Statistical  
Summary of Certain Liabilities and Related Data.)

In re Prime Energy Group, Inc. Debtor

Case No. \_\_\_\_\_ (If known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.  Suber & Weaver Equipment Repairs PO Box 2193 Tallahassee, FL 32316		Parts				419.25
ACCOUNT NO.  Talquin Portable Restrooms PO Box 559 Midway, FL 32343		Rental Payments				434.02

Sheet no. 7 of 7 continuation sheets attached to Schedule of Creditors  
 Holding Unsecured  
 Nonpriority Claims

Subtotal	>	\$	853.27
Total	>	\$	340,425.16

(Use only on last page of the completed Schedule F.)  
 (Report also on Summary of Schedules and, if applicable on the Statistical  
 Summary of Certain Liabilities and Related Data.)



In re: Prime Energy Group, Inc. Debtor

Case No. \_\_\_\_\_  
(If known)

## SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Lane P. Smith 241 John Knox Rd. Ste. 200 Tallahassee, FL 32303	Building Lease at 4864 Corlette Street Tallahassee, FL
St. Joe Timberland Company of Delaware, LLC 5831 Hwy 22 PO Box 217 Wewahitchka, FL 32465	Cut and Haul Contract for lumber in Bay, Franklin, Calhoun and Liberty Counties, FL

In re: Prime Energy Group, Inc.  
Debtor

Case No. \_\_\_\_\_  
(if known)

## SCHEDULE H - CODEBTORS

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
------------------------------	------------------------------

B 203  
(12/94)

UNITED STATES BANKRUPTCY COURT  
Northern District of Georgia

In re: Prime Energy Group, Inc.  
Debtor

Case No. \_\_\_\_\_  
Chapter 11

**DISCLOSURE OF COMPENSATION OF ATTORNEY  
FOR DEBTOR**

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>8,500.00</u>
Prior to the filing of this statement I have received	\$	<u>8,500.00</u>
Balance Due	\$	<u>0.00</u>

2. The source of compensation paid to me was:

- Debtor
- Other (specify)

3. The source of compensation to be paid to me is:

- Debtor
- Other (specify)

4.  I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a) Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b) Preparation and filing of any petition, schedules, statement of affairs, and plan which may be required;
- c) Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d) Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e) [Other provisions as needed]

None

6. By agreement with the debtor(s) the above disclosed fee does not include the following services:

None

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

I hereby certify that I delivered to the debtor this notice required by § 342(b) of the Bankruptcy Code.

Dated: 5/18/11



Joel M. Haber, Bar No. 316244

Law Office of Joel M. Haber  
Attorney for Debtor(s)

B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court  
Northern District of Georgia**

In re Prime Energy Group, Inc.  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 0.00		
B - Personal Property	YES	2	\$ 826,409.10		
C - Property Claimed as Exempt	NO				
D - Creditors Holding Secured Claims	YES	1		\$ 510,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	2		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	8		\$ 340,425.16	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$
J - Current Expenditures of Individual Debtor(s)	NO	0			\$
<b>TOTAL</b>		<b>16</b>	<b>\$ 826,409.10</b>	<b>\$ 850,425.16</b>	

B6 Declaration (Official Form 6 - Declaration) (12/07)

In re Prime Energy Group, Inc.  
Debtor

Case No. \_\_\_\_\_  
(if known)

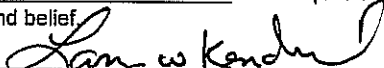
### DECLARATION CONCERNING DEBTOR'S SCHEDULES

#### DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

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

I, the \_\_\_\_\_ of the Corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 16 sheets (Total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date 5-18-2011

Signature: 

LARRY W. KENDRICK PRESIDENT  
[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

**United States Bankruptcy Court  
 Northern District of Georgia**

In re Prime Energy Group, Inc., Case No. \_\_\_\_\_  
 Debtor Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
Flint Equipment PO Box 3329 Albany, GA 31706		Lease Payment		\$63,161.35
Phillips Oil, Inc. 1424 Transmitter Road Panama City, FL 32401		Fuel		\$40,298.47
Rainey Cawthon Distributors, Inc. PO Box 643601 W. Madison Street Tallahassee, FL 32302		Fuel		\$35,458.20
Illinois National Insurance Co c/o Markowitz, Ringle, Trusty & Hartog 9130 S. Dadeland Blvd. Ste. 1800 Miami, FL 33156		Workers Compensation Insurance		\$28,364.30
Northridge Environmental d/b/a Crusing & Screening Equipment 707 Mulberry Street Blacklick, OH 43004		Lease Payments		\$24,230.98
Lane P. Smith 241 John Knox Rd. Ste. 200 Tallahassee, FL 32303		Lease Payments		\$20,000.00

In re Prime Energy Group, Inc.

Debtor

Case No. \_\_\_\_\_

Chapter 11

## LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
Southern Timber 148 Van Huesen Drive Ozark, AL 36360		Loan		\$17,978.85
Hale Trailer Brake & Wheel PO Box 1400 Voorhees, NJ 08043		Rental Payments		\$12,359.91
City Tire Co. 19511 SR 20 West Blountstown, FL 32424		Tires		\$10,012.58
Murphy Environmental & Land Mgmt. 508 Old Poorhouse Rd. Murphy, NC 28906		Lease Payments		\$10,000.00
Bennett Eubanks Oil Co 17410 Main Street North Blountstown, FL 32424		Fuel		\$9,521.10
PayChex 600 Town Park Lane Suite 100 Kennesaw, GA 30144		Check Services		\$9,382.50

In re Prime Energy Group, Inc., Case No. \_\_\_\_\_  
 Debtor Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
Big Boss Stores, LLC 66 North Holiday Road Miramar Beach, FL 32550		Fuel		\$8,340.80
Capital Truck, Inc. PO Box 6328 Tallahassee, FL 32314		Truck Parts		\$8,236.48
Capital Hydraulics, Inc. 377 Capital Circle SW Tallahassee, FL 32304		Supplies		\$8,236.48
McBurney Corp PO Box 1827 Norcross, GA 30091		Service Work		\$6,599.94
Knight Forestry, Inc. PO Box 86 3523 Hwy 84 Whigham, GA 39897		Repair Work		\$6,118.46
Huckaby's Oil 20718 E. US Hwy 84 Fordon, AL 36343		Fuel		\$3,300.00



In re Prime Energy Group, Inc.

Debtor

Case No. \_\_\_\_\_

Chapter 11

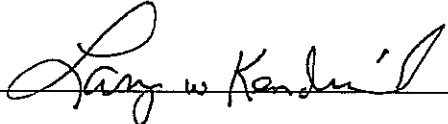
### LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
Industrial Cutting Tools PO Box 757 Valdosta, GA 31603-0757		Parts		\$2,298.23
Chambers DeLimbinator, Inc. PO Box 777 Ackermanm, MS 39735		Parts		\$2,101.85

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

I, , of the Corporation 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: 5-18-2011

Signature: 

LARRY W. KENDRICK PRESIDENT  
(Print Name and Title)

Penalty for making a false statement or concealing property. Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court  
Northern District of Georgia**

In re Prime Energy Group, Inc.  
Debtor

Case No. \_\_\_\_\_  
Chapter 11

**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	\$ 0.00
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$ 0.00
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$ 0.00
Student Loan Obligations (from Schedule F)	\$ 0.00
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E.	\$ 0.00
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$ 0.00
<b>TOTAL</b>	<b>\$ 0.00</b>

State the following:

Average Income (from Schedule I, Line 16)	\$ 0.00
Average Expenses (from Schedule J, Line 18)	\$ 0.00
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20 )	\$ 0.00

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		\$ 0.00
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.	\$ 0.00	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		\$ 0.00
4. Total from Schedule F		\$ 340,425.16
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		\$ 340,425.16

**United States Bankruptcy Court  
Northern District of Georgia**

In re **Prime Energy Group, Inc.**

Case No.

Debtor.

Chapter **11**

**STATEMENT OF CORPORATE OWNERSHIP**

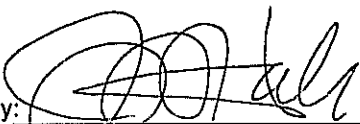
Comes now **Prime Energy Group, Inc.** (the "Debtor") and pursuant to Fed. R. Bankr. P. 1007(a) and 7007.1 state as follows:

         All corporations that directly or indirectly own 10% or more of any class of the corporation's equity interests are listed below:

Owner	% of Shares Owned
None	

OR,

  **X**   There are no entities to report.

By:  \_\_\_\_\_

**Joel M. Haber**  
Signature of Attorney

Counsel for **Prime Energy Group, Inc.**

Bar no.: **316244**

Address.: **Law Office of Joel M. Haber  
2365 Wall Street  
Suite 120  
Conyers, Georgia 30013**

Telephone No.: **770-922-9080**

Fax No.: **770-922-4647**

E-mail address: