

B1 (Official Form 1) (4/13)

United States Bankruptcy Court WESTERN DISTRICT OF OKLAHOMA		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): HARRISBURG PROSPECT LEASE FUND, LLC, a limited liability company		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): NONE		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): 45-4893321		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, and State): 8110 East Highway 7 Duncan, OK		Street Address of Joint Debtor (No. & Street, City, and State):
ZIPCODE 73533		ZIPCODE
County of Residence or of the Principal Place of Business: Stephens		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): SAME		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): SAME		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)	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 Oil and Gas	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 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.
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	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 11 Debtors: Check one box: <input type="checkbox"/> Debtor is a small business 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 (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 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).
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.		THIS SPACE IS FOR COURT USE ONLY
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 type="checkbox"/> 50-99 <input checked="" 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		THIS SPACE IS FOR COURT USE ONLY
Estimated Assets <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"/> \$1,000,001 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		THIS SPACE IS FOR COURT USE ONLY
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"/> \$1,000,001 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		THIS SPACE IS FOR COURT USE ONLY

B1 (Official Form 1) (4/13)

FORM B1, Page 2

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): HARRISBURG PROSPECT LEASE FUND, LLC, a limited liability company	
All Prior Bankruptcy Cases 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: NONE	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) <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 have delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) Date 11/27/2013		
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 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 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.) <div style="text-align: right; margin-right: 100px;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: right; margin-right: 100px;"> _____ (Address of landlord) </div>			
<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 with 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)).			

B1 (Official Form 1) (4/13)

FORM B1, Page 3

<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): HARRISBURG PROSPECT LEASE FUND, LLC, a limited liability company</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 States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[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)</p> <p>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.</p> <p>(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>X _____ Signature of Attorney</p> <p>_____ Printed Name of Attorney for Debtor(s) Beauchamp M. Patterson 19188</p> <p>_____ Firm Name McAfee & Taft A Professional Corporation</p> <p>_____ Address 211 N. Robinson, 10th Floor</p> <p>_____ Two Leadership Square</p> <p>_____ Oklahoma City, OK 73102</p> <p>_____ Telephone Number (405) 235-9621</p> <p>_____ Date 11/26/2013</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 Bankruptcy 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); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services 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>X _____</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided</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.</p> <p><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>
<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 the 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>_____ Printed Name of Authorized Individual Jimmy W. Gray</p> <p>_____ Title of Authorized Individual Manager</p> <p>_____ Date 11/26/2013</p>	<p>X _____</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided</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.</p> <p><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>

Rule 2016(b) (8/91)

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF OKLAHOMA

In re *HARRISBURG PROSPECT LEASE FUND, LLC, a limited liability company*

Case No.
Chapter 11

/ Debtor

Attorney for Debtor: *Beauchamp M. Patterson*

STATEMENT PURSUANT TO RULE 2016(B)

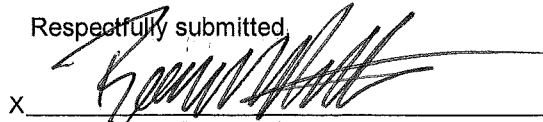
The undersigned, pursuant to Rule 2016(b), Bankruptcy Rules, states that:

1. The undersigned is the attorney for the debtor(s) in this case.
2. The compensation paid or agreed to be paid by the debtor(s), to the undersigned is:

a) For legal services rendered or to be rendered in contemplation of and in connection with this case	\$ <u>20,500.00</u>
b) Prior to the filing of this statement, debtor(s) have paid	\$ <u>17,500.00</u>
c) The unpaid balance due and payable is	\$ <u>3,000.00</u>
3. \$ 1,213.00 of the filing fee in this case has been paid.
4. The Services rendered or to be rendered include the following:
 - a) Analysis of the financial situation, and rendering advice and assistance to the debtor(s) in determining whether to file a petition under title 11 of the United States Code.
 - b) Preparation and filing of the petition, schedules, statement of financial affairs and other documents required by the court.
 - c) Representation of the debtor(s) at the meeting of creditors.
5. The source of payments made by the debtor(s) to the undersigned was from earnings, wages and compensation for services performed, and
None other
6. The source of payments to be made by the debtor(s) to the undersigned for the unpaid balance remaining, if any, will be from earnings, wages and compensation for services performed, and
N/A
7. The undersigned has received no transfer, assignment or pledge of property from debtor(s) except the following for the value stated:
N/A
8. The undersigned has not shared or agreed to share with any other entity, other than with members of undersigned's law firm, any compensation paid or to be paid except as follows:
N/A

Dated: 11/27/2013

Respectfully submitted,



X _____
Attorney for Petitioner: *Beauchamp M. Patterson*
McAfee & Taft A Professional Corporation
211 N. Robinson, 10th Floor
Two Leadership Square
Oklahoma City OK 73102
(405) 235-9621

**DECLARATION OF JIMMY W. GRAY
REGARDING HARRISBURG LEASE PROSPECT FUND, LLC**

I, Jimmy W. Gray, make the following declaration on behalf of debtor Harrisburg Lease Prospect Fund, LLC ("Harrisburg"):

1. Pursuant to an Agreement and Understanding dated August 29th, 2012, all of the members of Oklahoma Energy Exchange, LLC, an Oklahoma limited liability company ("OEE") unanimously agreed to turn over to me the day-to-day operational control of OEE, and to vest me with final decision-making authority regarding "all decisions" concerning OEE.
2. OEE owns and controls all of Harrisburg's outstanding common units.
3. Pursuant to the operational control and decision-making authority described above, and in exercise of my reasonable business judgment, I have authorized Harrisburg to be reorganized under a plan of reorganization to be carried out under chapter 11 of the United States Bankruptcy Code.

DATED: November 26, 2013

By: Jimmy W. Gray
 Jimmy W. Gray
 Manager, Oklahoma Energy Exchange, LLC
 Holder of All Outstanding Common Units of
 Harrisburg Lease Prospect Fund, LLC

STATE OF OKLAHOMA)
) ss.
 COUNTY OF STEPHENS)

The foregoing was executed before me on this 26 day of November, 2013 by Jimmy W. Gray, known by me as the individual named above and executed of his own free will.

Kimberly Davis
 Notary Public



AGREEMENT AND UNDERSTANDING

This Agreement and Understanding entered into this 29th day of August 2012, by and between the parties set out hereunder.

WHEREAS Jimmy W. Gray, hereinafter referred to as "father" is the father of Gregory L. Gray, Michael Gray and Michelle Gray, hereinafter referred to as "children"; and

WHEREAS father has assisted children in the formation of Oklahoma Energy Exchange, LLC, an Oklahoma Limited Liability Company, hereinafter referred to as "company," by using his expertise in the exploration and production of oil and gas; the raising of money to develop potential prospects and the day to day operation of oil and gas companies, and

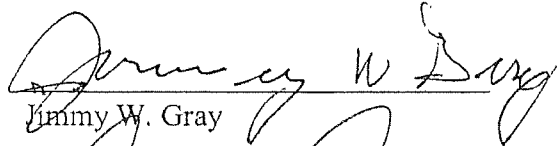
WHEREAS that father and children wish to enter into an agreement and understanding between them as to the day to day operation of the company.

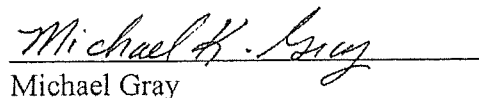
NOW THEREFORE it is agreed between father, children and company, as follows:

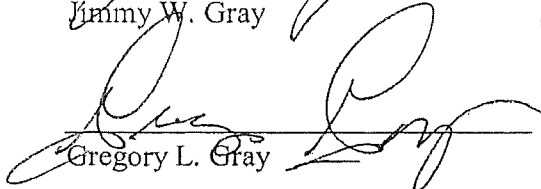
1. Children agree that father shall direct the day to day operation of the company in all matters;
2. Children will each own one-third (1/3) interest in the company;
3. Children may not sell, assign or encumber their interest without the consent of father;
4. Father will assist children in the acquisition of leases; exploration and drilling and with representation in the Oklahoma Corporation Commission bringing actions necessary for the operation of company;
5. All decisions of father concerning company are final;
6. It is the intention of father, children and company that father assist children in building the company into a valuable operating oil and gas company.

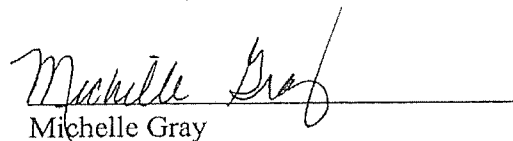
Dated this 29th day of August 2012.

APPROVED:


Jimmy W. Gray


Michael Gray


Gregory L. Gray


Michelle Gray

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF OKLAHOMA**

In re *HARRISBURG PROSPECT LEASE FUND, LLC*
a limited liability company

Case No.
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).

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
1 <i>Dechant Farms</i> Box 636 Manning AB TOH 2MO Canada	Phone: <i>Dechant Farms</i> Box 636 Manning AB Canada	<i>Preferred Unit Holder Claim</i>		\$ 252,996.00
2 <i>Frederick D. Cook (IRA)</i> 7009 Franklin Avenue Windsor Heights IA 50324	Phone: <i>Frederick D. Cook (IRA)</i> 7009 Franklin Avenue Windsor Heights IA 50324	<i>Preferred Unit Holder Claim</i>		\$ 209,376.00
3 <i>Jane Tourino et al</i> 7 Malaga Place West Manhattan Beach CA 90266	Phone: <i>Jane Tourino</i> 7 Malaga Place West Manhattan Beach CA 90266	<i>Preferred Unit Holder Claim</i>		\$ 174,480.00
4 <i>Wade Odom (IRA)</i> 3800 Highway 45 N Deer Park AL 36529	Phone: <i>Wade Odom (IRA)</i> P O Box 122 Deer Park AL 36529	<i>Preferred Unit Holder Claim</i>		\$ 174,480.00
5 <i>Joyce J. Bradshaw (IRA)</i> P O Box 675 Greenwood MS 38935	Phone: <i>Joyce J. Bradshaw (IRA)</i> P O Box 675 Greenwood MS 38935	<i>Preferred Unit Holder Claim</i>		\$ 152,670.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
6 Adam Lobert (IRA) 631 Cherrywood Drive Elizabethtown KY 42701	Phone: Adam Lobert (IRA) 915 Josephine Street Bowling Green KY 42101	Preferred Unit Holder Claim		\$ 130,860.00
7 Rodney & Elizabeth Ebach 20712 SE 104th Street Newalla OK 74857	Phone: Rodney & Elizabeth Ebach 20712 SE 104th Street Newalla OK 74857	Preferred Unit Holder Claim		\$ 109,050.00
8 Edward & Elizabeth Bettner 307 Glen Oaks Dr Cincinnati OH 45238	Phone: Edward & Elizabeth Bettner 307 Glen Oaks Dr Cincinnati OH 45238	Preferred Unit Holder Claim		\$ 109,050.00
9 Richard Bruggeman 351 Longview Dr Mountainside NJ 07092	Phone: Richard Bruggemann 351 Longview Dr Mountainside NJ 07092	Preferred Unit Holder Claim		\$ 87,240.00
10 Edward C. Bettner (IRA) Quest 307 Glen Oaks Dr Cincinnati OH 45238	Phone: Edward C. Bettner (IRA) Quest 307 Glen Oaks Dr Cincinnati OH 45238	Preferred Unit Holder Claim		\$ 87,240.00
11 JWK Management, LLC (Knipf) 10821 Skyline Dr Santa Ana CA 92705	Phone: JWK Management, LLC (Knipf)	Preferred Unit Holder Claim		\$ 87,240.00
12 Jane Tourino 7 Malga Place West Manhattan Beach CA 90266	Phone: Jane Tourino 7 Malga Place West Manhattan Beach CA 90266	Preferred Unit Holder Claim		\$ 87,240.00
13 John Knipf 10821 Skyline Dr Santa Ana CA 92705	Phone: John Knipf 10821 Skyline Dr Santa Ana CA 92705	Preferred Unit Holder Claim		\$ 87,240.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
14 David J. Prewett 2011 Saddle Creek Drive Houston TX 77090	Phone: David J. Prewett 2011 Saddle Creek Drive Houston TX 77090	Preferred Unit Holder Claim		\$ 87,240.00
15 Bobby & Charlotte Rogers 331793 E 1060 Road McLoud OK 74851	Phone: Bobby & Charlotte Rogers 331793 E 1060 Road McLoud OK 74851	Preferred Unit Holder Claim		\$ 87,240.00
16 Herbert J. & Pamela M. Smith 934 Blackwells Wharf Road Burgess VA 22432	Phone: Herbert J. & Pamela M. Smith 934 Blackwells Wharf Road Burgess VA 22432	Preferred Unit Holder Claim		\$ 87,240.00
17 Edward & Elizabeth Bettner 307 Glen Oaks Dr 485238	Phone: Edward & Elizabeth Bettner 307 Glen Oaks Dr 485238	Preferred Unit Holder Claim		\$ 75,000.00
18 Richard Juenemann 32768 220th Street Sanborn MN 56083	Phone: Richard Juenemann 32768 220th Street Sanborn MN 56083	Preferred Unit Holder Claim		\$ 75,000.00
19 Mark & Karen Dick 1239 12th Street Henderson NE 68371	Phone: Mark & Karen Dick 1239 12th Street Henderson NE 68371	Preferred Unit Holder Claim		\$ 65,430.00
20 Harry R. & Ann Tennant Trust 1457 E. Palo Verde Street Yuma AZ 85365	Phone: Harry R. & Ann Tennant Trust 1457 E. Palo Verde Street Yuma AZ 85365	Preferred Unit Holder Claim		\$ 65,430.00

B4 (Official Form 4) (12/07)

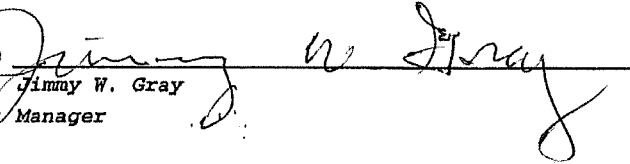
Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION

I, Jimmy W. Gray, Manager of the Corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding Twenty Largest Unsecured Claims and that they are true and correct to the best of my knowledge, information and belief.

Date: 11/26/2013

Signature 
Name: Jimmy W. Gray
Title: Manager

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF OKLAHOMA**

In re *HARRISBURG PROSPECT LEASE FUND, LLC,*
a limited liability company

Case No.
Chapter 11


_____/ Debtor
Attorney for Debtor: *Beauchamp M. Patterson*

COVER SHEET FOR LIST OF CREDITORS

I hereby certify under penalty of perjury that the attached list of creditors, which consists of 16 pages,
is true, correct and complete to the best of my knowledge.

Date: 11/26/13

Debtor



Beauchamp M. Patterson
Attorney for the debtor(s)
211 N. Robinson, 10th Floor
Two Leadership Square
Oklahoma City, OK 73102

3CG LLC
9139 JULIE ANN WAY
WEST JORDAN UT 84088

ADAM LOBERT (IRA)
915 JOSEPHINE STREET
BOWLING GREEN KY 42101

ADAM LOBERT (IRA)
631 CHERRYWOOD DRIVE
ELIZABETHTOWN KY 42701

ALAN BREUKER
3312 M40
HAMILTON MI 49419

ANA I ANDERSON IMBER
855 RUSSET DRIVE
SUNNYVALE CA 94087

ARCH L FERGUSON FOUNDATION
601 E ABRAM STREET
ARLINGTON TX 76010

ARTHUR REZAC
262 BENT HOOK RD
TOMS RIVER NJ 08755

BERNARD E RYAN
1112 VIA LATINA DRIVE
CAMARILLO CA 93012

BOBBY & CHARLOTTE ROGERS
331793 E 1060 ROAD
MCCLOUD OK 74851

BRAD HOOVER
2636 CHEROKEE
PAMPA TX 79065

BRIDGEWATER 2006 LLC
7 MALAGA PLACE
MANHATTAN BEACH CA 90266

BRUCE J DAAB
5 HOLLY LANE
BROOKFIELD CT 06804

BRYAN ZILKEY
154 COLBORNE ST N
SIMCOE ON CANADA

CAROL LYNN JOHNSTON
5711 LITTLER DRIVE
HUNTINGTON BEACH CA 92649

CHARLES YETT
18610 LOWER LAKE RD
MONUMENT CO 80132

CURTIS BEYER
69903 VANGOGH ROAD
CATHEDRAL CITY CA 92234

CURTIS COE
6171 ALICE DR
WESTERVILLE OH 43081

DANIEL MOLTZEN
900 MAIN STREET W #320
CANNON FALLS MN 55009

DAVID J PREWETT
2011 SADDLE CREEK DRIVE
HOUSTON TX 77090

DAVID MOLTZEN
8803 HILLSWICK TRAIL
MINNEAPOLIS MN 55443

DAVID RATLEY TRUST
207 CORNELL DRIVE
NORMAL IL 61761

DECHANT FARMS
BOX 636
MANNING AB CANADA

DECHANT FARMS
BOX 636
MANNING AB TOH 2MO CANADA

DENKER CATTLE CO
2109 SOUTH 30TH
ENID OK 73701-402

DONALD F JENSON
1015 62ND AVENUE NE
TACOMA WA 98422

DORIAN MOLTZEN
8803 HILLSWICK TRAIL
MINNEAPOLIS MN 55443

DRILL BABY DRILL LLC
LISA BRITT
547 SPRING HOUSE LANE
LOUISVILLE KY 40229

EDWARD & ELIZABETH BETTNER
307 GLEN OAKS DR
CINCINNATI OH 45238

EDWARD & ELIZABETH BETTNER
307 GLEN OAKS DR
485238

EDWARD C BETTNER (IRA) QUEST
307 GLEN OAKS DR
CINCINNATI OH 45238

EDWARD M & ILA M TIENSVOLD
3050 650TH ROAD
RUSHVILLE NE 69360

ENERGY SOLUTIONS PLUS LLC
37218 42ND AVENUE S
AUBURN WA 98001

FELIX BYNDOM
620 HOPKINS STREET
CENTER TX 75935

FRANK KASPRYZK
11315 FARMINGDALE ROAD
DUNKIRK NY 14048

FRED NASON
443 S CAMDEN DR
BEVERLY HILLS CA 90212

FREDERICK D COOK (IRA)
7009 FRANKLIN AVENUE
WINDSOR HEIGHTS IA 50324

FREDERICK N NASON JR TRUST II

GABRIEL WEAVER
106 E 3RD STREET
BAINBRIDGE OH 45612

GARY D KEARNEY
11385 N TONGASS #217
WARD COVE AK 99928

GERAL ZIBTON (IRA)
2226 STONEGATE LANE
WHEATON IL 60189

GERALD & LAURIE ZIBTON
2226 STONEGATE LANE
WHEATON IL 60189

GERALDINE MORRIS (IRA)
501 3RD AVE
OPELIKA AL 36801

GERRITT BROUWER AND MAY BROWER TRUST

GREGORY & LUBA CSERNICA
9 WILDFIRE LANE
TRUMBULL CT 06611

GUS C SMITH
3234 ROAD L NE
MOSES LAKE WA 98837

HARRY R & ANN TENNANT TRUST
1457 E PALO VERDE STREET
YUMA AZ 85365

HELEN R TISDALE (IRA)
BOX 460
CLOUDCROFT NM 88317

HERBERT J & PAMELA M SMITH
934 BLACKWELLS WHARF ROAD
BURGESS VA 22432

HILL FAMILY TRUST
298 ELLENTON RUN
THE VILLAGES FL 32162

HOPSON LIVING TRUST
3406 LUDLOW AVENUE
BRIDGETON MO 63044

JAMES BURKHALTER
9202 PASEO LOBO
TEXAS CITY TX 77591

JAMES D EDWARDS
210 COVE LANE
CENTREVILLE MD 21617

JANE E MCDOWELL
7487
RED MAPLE PLACE
WESTERVILLE OH 43082

JANE TOURINO
7 MALGA PLACE WEST
MANHATTAN BEACH CA 90266

JANE TOURINO
7 MALAGA PLACE WEST
MANHATTAN BEACH CA 90266

JANE TOURINO ET AL
7 MALAGA PLACE WEST
MANHATTAN BEACH CA 90266

JEFFREY BARNES
3102 FLAVIN LANE
PEBBLE BEACH CA 93953

JEROME STRITTHOLT
54067 FLYCATCHER COURT
FORT MILL SC 29707

JERRY SKEEN
P O BOX 2096
LAS CRUCES NM 88004

JESSE & ANITA DUMAS
742 JUIETTE RD
FORSYTH GA 31029

JOHN CAMPBELL
11280 S INDIAN RIVER DR
SEBASTIAN FL 32958

JOHN KNIPF
10821 SKYLINE DR
SANTA ANA CA 92705

JON HEGRE
10197 NICKOLES AVE
LITTLETON CO 80130

JOSEPH H POHWAT
5814 APT J HANNA PIERCE RD W
UNIVERSITY PLACE WA 98467

JOYCE J & FREDERICK BRADSHAW
P O BOX 675
GREENWOOD MS 38935

JOYCE J BRADSHAW (IRA)
P O BOX 675
GREENWOOD MS 38935

JWK MANAGEMENT LLC (KNIPF)
10821 SKYLINE DR
SANTA ANA CA 92705

JWK MANAGEMENT LLC (KNIPF)

KINNEY INC
83729 511 AVENUE
ELGIN NE 68636

KURT MARKS
745 KEMP ROAD
MOORESVILLE NC 28117

LANCE FEATHERGILL (IRA)
210 TIFTON STREET
ADVANCE NC 27006

LARRY & BONNIE YOUNG
1517 VANESSA CIRCLE
ENCINITAS CA 92024

LAURENCE M CARLANDER
2208 POWER DR
ANACORTES WA 98221

LEO EPP
709 ROAD E
HENDERSON NE 68371

LISA MORGAN
4845 VICTORIA AVENUE
MIDDLETOWN OH 45044

LODEAN D COOK
7009 FRANKLIN AVENUE
WINDSOR HEIGHTS IA 50324

MARK & KAREN DICK
1239 12TH STREET
HENDERSON NE 68371

MARK HOLLIMAN
131 LEDGEWOOD DRIVE
GLASTONBURY CT 06033

MARK SIEGEL
439 BB SAMS DRIVE
SAINT HELENA ISL SC 29920

MARTIN RICCI
131 LUNA LANE
JOHNSTOWN PA 15904

MASUEN FAMILY REVOCABLE TRUST
1460 ROMANCE RD
ESCONDIDO CA 92029

MICHAEL A GUARINO (IRA)
330 GROVE AVE
METUCHEN NJ 08840

MICHAEL BECK
5646 SUNMIST DR
RANCHO PALOS VER CA 90275

MICHAEL BROWER (IRA)
108 CYPRESS STREET
LABADIEVILLE LA 70372

MICHAEL E RATLEY & THELMA DENISE RATLEY
28820 LIMSTONE CIRCLE
COARSEGOLD CA 93614

MONICA RONAN SCHROEDER REV TRUST

MORRIS COHEN FAMILY TRUST
9023 SAWYER STREET
LOS ANGELES CA 90035

NORMAN & JANICE EVANS
P O BOX 1082
GRAHAM TX 76450

PENINSULA TECHNICAL SALES
2028 OLD MIDDLEFIELD WAY
MOUNTAIN VIEW CA 94043

PHILLIP DALRYMPLE
148 S 361ST PLACE
FEDERAL WAY WA 98003

PHILLIP SCHWOB
95 HARBOR MASTER RD #31
SOUTH SAN FRANCI CA 94080

R BENJAMIN GREGG
621 HORESHOE
HOCKESSIN DE 19707

RANDY FINMARK
1070 HACIENDA DRIVE
SIMI VALLEY CA 93065

RAY BISSELL
8920 BRIERFIELD
GRANBURY TX 76049

RICHARD & DEBORAH SCHEWK
1242 WOODLAND CIRCLE
LAWRENCEBURG IN 47025

RICHARD & KAREN HASS
1440 MEMORIAL DR SE
CEDAR RAPIDS IA 52403

RICHARD AMES
110 SHERWOOD ROAD
RIDGEWOOD NJ 07450

RICHARD B JEUNEMANN REVOCABLE TRUST

RICHARD BRUGGEMAN
351 LONGVIEW DR
MOUNTAINSIDE NJ 07092

RICHARD BRUGGLEMANN
351 LONGVIEW DR
MOUNTAINSIDE NJ 07092

RICHARD JUENEMANN
32768 220TH STREET
SANBORN MN 56083

RIPLEY & SCHROEDER TRUST PARTNERSHIP
275 LOCUST FENCE ROAD
SAINT HELENA ISL SC 29920

ROBERT A KIESZ (IRA)
1511 COUNTRY CLUB DRIVE
EAST WENATCHEE WA 98802

ROBERT C FRASER
3926 162ND STREET
TACOMA WA 98446

RODENEY & ELIZABETH EBACH
20712 SE 104TH STREET
NEWALLA OK 74857

RODNEY & ELIZABETH EBACH
20712 SE 104TH STREET
NEWALLA OK 74857

ROGER W KLEIN
14555 WAUKON RD N
EDWALL WA 99008

RONALD H COWGILL (IRA)
1118 RIVER FOREST DRIVE
MAINEVILLE OH 45035

SDSI
P O BOX 27740
LAS VEGAS NV 89126

SERGEY GADAYEV (IRA)
15420 N 7TH STREET
PHOENIX AZ 85022

STEVE HERREN
909 SCOTT DRIVE
BIG SPRING TX 79720

THE KERN FAMILY TRUST
FRED KERN
12 COOKE ROAD
LEXINGTON MA 02420

THOMAS T PAUKERT
1607 MCKINLEY ROAD
NAPA CA 94558

THOMAS T PAUKERT (IRA)
1607 MCKINLEY ROAD
NAPA CA 94558

TOURINO (DANIELLE SCHOFIELD-BRODOCK)

VICTOR SIEGLE (IRA)

WADE ODOM (IRA)
P O BOX 122
DEER PARK AL 36529

WADE ODOM (IRA)
3800 HIGHWAY 45 N
DEER PARK AL 36529

WAKE FAMILY LIVING TRUST
10130 OAKWOOD CIRCLE
CARMEL CA 93923

WALLACE

WALTER WILCZKIEWICZ
34145 PACIFIC COAST HIGHWAY
DANA POINT CA 92629

WAYNE HOOD
301 EAST ABRAM
ARLINGTON TX 76010

WAYNE HOOD (IRA)
301 EAST ABRAM
ARLINGTON TX 76010

WAYNE HOOD INVESTMENTS

WAYNE HOOD INVESTMENTS ROTH

WILLIAM &/OR RICHARD POPYUK
46 OSHAUGHNESSY CRESENT
BARRIE ON CANADA

WILLIAM B DIXON
3174 PLYMOUTH PLACE
COLUMBUS OH 43213

WILLIAM M COBURN JR
741 EMERALD BAY DRIVE
FAIRFIELD CA 94534

WILLIAM MCGINNIS
1712 SOUTH 6TH AVENUE
SIOUX FALLS SD 57105

WILLIAM MORRIS (IRA)
501 3RD AVE
OPELIKA AL 36801

ZACH YAGER
2587 VILLAMONTE COURT
CAMARILLO CA 93010

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF OKLAHOMA**

IN RE:)
)
Harrisburg Lease Prospect Fund, LLC)
) Case No.)
) Chapter 11)
Debtor.)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Bankruptcy Rule 1007(a) and Bankruptcy Rule 7007.1, Harrisburg Lease Prospect Fund, LLC, a

(check one):	
<input checked="" type="checkbox"/>	Corporate Debtor
<input type="checkbox"/>	Party to an adversary proceeding
<input type="checkbox"/>	Party to a contested matter
<input type="checkbox"/>	Member of committee of creditors

makes the following disclosure(s):

All publicly held entities, other than a governmental unit, that directly or indirectly owns ten percent (10%) or more of any class of the corporation's equity interests, are listed below:

OR

X That there are no publicly held entities that directly or indirectly own 10% or more of any class of the corporation's equity interest.

Dated this 26th day of November, 2013.

s/ Beauchamp M. Patterson
Beauchamp M. Patterson, OBA #19188
McAfee & Taft, A Professional Corporation
Tenth Floor, Two Leadership Square
211 North Robinson
Oklahoma City, OK 73102
Telephone: (405) 235-9621
Fax: (405) 235-0439
Email: beau.patterson@mcafeetaft.com