

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 2 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): 90-0880483			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	
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.					
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 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					
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					
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					

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 2 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:	Case Number:	Date Filed:	
NONE			
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:	Case Number:	Date Filed:	
NONE			
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 checked="" 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 <div style="display: flex; justify-content: space-between;"> Signature of Attorney for Debtor(s) 11/27/2013 </div> <div style="display: flex; justify-content: space-between;"> Date </div>	
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;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: right;"> _____ (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

Voluntary Petition

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

Name of Debtor(s):

**Harrisburg 2 Prospect Lease Fund, LLC,
a limited liability company****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

Signature of Debtor

X

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 11 U.S.C. § 1515 are attached.☐ 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.**X**

(Signature of Foreign Representative)

(Printed name of Foreign Representative)

(Date)

X

Signature of Attorney*

Signature of Attorney for Debtor(s)

Beauchamp M. Patterson 19188

Printed Name of Attorney for Debtor(s)

McAfee & Taft A Professional Corporation

Firm Name

211 N. Robinson, 10th Floor

Address

Two Leadership Square**Oklahoma City, OK 73102****(405) 235-9621**

Telephone Number

11/26/2013

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 Bankruptcy 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 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.

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

Date

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

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 additional sheets conforming 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

Michael Kent Gray

Printed Name of Authorized Individual

Manager

Title of Authorized Individual

11/26/2013

Date

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

In re *Harrisburg 2 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
None other
7. The undersigned has received no transfer, assignment or pledge of property from debtor(s) except the following for the value stated:
None
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:
None

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

**GATES OIL & GAS, LTD.
MAJORITY SHAREHOLDER CONSENT
IN LIEU OF MEETING**

November 26, 2013

The undersigned majority shareholder of GATES OIL & GAS, LTD., an Oklahoma corporation (hereinafter the "Corporation"), in accordance with Section 1073 of the Oklahoma General Corporation Act and Section 2.10 of the Bylaws of the Corporation, does hereby take the actions set forth as follows:

RESOLVED, that the Corporation shall be reorganized under a plan of reorganization to be carried out under chapter 11 of the United States Bankruptcy Code and that the officers and directors of the Corporation shall take such actions and execute such documents as are necessary to effect a reorganization of the Corporation under chapter 11 of the United States Bankruptcy Code;

RESOLVED FURTHER, that the Corporation, in its capacity as the Manager and owner of all of the Common Units of Harrisburg 2 Lease Prospect Fund, LLC, an Oklahoma limited liability company, authorizes the reorganization of Harrisburg 2 Lease Prospect Fund, LLC under a plan of reorganization to be carried out under chapter 11 of the United States Bankruptcy Code;

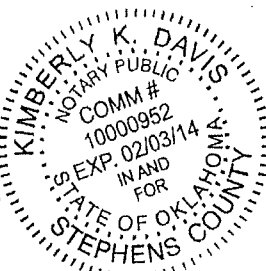
RESOLVED FURTHER, that the President of the Corporation, acting as the Manager of Harrisburg 2 Lease Prospect Fund, LLC, shall take such actions and execute such documents as are necessary to effect a reorganization of Harrisburg 2 Lease Prospect Fund, LLC under chapter 11 of the United States Bankruptcy Code.

WITNESS the execution hereof as of the date first written above.

MAJORITY SHAREHOLDER:


JAMIE GRAY

STATE OF OKLAHOMA)
) ss.
COUNTY OF STEPHENS)



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


Notary Public

My Commission Expires: 02/03/14

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

In re *Harrisburg 2 Prospect Lease Fund, LLC*
a Corporation

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 Wade Odom (IRA) 3800 Highway 45 N Deer Park AL 36529	Phone: J. Odom Wade (IRA) 17171 Park Row Suite 100 Houston TX 77084	Preferred Unit Holder Claim		\$ 270,200.00
2 Adam Lobert (IRA) 631 Cherrywood Drive Elizabethtown KY 42701	Phone: Adam Lobert (IRA) 17171 Park Row Suite 100 Houston TX 77084	Preferred Unit Holder Claim		\$ 101,325.00
3 Robert Taylor (IRA) 6606 Oxford Avenue Lubbock TX 79413	Phone: Robert Taylor (IRA) 17171 Park Row Suite 100 Houston TX 77084	Preferred Unit Holder Claim		\$ 78,358.00
4 William Hofgard 1510 28th Steet #275 Boulder CO 80303	Phone: William Hofgard 1510 28th Steet #275 Boulder CO 80303	Preferred Unit Holder Claim		\$ 67,550.00
5 Allen Castell 3701 Encanto Drive Fort Worth TX 76109	Phone: Allen Castell 3701 Encanto Drive Fort Worth TX 76109	Preferred Unit Holder Claim		\$ 50,663.00

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 Gregory Csernica 9 Wildfire Lane Trumbull CT 06611	Phone: Gregory Csernica 9 Wildfire Lane Trumbull CT 06611	Preferred Unit Holder Claim		\$ 33,775.00
7 Janice Evans 1509 S Rodgers Dr Graham TX 76450	Phone: Janice Evans 1509 S Rodgers Dr Graham TX 76450	Preferred Unit Holder Claim		\$ 33,775.00
8 Lorenzo Gonzales 7815 S 20th Dr Phoenix AZ 85041	Phone: Lorenzo Gonzales 17171 Park Row Suite 100 Houston TX 77084	Preferred Unit Holder Claim		\$ 33,775.00
9 Steven and Doris Hall 660 Leanna Drive Arroyo Grande CA 93420	Phone: Steven and Doris Hall 660 Leanna Drive Arroyo Grande CA 93420	Preferred Unit Holder Claim		\$ 33,775.00
10 Lowell Hatch 6373 Autumn Crest Court Westerville OH 43082	Phone: Lowell Hatch 6373 Autumn Crest Court Westerville OH 43082	Preferred Unit Holder Claim		\$ 33,775.00
11 Hofgard Family Trust 1510 28th Street #275 Boulder CO 80303	Phone: Hofgard Family Trust 1510 28th Street #275 Boulder CO 80303	Preferred Unit Holder Claim		\$ 33,775.00
12 ISOG - Harrisburg 2 LLC 97 Victor Street Aurora CO 80011	Phone: ISOG - Harrisburg 2 LLC 97 Victor Street Aurora CO 80011	Preferred Unit Holder Claim		\$ 33,775.00
13 Frank Kasprzyk 11315 Farmingdale Road Dunkirk NY 14048	Phone: Frank Kasprzyk 11315 Farmingdale Road Dunkirk NY 14048	Preferred Unit Holder Claim		\$ 33,775.00

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 Edward Bettner (IRA) 307 Gren Oaks Drive Cincinnati OH 45238	Phone: Ed Quest Bettner 307 Gren Oaks Drive Cincinnati OH 45238	Preferred Unit Holder Claim		\$ 33,775.00
15 Jack O. McCowan 3401 Stagecoach Drive Lafayette CA 94549	Phone: Jack O. McCowan 3401 Stagecoach Drive Lafayette CA 94549	Preferred Unit Holder Claim		\$ 33,775.00
16 Wake Family Trust 10130 Oakwood Circle Carmel CA 93923	Phone: Wake Family Trust 10130 Oakwood Circle Carmel CA 93923	Preferred Unit Holder Claim		\$ 33,775.00
17 Susan Myers (IRA) 287 Camp Greenlane Rd Green Lane PA 18054	Phone: Susan Myers (IRA) 17171 Park Row Suite 100 Houston TX 77084	Preferred Unit Holder Claim		\$ 33,775.00
18 Ryan Rosenmeyer (IRA) 1070 W Centry Drive Suite 101 Louisville CO 80027	Phone: Ryan Rosenmeyer (IRA) 1070 W Centry Drive Suite 101 Louisville CO 80027	Preferred Unit Holder Claim		\$ 33,775.00
19 Deborah Schenk (IRA) 1242 Woodland Circle Lawrenceburg IN 47025	Phone: Deborah Schenk (IRA) 17171 Park Row Suite 100 Houston TX 77084	Preferred Unit Holder Claim		\$ 33,775.00
20 Richard Schenk (IRA) 1242 Woodland Circle Lawrenceburg IN 47025	Phone: Richard Schenk (IRA) 17171 Park Row Suite 100 Houston TX 77084	Preferred Unit Holder Claim		\$ 33,775.00
21 Gyan Schanker (IRA) 708 Lindholm Court Naperville IL 60565	Phone: Gyan Schanker (IRA) 17171 Park Row Suite 100 Houston TX 77084	Preferred Unit Holder Claim		\$ 33,775.00

B4 (Official Form 4) (12/07)

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)
22 Jerry Skeen P O Box 2096 Las Cruces NM 88004	Phone: Jerry Skeen P O Box 2096 Las Cruces NM 88004	Preferred Unit Holder Claim		\$ 33,775.00
23 Andrew Taylor 6606 Oxford Ave Lubbock TX 79413	Phone: Andrew Taylor 6606 Oxford Ave Lubbock TX 79413	Preferred Unit Holder Claim		\$ 33,775.00
24 Robert Taylor 6606 Oxford Avenue Lubbock TX 79413	Phone: Robert Taylor 6606 Oxford Avenue Lubbock TX 79413	Preferred Unit Holder Claim		\$ 33,775.00
25 Tim Lemaster 25975 Krebs Chantilly VA 20152	Phone: Tim Lemaster 25975 Krebs Chantilly VA 20152	Preferred Unit Holder Claim		\$ 33,775.00

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A

I, Michael Kent Gray, Manager of the _____ 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: 11/26/13

Signature

Name: Michael Kent GrayTitle: Manager

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF OKLAHOMA

In re *Harrisburg 2 Prospect Lease Fund, LLC*,
a *limited liability company*

Case No.
Chapter 11

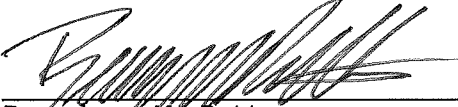
_____/ Debtor
Attorney for Debtor: *Beauchamp M. Patterson*

COVER SHEET FOR LIST OF CREDITORS

I hereby certify under penalty of perjury that the attached list of creditors, which consists of 7 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)
631 CHERRYWOOD DRIVE
ELIZABETHTOWN KY 42701

ADAM LOBERT (IRA)
17171 PARK ROW SUITE 100
HOUSTON TX 77084

ALLEN CASTELL
3701 ENCANTO DRIVE
FORT WORTH TX 76109

ANDREW TAYLOR
6606 OXFORD AVE
LUBBOCK TX 79413

BOB KIESZ
1511 COUNTRY CLUB DRIVE
EAST WENATCHEE WA 98802

BOB KIESZ (IRA)
8226 DOUGLAS AVENUE
DALLAS TX 75225

BRYAN ZILKEY
154 COLBORNE STREET N
SIMCOE ON CANADA

DAVID CHRISTENSEN
12403 E 19TH AVENUE
SPOKANE WA 99216

DEBORAH SCHENK (IRA)
1242 WOODLAND CIRCLE
LAWRENCEBURG IN 47025

DEBORAH SCHENK (IRA)
17171 PARK ROW SUITE 100
HOUSTON TX 77084

DUANE ENGLE
2607 FAIRMONT STREET
COLORADO SPRINGS CO 80909

ED & ELIZABETH BETTNER
307 GLEN OAKS DRIVE
CINCINNATI OH 45238

ED QUEST BETTNER
307 GREN OAKS DRIVE
CINCINNATI OH 45238

EDWARD BETTNER
307 GLEN OAKS DRIVE
CINCINNATI OH 45238

EDWARD BETTNER (IRA)
307 GREN OAKS DRIVE
CINCINNATI OH 45238

FELIX BYNDOM
620 HOPKINS STREET
CENTER TX 75935

FRANK KASPRZYK
11315 FARMINGDALE ROAD
DUNKIRK NY 14048

GREGORY CSERNICA
9 WILDFIRE LANE
TRUMBULL CT 06611

GYAN SCHANKER (IRA)
708 LINDHOLM COURT
NAPERVILLE IL 60565

GYAN SCHANKER (IRA)
17171 PARK ROW SUITE 100
HOUSTON TX 77084

HARRY AND ANN TENNANT FAMILY TRUST
1457 PALO VERDE STREET
YUMA AZ 85365

HARRY TENNANT
1457 E PALO VERDE STREET
YUMA AZ 85365

HOFGARD FAMILY TRUST
1510 28TH STREET #275
BOULDER CO 80303

ISOG - HARRISBURG 2 LLC
97 VICTOR STREET
AURORA CO 80011

J ODOM WADE (IRA)
17171 PARK ROW SUITE 100
HOUSTON TX 77084

JACK O MCCOWAN
3401 STAGECOACH DRIVE
LAFAYETTE CA 94549

JAMES EDWARDS
210 COVE LANE
CENTREVILLE MD 21617

JANICE EVANS
1509 S RODGERS DR
GRAHAM TX 76450

JERRY SKEEN
P O BOX 2096
LAS CRUCES NM 88004

JHM LIVING TRUST
19 ARBOR CLUB DRIVE UNIT 3137
PONTE VEDRA BEAC FL 32082

JUSTIN & LAURA MCGLONE
7258 BROOKMEADOW DRIVE
DAYTON OH 45459

LORENZO GONZALES
7815 S 20TH DR
PHOENIX AZ 85041

LORENZO GONZALES
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HOUSTON TX 77084

LOWELL HATCH
6373 AUTUMN CREST COURT
WESTERVILLE OH 43082

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SWAMPSCOTT MA 01907

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SANBORN MN 56083

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RICHARD SCHENK (IRA)
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LAWRENCEBURG IN 47025

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ROBERT TAYLOR
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LUBBOCK TX 79413

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RYAN ROSENMEYER (IRA)
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LOUISVILLE CO 80027

STEVEN AND DORIS HALL
660 LEANNA DRIVE
ARROYO GRANDE CA 93420

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GREEN LANE PA 18054

TIM LEMASTER
25975 KREBS
CHANTILLY VA 20152

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

WAKE FAMILY TRUST
10130 OAKWOOD CIRCLE
CARMEL CA 93923

WILLIAM HOFGARD
1510 28TH STEET #275
BOULDER CO 80303

WILLIAM MCGINNIS
1712 SOUTH 5TH AVENUE
SIOUX FALLS SD 57105

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

IN RE:)
)
Harrisburg 2 Lease Prospect Fund, LLC)
) Case No.
) Chapter 11
Debtor.)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Bankruptcy Rule 1007(a) and Bankruptcy Rule 7007.1, Harrisburg 2 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
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