

BI (Official Form 1)(04/13)

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Duer Wagner III Oil & Gas, LP	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) 3782	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. and Street, City, and State): 301 Commerce Street, Suite 1830 Fort Worth, TX	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 76102	ZIP Code
County of Residence or of the Principal Place of Business: Tarrant	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

<p align="center">Type of Debtor (Form of Organization) (Check one box)</p> <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" 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.)	<p align="center">Nature of Business (Check one box)</p> <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	<p align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <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
<p align="center">Chapter 15 Debtors</p> <p>Country of debtor's center of main interests:</p> <p>Each country in which a foreign proceeding by, regarding, or against debtor is pending:</p>	<p align="center">Tax-Exempt Entity (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<p align="center">Nature of Debts (Check one box)</p> <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.

<p align="center">Filing Fee (Check one box)</p> <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.	<p align="center">Chapter 11 Debtors</p> <p>Check one box:</p> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (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).
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Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

<input type="checkbox"/> 1-49	<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
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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
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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 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 checked="" 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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THIS SPACE IS FOR COURT USE ONLY

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Duer Wagner III Oil & Gas, LP</p>
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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:

<p style="text-align: center;">Exhibit A</p> <p>(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.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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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 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.

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)

Name of Debtor(s):

Duer Wagner III Oil & Gas, LP

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 Attorney*

X  _____
Signature of Attorney for Debtor(s)

John Y. Bonds, III 02589100
Printed Name of Attorney for Debtor(s)

Shannon, Gracey, Ratliff & Miller, L.L.P.
Firm Name
420 Commerce Street
Suite 500
Fort Worth, TX 76102

Address

Email: **jbonds@shannongracey.com**
817-336-9333 Fax: 817-336-3735

Telephone Number
5-15-15

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

X  _____
Signature of Authorized Individual

Roy E. Guinnup
Printed Name of Authorized Individual

Manager of Duer Wagner III & Partners, LLC the Gen. Ptr.
Title of Authorized Individual

5-15-15
Date

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

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 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.

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 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 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.

DUER WAGNER III OIL & GAS, L.P.

**COMBINED WRITTEN CONSENT
(In Lieu of Special Meeting)
OF THE GENERAL PARTNER
AND
THE LIMITED PARTNER**

5-15, 2015

The undersigned, being the General Partner and the limited partner (collectively, the “Partners”) holding one-hundred percent (100%) of the Percentage Interests of **DUER WAGNER III OIL & GAS L.P.**, a Texas limited partnership (the “Partnership”), acting pursuant to the provisions of the Texas Business Organizations Code (the “TBOC”), do hereby (i) waive any and all requirements for calling, giving notice of, and holding a special meeting of the Partners of the Partnership, (ii) consent to and confirm the taking of the following actions by the Partnership, such written consent to be (a) evidence of the actions taken by the Partners as of the date hereof; (b) filed with the minutes of the meetings of the Partners; and (c) in lieu of a special meeting, and (iii) adopt and consent to the actions contemplated by the following resolutions, effective as of the date first written above:

(a) *Voluntary Petition for Chapter 11 Bankruptcy.*

WHEREAS, the General Partner has evaluated the Partnership’s alternatives in connection with a possible restructuring and has determined that the filing of a voluntary petition (the “Petition”) for relief under chapter 11 of title 11 (the “Chapter 11 Case”) of the United States Code (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Bankruptcy Court”) is in the best interests of the Partnership:

NOW, THEREFORE, BE IT RESOLVED, that the Partnership shall be, and hereby is, authorized, empowered and directed to: (a) file a Petition for relief under the Bankruptcy Code in the Bankruptcy Court and (b) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary to effect any of the foregoing;

FURTHER RESOLVED, that the General Partner of the Partnership is authorized, empowered and directed to (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution therefore any modifications to the Petition or ancillary documents as the General Partner of the Partnership, in its discretion deems necessary, desirable or appropriate to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver and verify and file or cause to be filed all petitions, schedules, statements, lists, motions, applications and other papers and documents necessary or desirable in connection with the foregoing; (c) execute, acknowledge, deliver and verify any and all other documents necessary, desirable or appropriate in connection therewith and to administer the Partnership's Chapter 11 Case in such form or forms as the General Partner of the Partnership may deem necessary or advisable and in order to effectuate the purpose and intent of the foregoing resolutions; and all action heretofore taken by the General Partner of the Partnership in connection with the subject of the foregoing resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Partnership;

FURTHER RESOLVED, that the law firm of Shannon, Gracey, Ratliff & Miller, LLP shall be, and hereby is, authorized, empowered and directed to represent the Partnership as a debtor, in connection with any case commenced by or against it under the Bankruptcy Code;

FURTHER RESOLVED, that the General Partner of the Partnership is authorized, directed and empowered to retain such other attorneys, financial advisors, and accountants as the General Partner of the Partnership shall deem appropriate in its judgment; and

FURTHER RESOLVED, that the General Partner of the Partnership, on behalf of the Partnership, shall be, and hereby is, authorized, empowered and directed to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents and to pay all such fees and expenses, as the General Partner of the Partnership so acting shall deem appropriate in its judgment to fully carry out the intent and accomplish the purposes of these Resolutions.

(b) *Debtor-in-Possession Credit Agreement.*

WHEREAS, the Partnership desires to enter into a credit agreement to provide a debtor-in-possession revolving credit facility;

WHEREAS, the Partnership anticipates a lender will require the Partnership to enter into certain documents related to the debtor-in-possession revolving credit facility:

NOW, THEREFORE, BE IT RESOLVED, that the General Partner of the Partnership is, authorized and directed, in the name and on behalf of the Partnership, to negotiate the form, terms and provisions of, and to execute and deliver a credit agreement relating to a debtor-in-possession revolving credit facility as the General Partner of the Partnership in its, sole and absolute discretion approves, such approval to be conclusively evidenced by its execution and delivery of such documents relating to a debtor-in-possession revolving credit facility;

FURTHER RESOLVED, that the General Partner of the Partnership is authorized and empowered to negotiate the form, terms and provisions of, and to execute and deliver for and in the name and on behalf of the Partnership, any and all security documents (including without limitation Uniform Commercial Code financing statements) and any other notices, certificates, instruments, documents, and writing and to do an perform or cause to be done and performed all such other acts as the General Partner of the Partnership shall from time to time deem necessary, advisable or appropriate in order to (a) consummate a debtor-in-possession revolving credit facility; (b) give or undertake security, assurances or obligations to lenders in connection with a debtor-in-possession revolving credit facility and/or (c) to perform and comply with all covenants and agreements and meet and satisfy all conditions and obligations of the Partnership set forth in a credit agreement or any of the instruments, documents and agreements executed or delivered by the Partnership, including as may be required by a credit agreement and any other documents requested by a lender in order to effect the transactions contemplated by such a credit agreement; and

FURTHER RESOLVED, that the General Partner of the Partnership is authorized to negotiate, execute and deliver any amendments, modifications, or supplements to, any reaffirmations or, and any waivers or consents under, any credit agreement to which the Partnership is a party (including without limitation any extensions for any period, any increases and any restructuring, refinancing or rearrangement of obligations therewith) in the name of and on behalf of the Partnership and to take all actions in accordance therewith that the General Partner of the Partnership deems necessary or appropriate.

(c) ***Further Action***

RESOLVED, that in addition to and without limiting the foregoing, the General Partner of the Partnership be, and hereby is, authorized, empowered and directed to take, or cause to be taken, such further action and to execute and deliver, or cause to be executed and delivered, for and in the name and on behalf of the Partnership, all such further instruments and documents as the General Partner of the Partnership, with the advice of counsel, may deem to be necessary or advisable in order to effect the purpose and intent of the foregoing resolutions and to be in the best interest of the Partnership (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments or documents, as the case may be, by or under the direction of the General Partner of

the Partnership), and all action heretofore taken by the General Partner of the Partnership in connection with the subject of the foregoing resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Partnership.

IN WITNESS WHEREOF, the undersigned have executed this Combined Written Consent (In Lieu of Special Meeting) of the General Partner and Limited Partners as of the date first written above.

GENERAL PARTNER:

Duer Wagner III & Partners, L.L.C., a Texas limited liability company

By:



Roy E. Guinnup, Manager

LIMITED PARTNER:



Duer Wagner III, individually

B4 (Official Form 4) (12/07)

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

In re Duer Wagner III Oil & Gas, LP

Debtor(s)

Case No.
Chapter

11

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; Fed. R. Bankr. P. 1007(m).

(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>
Haynes and Boone, LLP 201 Main Street, Suite 2200 Fort Worth, TX 76102	Haynes and Boone, LLP 201 Main Street, Suite 2200 Fort Worth, TX 76102			25,237.65
Oil & Gas Asset Clearinghouse P.O. Box 671787 Houston, TX 77267	Oil & Gas Asset Clearinghouse P.O. Box 671787 Houston, TX 77267			16,135.73
Thompson & Knight, LLP 1722 Routh St., Suite 1500 Dallas, TX 75201	Thompson & Knight, LLP 1722 Routh St., Suite 1500 Dallas, TX 75201			19,554.41

B4 (Official Form 4) (12/07) - Cont.

In re Duer Wagner III Oil & Gas, LP
Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(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>

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

I, the Manager of Duer Wagner III & Partners, LLC the Gen. Ptr. of the partnership named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date 5-15-15

Signature *R E Guinnup, Manager*
Roy E. Guinnup
Manager of Duer Wagner III & Partners, LLC the Gen. Ptr.

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.