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**IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE NORTHERN DISTRICT OF TEXAS
 DALLAS DIVISION**

In re:	§	
	§	
CORNERSTONE E&P COMPANY, L.P.,	§	CASE NO. 09-35228-BJH
<i>et. al</i>	§	
	§	
Debtors.	§	CHAPTER 11
	§	
AWESOME TRANSPORT, LLC	§	
	§	ADVERSARY NO. _____
	§	
Plaintiffs	§	
	§	
VS.	§	
	§	
UNION BANK OF CALIFORNIA, N.A.	§	
CORNERSTONE E&P COMPANY, LP	§	
CORNERSTONE SOUTHWEST, GP, LLC	§	
	§	
Defendants	§	

**COMPLAINT TO DETERMINE EXTENT, VALIDITY AND
PRIORITY OF LIENS**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The Plaintiff, AWESOME TRANSPORT, LLC, (hereinafter referred to as "Awesome"), files this Complaint to Determine the Extent, Validity and Priority of its liens in relationship to the liens held by Defendant, Union Bank of California, N.A. ("Union Bank"), and, in support thereof, would respectfully show unto the Court the following:

JURISDICTION AND VENUE

1. This Court has jurisdiction under 28 U.S.C. §1334 and the standing order of reference. This is a core proceeding under 28 U.S.C. §157(b)(2)(K), and Bankruptcy Rule 7001.

2. Venue is proper under 28 U.S.C. §1409 because the case is pending in this district.

3. Under 11 U.S.C. §506(a), the court may determine the extent of liens. A lien will create a secured claim only to the extent of the value of the creditor's interest in estate property.

4. This adversary proceeding is timely filed pursuant to paragraph 27 of the Final Cash Collateral/Vendor Finance Order dated August 25, 2009 (Doc. 81).

PARTIES

5. The Plaintiff, Awesome, is an oil field service company which provided labor, goods and service to the Debtors with respect to various mineral leases operated or owned by the Debtors located in Oklahoma.

6. The Defendant, Union Bank, is a national banking association that can be served with process under Bankruptcy Rule 7004(h) by mailing a copy of the Summons and Complaint via first class mail, postage prepaid to its attorney in this case, Samuel M. Stricklin of Bracewell & Guiliani, LLP, at 1445 Ross Avenue, Suite 3800, Dallas, Texas 75202.

7. The Defendants/Debtors, Cornerstone E&P Company, LP and Cornerstone Southwest GP, LLC (collectively "Cornerstone") can be served with process

under Bankruptcy Rule 7004(b)(9) by mailing copies of the Summons and Complaint via first class mail, postage prepaid to their joint business address at 5525 N. MacArthur Blvd., Suite 775 Irving, TX 75038 and to their attorneys, Scott Everett and Stephen Pezanosky of Haynes & Boone, LLP, at 2323 Victory Avenue, Suite 700 Dallas, TX 75219-7673.

FACTUAL BACKGROUND

8. The Cornerstone Chapter 11 bankruptcy cases were filed on August 6, 2009 (“Petition Date”) under Chapter 11 of Title 11 of the Bankruptcy Code, 11 U.S.C. §§101 et sq. (the "Bankruptcy Code").

9. On August 25, 2009, the Court entered the Final Cash Collateral/Vendor Financing Order (Docket #81), where Cornerstone stipulated that Union Bank holds a first priority, valid and perfected lien, with certain minor exceptions noted therein, on virtually all of its assets.

10. The Debtors operate or maintain ownership interests in mineral leases in Texas and Oklahoma that produce gaseous and liquid hydrocarbons. The Debtors are “mineral property owners” and own an interest in one or more of the following: 1) land, 2) an oil, gas, or other mineral leasehold interest, 3) an oil or gas pipeline, or 4) an oil or gas pipeline right-of-way.

11. The Debtors were involved in “mineral activities”, which include digging, drilling, torpedoing, operating, completing, maintaining, or repairing an oil, gas, or water well, or an oil or gas pipeline.

12. The leases involved in the mineral activities include the leases identified on Exhibits “A” through “N” attached hereto.

13. Awesome is mineral contractor who performed labor or furnished or hauled material, machinery or supplies, or mineral subcontractors, to the Debtors for their mineral activities on the leases in Oklahoma.

14. Awesome is owed \$459,871.00 for the labor, services and goods provided to the Debtors for mineral activities.

**COUNT ONE – DETERMINATION OF THE EXTENT AND VALIDITY OF
LIENS**

15. Awesome holds a lien on the mineral leases and has perfected its liens as shown on Exhibits “A” through “N”. Awesome is entitled to a lien on the mineral leases shown, including a first lien on leases unencumbered by a prior lien of Union Bank.

16. Awesome seeks a determination of the extent, validity and priority of their liens as shown on Exhibits “A” through “N” and a declaratory judgment that it is entitled to assert its lien rights superior to those of Union Bank to the extent those leases are not properly described in or covered by the Union Bank mortgage documents, the Union Bank mortgage is subject to the obligations contained in Awesome’s liens and to the extent Union Bank made non-obligatory advances covered by its mortgage subsequent to the provision of labor and/or services by Awesome as set for in its liens.

COUNT TWO – DETERMINATION OF ALLOWED SECURED CLAIMS

17. Upon determination of the extent, validity and priority of the liens of Awesome and Union Bank under Oklahoma law, Awesome seeks a determination under

11 U.S.C. §506, of the amount of its allowed secured claim and the allowed secured claim of Union Bank with respect to each lease.

WHEREFORE, PREMISES CONSIDERED, Awesome respectfully requests that the Bankruptcy Court (i) determine the extent, validity and priority of its liens in relation to the lien of Union Bank and (ii) determine the amount of its allowed secured claim and the allowed secured claim of Union Bank, and (iii) grant such other and further relief as is just and equitable.

Respectfully submitted,

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By: 

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