



ENTERED
10/29/2009

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re	§	Chapter 11
	§	
EXPRESS ENERGY SERVICES	§	
OPERATING, LP, <i>et al.</i> ,	§	Case No. 09- 38044 (44)
	§	
	§	
Debtors.	§	
	§	
	§	Joint Administration Requested

**ORDER PURSUANT TO SECTIONS 363(c)(1) AND 503(b)(1)(A)
OF THE BANKRUPTCY CODE FOR AUTHORITY (I) TO TREAT
UNDISPUTED VENDOR OBLIGATIONS ARISING FROM THE
POSTPETITION DELIVERY OR RECEIPT OF GOODS AND SERVICES
ORDERED PREPETITION AS ADMINISTRATIVE EXPENSES, AND
(II) TO PAY SUCH OBLIGATIONS IN THE ORDINARY COURSE OF BUSINESS**

#10

Upon the Emergency Motion (the "Motion")¹ of Express Energy Services Operating, LP ("EES") and its affiliated debtors in the above referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors") seeking authority, pursuant to sections 363(c)(1) and 503(b)(1)(A) of the Bankruptcy Code, to: (i) treat undisputed vendor obligations arising from the postpetition delivery or receipt of goods and services ordered prepetition (the "Prepetition Orders") as administrative expenses, and (ii) pay such obligations in the ordinary course of business, all as more fully described in the Motion; and upon consideration of the Declaration of Darron Anderson in Support of the Debtors' Chapter 11 Petitions and First Day Motions; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief being a core proceeding the Court can determine pursuant to 28

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in Motion.


U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion and the hearing thereon has been given under the circumstances and that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is ORDERED that

1. The Motion is GRANTED to the extent provided for herein.
2. The undisputed obligations of the Debtors arising under the Prepetition Orders shall be afforded administrative expense priority status pursuant to section 503(b)(1)(A) of the Bankruptcy Code.
3. Pursuant to section 363(c)(1), the Debtors are authorized to pay in the ordinary course of business all undisputed obligations arising from the postpetition delivery to or receipt by the Debtors of goods and services under the Prepetition Orders consistent with their customary practices.
4. Wright Express Financial Services Corporation (“**Wright Express**”) shall have an administrative expense claim for any undisputed postpetition charges incurred by the Debtors on any credit cards or fuel cards issued by Wright Express to the Debtors.
5. Wright Express is authorized to apply any prepetition prepayments made by the Debtors to Wright Express against any undisputed postpetition charges incurred by the Debtors on credit cards or fuel cards issued by Wright Express to the Debtors.
6. Nothing contained in this Order is intended or shall be construed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors’ or any

party in interest's rights to dispute any claim, or (iii) an approval or assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: October 29, 2009
Houston, Texas



UNITED STATES BANKRUPTCY JUDGE