

(Official Form 1) (1/08)

United States Bankruptcy Court Southern District of Texas		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): <b>Express Energy Services (2008) LLC</b>		Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): N/A		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>Tax I.D. No. 26-3063087</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): N/A
Street Address of Debtor (No. and Street, City, and State): <b>125 West 55th Street New York, New York</b>		Street Address of Joint Debtor (No. and Street, City, and State): N/A
ZIP CODE <b>10019</b>		ZIP CODE
County of Residence or of the Principal Place of Business: <b>New York</b>		County of Residence or of the Principal Place of Business: N/A
Mailing Address of Debtor (if different from street address): N/A		Mailing Address of Joint Debtor (if different from street address): N/A
ZIP CODE		ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): N/A		ZIP CODE
<b>Type of Debtor</b> (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.) _____	<b>Nature of Business</b> (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 _____ <b>Tax-Exempt Entity</b> (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).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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  <b>Nature of Debts</b> (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.  <b>Chapter 11 Debtors</b> <b>Check one box:</b> <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).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- <b>Check all applicable boxes:</b> <input checked="" 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).
<b>Filing Fee</b> (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.		
<b>Statistical/Administrative Information</b> <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 type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" 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 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		
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		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Express Energy Services (2008) LLC</b>	
<b>All Prior Bankruptcy Case Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>See Schedule 1</b>	Case Number: <b>Pending</b>	Date Filed: <b>October 27, 2009</b>	
District: <b>Southern District of Texas, Houston Division</b>	Relationship: <b>Affiliates</b>	Judge: <b>Pending</b>	
<p style="text-align:center;"><b>Exhibit A</b></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;"><b>Exhibit B</b></p> <p style="text-align:center;"><small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small></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 have delivered to the debtor the notice required by § 342(b).</p> <p style="text-align:center;"><input checked="" type="checkbox"/> <b>NOT APPLICABLE</b></p> <p style="text-align:center;">Signature of Attorney for Debtor(s) <span style="float:right;">Date</span></p>		
<b>Exhibit C</b>			
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. (See Exhibit C attached hereto)			
<b>Exhibit D</b>			
<b>NOT APPLICABLE</b>			
(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 a 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.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input 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 checked="" 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 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.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)			
<b>NOT APPLICABLE</b>			
<input type="checkbox"/> 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)			
<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(1)).			

(Official Form 1) (1/08)

FORM B1, Page 3

**Voluntary Petition**

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

Name of Debtor(s):

**Express Energy Services (2008) LLC**

**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

**Signature of Attorney\***

X /s/ Alfredo R. Pérez  
Signature of Attorney for Debtor(s)

**Alfredo R. Perez**  
Printed Name of Attorney for Debtor(s)

**Weil, Gotshal & Manges LLP**  
Firm Name

**700 Louisiana, Suite 1600**  
Address

**Houston, Texas 77002**

**(713) 546-5000**  
Telephone Number

**October 27, 2009**  
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 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 19B 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.*

**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 /s/ Darron Anderson  
Signature of Authorized Individual

**Darron Anderson**  
Printed Name of Authorized Individual

**Chief Executive Officer**  
Title of Authorized Individual

**October 27, 2009**  
Date

**SCHEDULE 1. VOLUNTARY PETITION**

<u>Name of Debtor</u>	<u>Relationship</u>	<u>Date Filed</u>
<b>Express Energy Services Operating, LP</b>	Affiliate	October 27, 2009
<b>Express Energy Services Holding, LP</b>	Affiliate	October 27, 2009
<b>Express Energy Services GP, LLC</b>	Affiliate	October 27, 2009
<b>Express Energy Services CT, LP</b>	Affiliate	October 27, 2009
<b>Express Energy Services Ark, LP</b>	Affiliate	October 27, 2009
<b>Express Energy Services P&amp;A, LP</b>	Affiliate	October 27, 2009
<b>Express Energy Services WL, LP</b>	Affiliate	October 27, 2009
<b>Express – Byrd R&amp;S GP, LLC</b>	Affiliate	October 27, 2009
<b>Express – Byrd R&amp;S Oilfield Services, L.P.</b>	Affiliate	October 27, 2009
<b>Express – MBCC GP, LLC</b>	Affiliate	October 27, 2009
<b>Express – MBCC, Ltd.</b>	Affiliate	October 27, 2009
<b>Express – Mike Byrd Casing Crews GP, LLC</b>	Affiliate	October 27, 2009
<b>Express – Mike Byrd Casing Crews, Ltd.</b>	Affiliate	October 27, 2009
<b>Express – R&amp;S Tong Services GP, LLC</b>	Affiliate	October 27, 2009
<b>Express – R&amp;S Tong Services, Ltd.</b>	Affiliate	October 27, 2009
<b>Express – BAH Leasing GP, LLC</b>	Affiliate	October 27, 2009
<b>Express – BAH Leasing, Ltd.</b>	Affiliate	October 27, 2009
<b>D&amp;D Tongs GP, LLC</b>	Affiliate	October 27, 2009
<b>D&amp;D Tongs, L.P.</b>	Affiliate	October 27, 2009
<b>Express – North Trail Oilfield Services, GP, LLC</b>	Affiliate	October 27, 2009
<b>Express – North Trail Oilfield Services, Ltd.</b>	Affiliate	October 27, 2009
<b>Express – Ace Rat Hole Service GP, LLC</b>	Affiliate	October 27, 2009
<b>Express – Ace Rat Hole Service, Ltd.</b>	Affiliate	October 27, 2009

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

	§	
	§	
<b>In re</b>	§	<b>Chapter 11</b>
	§	
<b>EXPRESS ENERGY SERVICES</b>	§	
<b>(2008) LLC, et al.,</b>	§	<b>Case No. 09-_____ (___)</b>
	§	
	§	
<b>Debtors.</b>	§	
	§	
	§	<b>Joint Administration Requested</b>

**EXHIBIT "C" TO VOLUNTARY PETITION**

**1.** Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor’s knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent the Debtor has an interest in such property, to the best of the Debtor’s knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

**2.** With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any real or alleged dangerous conditions that pose or are alleged to pose a threat of imminent and identifiable harm to the public health or safety existing on or related to any real or personal property owned or possessed by the Debtor.

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

	§	
	§	
<b>In re</b>	§	<b>Chapter 11</b>
	§	
<b>EXPRESS ENERGY SERVICES</b>	§	
<b>(2008) LLC, et al.,</b>	§	<b>Case No. 09-_____ (___)</b>
	§	
	§	
<b>Debtors.</b>	§	
	§	
	§	<b>Joint Administration Requested</b>

**CONSOLIDATED LIST OF CREDITORS  
HOLDING 20 LARGEST UNSECURED CLAIMS**

Attached is a consolidated list of creditors holding the 20 largest unsecured claims against the above-captioned debtor and its affiliated debtors (the “**Debtors**”). This list has been prepared from the unaudited books and records of the Debtors. The list is prepared in accordance with FED. R. BANKR. P. 1007(d) for filing in the Debtors’ chapter 11 case. This 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. The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtor’s right to challenge the amount or characterization of any claim at a later date.

**Consolidated List of Creditors Holding 20 Largest Unsecured Claims**

Name of Creditor	Name, telephone number, facsimile 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 set-off	Amount of Claim (if secured also state value of security)
G&B Works	William Brown 110 Rolling Hills Loop Coushatta, LA 71019 Ph: 318-932-8537 Fax: 318-932-8597	Trade Debt		\$17,750.00
Downhole Solutions Inc.	W. C. Jones 5704 East Admiral Blvd. Tulsa, OK 74115 Ph: 918-835-4454 Fax: 918-835-4475	Trade Debt		\$16,023.00
Ladd Equipment Inc.	Dale Reid 1304 S.E. 25th Street Oklahoma City, OK 73129 Ph: 405-677-4555 Fax: 405-677-4565	Trade Debt		\$9,559.00
Swanberg Texas, Inc.	Letty Bitner 500 Dennis Street Weatherford, TX 76087 Ph: 817-565-1211 Fax: 817-565-1215	Trade Debt		\$9,160.00
Summit Oilfield Services Inc.	Brad Dick 211 Corporate Drive Sibley, LA 71073 Ph: 318-453-7746 Fax: 318-686-0774	Trade Debt		\$8,869.50
Steighner Crane Services	John Steighner 136 Verndale Dr. Butler, PA 16002 Ph: 724-287-1044 Fax: 724-285-1506	Trade Debt		\$8,845.50

Name of Creditor	Name, telephone number, facsimile 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 set-off	Amount of Claim (if secured also state value of security)
<b>Rental &amp; Fishing Tools Inc.</b>	<b>Jim Jones 608 Garber Road Broussard, LA 70518 Ph: 337-837-6029 Fax: 337-837-4610</b>	<b>Trade Debt</b>		<b>\$6,250.32</b>
<b>Holiday Inn Select</b>	<b>John Coleman 2712 Southwest Freeway Houston, TX 77098 Ph: 713-523-8448 Fax: 713-557-1273</b>	<b>Trade Debt</b>		<b>\$5,764.27</b>
<b>Mallard Oilfield Equipment, Inc.</b>	<b>Jerry Mosley 125 N. Sunnyslane Rd. Moore, OK 73153 Ph: 405-799-1264 Fax: 405-799-4884</b>	<b>Trade Debt</b>		<b>\$5,196.00</b>
<b>Roberts Truce Center</b>	<b>Michelle Gann 621 Interstate Drive Ardmore, OK 73401 Ph: 580-223-8896 Fax: 580-223-6062</b>	<b>Trade Debt</b>		<b>\$4,468.63</b>
<b>Down Hole Pressure, Inc.</b>	<b>Richard Reaux 408 Eola Road Broussard, LA 70518 Ph: 337-837-2755 Fax: 337-837-2756</b>	<b>Trade Debt</b>		<b>\$4,460.40</b>
<b>Pennsylvania Sling Company</b>	<b>Bob Negherbon 6951 Allentown Blvd. Harrisburg, PA 17112 Ph: 717-657-7700 Fax: 717-657-7800</b>	<b>Trade Debt</b>		<b>\$4,190.60</b>
<b>McNew Fabrication &amp; Welding</b>	<b>Terri Higgs 6 Snowden Circle Greenbrier, AR 72058 Ph: 501-679-8910 Fax: 501-733-5287</b>	<b>Trade Debt</b>		<b>\$4,172.32</b>

Name of Creditor	Name, telephone number, facsimile 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 set-off	Amount of Claim (if secured also state value of security)
Johnson Ford Lincoln Mercury	Jennifer McKinney 405 Industrial Drive Minden, LA 71055 Ph: 318-377-8694 Fax: 318-377-4254	Trade Debt		\$3,986.90
Varel International	Jonas Percolari 1434 Patton Place #106 Carrollton, TX 75007 Ph: 972-242-1160 Fax: 972-242-8770	Trade Debt		\$3,986.31
Red Line Instruments, Inc.	James Johnson 1139 Fletcher Road Sulphur, OK 73086 Ph: 580-618-6008 Fax: 580-622-4785	Trade Debt		\$3,971.41
Cowser Tire & Service	Jan Davis 1700 N.E. Loop 820 Ft. Worth, TX 76106 Ph: 817-625-8473 Fax: 817-546-2038	Trade Debt		\$3,812.00
B&B Safety Services, LLC	Caprice Garrett 101 Turkey Creek Trail Bridgeport, TX 76426 Ph: 940-683-0151 Fax: 940-683-1868	Trade Debt		\$3,554.06
GCR Victoria Tire Center	Theresa Terenio 4202 Highway 59 North Victoria, TX 77901 Ph: 361-576-4141 Fax: 361-576-4144	Trade Debt		\$3,308.95
Assurance Fire, Safety & Training	Natalie Hodge 2239 South Main Ave. Lovington, NM 88260 Ph: 575-396-6543 Fax: 575-396-9700	Trade Debt		\$3,300.86

**CERTIFICATE OF RESOLUTIONS  
OF THE  
BOARD OF MANAGERS  
OF  
EXPRESS ENERGY SERVICES (2008) LLC**

**October 27, 2009**

I, James Davis, a duly authorized officer of Express Energy Services (2008) LLC, a Delaware limited liability company (the "Company"), hereby certify that at a special meeting of the Board of Managers for the Company, duly called and held on October 27, 2009, the following resolutions were adopted in accordance with the requirements of the Delaware Limited Liability Company Act and that these resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

RESOLVED, that, in the judgment of the managers, it is desirable and in the best interests of the Company, its creditors, employees and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and it is further

RESOLVED, that each of Darron Anderson and James Davis, and their respective designees (each being an "Authorized Person" and all being the "Authorized Persons") are hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code (the "Chapter 11 Case") and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of Texas, Houston Division, at such time or in such other jurisdiction as such Authorized Person executing the same shall determine; and it is further

RESOLVED, that each Authorized Person be, and each hereby is, authorized and empowered, in the name and on behalf of the Company, as the case may be, to engage the firm of Alvarez & Marsal North America, LLC as financial and restructuring advisors for the Company in the Chapter 11 Case, subject to any requisite bankruptcy court approval; and it is further

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP is hereby engaged as attorneys for the Company under a general retainer in the Chapter 11 Case, subject to any requisite bankruptcy court approval; and it is further

RESOLVED, that The Garden City Group, Inc. is hereby employed as a claims, noticing, solicitation, and balloting agent for the

Company in the Chapter 11 Case, subject to any requisite bankruptcy court approval; and it is further

RESOLVED, that each Authorized Person, and any employees or agents (including counsel) designated by or directed by any Authorized Person, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and to take and perform any and all further acts and deeds which he or she deems necessary, proper or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of such case; and it is further

RESOLVED, in connection with the commencement of the Chapter 11 Case, that each Authorized Person be, and hereby is, authorized, empowered, and directed, in the name and on behalf of the Company to negotiate the use of cash collateral and to negotiate, execute, and deliver a debtor-in-possession loan facility (including, in connection therewith, security agreements and other agreements or instruments as such Authorized Person considers appropriate), to the extent applicable, on the terms and conditions such Authorized Person executing the same may consider necessary, proper or desirable, and to take such additional action and to execute and deliver each other agreement, instrument or document to be executed and delivered, in the name and on behalf of the Company, pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Person approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and it is further

RESOLVED, that each Authorized Person be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to engage and retain all assistance by legal counsel, accountants, financial advisors, and other professionals in connection with the Chapter 11 Case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that each Authorized Person, and any employees or agents (including counsel) designated by or directed by any Authorized Person, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action, as in the judgment of such persons shall be or become necessary, proper and

desirable to effectuate a successful reorganization of the business of the Company; and it is further

RESOLVED, that each Authorized Person be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to execute such consents of the Company, as such Authorized Person considers necessary, proper or desirable to effectuate these resolutions, such determination to be evidenced by such execution or taking of such action; and it is further

RESOLVED, each Authorized Person be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, as the case may be, to: (i) negotiate, execute, deliver and/or file any and all of the agreements, documents and instruments referenced herein, and such other agreements, documents and instruments and assignments thereof as may be required or as such Authorized Person deems appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the Company, as the case may be, in such form and substance as such Authorized Person may approve, together with such changes and amendments to any of the terms and conditions thereof as such Authorized Person may approve, with the execution and delivery thereof on behalf of the Company by or at the direction of such Authorized Person to constitute evidence of such approval, (ii) negotiate, execute, deliver and/or file, in the name and on behalf of the Company any and all agreements, documents, certificates, consents, filings and applications relating to the resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other actions as may be required or as such Authorized Person deems appropriate or advisable in connection therewith, and (iii) do such other things as may be required, or as may in their judgment be appropriate or advisable, in order to effectuate fully the resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated thereby; and it is further

RESOLVED, that, any and all past actions heretofore taken by any Authorized Person of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

IN WITNESS WHEREOF, the undersigned has executed this certificate of resolutions as of the date first written above.

/s/ James Davis\_\_\_\_\_

Name: James Davis

Title: Chief Financial Officer