



ENTERED  
10/29/2009

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

<p>In re</p> <p><b>EXPRESS ENERGY SERVICES OPERATING, LP, et al.,</b></p> <p><b>Debtors.</b></p>	§ § § § § § § § § § §	<p><b>Chapter 11</b></p> <p><b>Case No. 09-38044 (H4)</b></p> <p><b>Joint Administration Requested</b></p>
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**ORDER PURSUANT TO SECTIONS 105(a), 506(a), 507(a)(8), AND 541 OF THE  
BANKRUPTCY CODE AUTHORIZING DEBTORS TO PAY CERTAIN  
PREPETITION SALES TAXES, USE TAXES, AND LICENSE AND PERMIT FEES**

#15

Upon the Emergency Motion (the "Motion")<sup>1</sup> 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") an Order Pursuant to Sections 105(a), 506(a), 507(a)(8), and 541 of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") Authorizing the Debtors to Pay Certain Prepetition Sales Taxes, Use Taxes, and License and Permit Fees; 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 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

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

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 relief requested in the Motion is GRANTED to the extent provided herein.
2. The Debtors are authorized, but not directed, to pay the prepetition Tax Obligations due and owing to all Taxing Authorities, including any penalties and interest thereon consistent with the practices and policies in effect as of the Commencement Date.
3. The Banks are directed and authorized to honor, process, and pay, to the extent of funds on deposit, any and all prepetition checks or electronic fund transfer requests issued by the Debtors in respect of any Tax Obligations, whether pre- or postpetition.
4. Any Bank may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors prior to the Commencement Date should be honored pursuant to this Order, and such Bank shall not have any liability to any party for relying on such representations by the Debtors as provided for herein.
5. Nothing in this Order or the Motion shall be construed as prejudicing the rights of the Debtors to dispute or contest the amount of or basis for any claims against the Debtors in connection with or relating to the Tax Obligations.
6. Bankruptcy Rule 6003(b) has been satisfied.
7. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
8. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rules 4001(d) and 6004(a)

are waived.

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

Dated: Houston, Texas  
*October 29, 2009*



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UNITED STATES BANKRUPTCY JUDGE