

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-____ (____)
	§	
	§	
Debtors.	§	
	§	
	§	Joint Administration Requested

**ATTORNEY CHECKLIST CONCERNING MOTION AND ORDER
PERTAINING TO INTERIM USE OF CASH COLLATERAL**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Express Energy Services Operating, LP and its affiliated debtors in the above referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”),¹ by and through their undersigned counsel, hereby file this Attorney Checklist Concerning Motion and Order Pertaining to Interim Use of Cash Collateral.

- * Means generally not favored by Bankruptcy Courts in this District.
- ** Means generally not favored by Bankruptcy Courts in this District without a reason and a time period for objections.

¹ A list of the Debtors in these chapter 11 cases is attached hereto as **Exhibit A**.

CERTIFICATE BY COUNSEL

This is to certify that the following checklist² fully responds to the Bankruptcy Court's inquiry concerning material terms of the motion and/or proposed order:

**Yes, at Page/Exhibit
Y means yes; N means no
N/A means not applicable**

1. Identification of Proceeding:

(a)	Preliminary or final motion/order.....	<u>Preliminary</u>
(b)	Continuing use of cash collateral (§ 363)	<u>Y</u>
(c)	New financing (§ 364).....	<u>N</u>
(d)	Combination of §§ 363 and 364 financing	<u>N</u>
(e)	Emergency hearing (immediate and irreparable harm)	<u>Y</u>

2. Stipulations:

	(a)	Brief history of debtors' businesses and status of debtors' prior relationships with lender	<u>Y</u>
	(b)	Brief statement of purpose and necessity of financing.....	<u>N/A</u>
	(c)	Brief statement of type of financing (i.e., accounts receivable, inventory)	<u>N/A</u>
**	(d)	Are lender's prepetition security interest(s) and liens deemed valid, fully perfected and non-avoidable	<u>Y</u>
	(i)	Are there provisions to allow for objections to above?	<u>Y</u>
	(e)	Is there a postpetition financing agreement between lender and debtor.....	<u>N/A</u>
	(i)	If so, is agreement attached?	<u>N/A</u>
**	(f)	If there is an agreement, are lender's postpetition security interests and liens deemed valid, fully perfected, and non-avoidable?	<u>N/A</u>
	(g)	Is lender undersecured or oversecured?	<u>Undersecured</u>
	(h)	Has lender's non-cash collateral been appraised?.....	<u>N</u>

² Nothing contained herein shall have any binding or preclusive effect on the Debtors or any interested party; rather this checklist is provided only to comply with the Bankruptcy Local Rules for the Southern District of Texas. Accordingly, the Debtors' Emergency Motion for an Order (I) Authorizing the Debtors' Interim and Final Use of Cash Collateral; (II) Granting Adequate Protection; and (III) Scheduling a Final Hearing Regarding Use of Cash Collateral shall be controlling if there are any inconsistencies as compared to this checklist.

- (i) Insert date of latest appraisal N/A
- (i) Is debtor's proposed budget attached?..... Y
- (j) Are all prepetition loan documents identified? Y
- (k) Are prepetition liens on single or multiple assets?..... Multiple
- (l) Are there prepetition guaranties of debt?..... Y
- (i) Limited or unlimited Unlimited

3. Grant of Liens:

- * (a) Do postpetition liens secure prepetition debts?..... N
- * (b) Is there cross-collateralization?..... N
- ** (c) Is the priority of postpetition liens equal to or higher than existing liens? N
- ** (d) Do postpetition liens have retroactive effect?..... Y
- (e) Are there restrictions on granting further liens or liens of equal or higher priority? Y
- * (f) Is lender given liens on claims under §§ 506(c), 544-50 and §§ 552? N
- ** (i) Are lender's attorneys fees to be paid?..... Y (Agent)
- (ii) Are debtors' attorneys fees excepted from § 506(c). N
- * (g) Is lender given liens upon proceeds of causes of action under §§ 544, 547 and 548?..... N

4. Administrative Priority Claims:

- (a) Is lender given an administrative priority? Y
- (b) Is administrative priority higher than § 507(a)?..... Y
- (c) Is there a conversion of pre-petition secured claim to post-petition administrative claim by virtue of use of existing collateral? Y
..... (Diminution of Value Only)

5. Adequate Protection (§ 361):

- (a) Is there post-petition debt service?..... Y
- (b) Is there a replacement/additional § 361(1) lien? Y
- ** (c) Is the lender's claim given super-priority? (§ 364(c) or (d)) (designate)..... §507(B)
..... (Diminution of Value Only)
- (d) Are there guaranties?..... N
- (e) Is there adequate insurance coverage?..... Y

(f) Other? N

6. Waiver/Release Claims v. Lender:

** (a) Debtor waives or release claims against lender, including, but not limited to, claims under §§ 506(c), 544-50, 552, and 553 of the Code?..... N

** (b) Does the debtor waive defenses to claim or liens of lender?..... Y

7. Source of Postpetition Financing (§ 364 Financing):

(a) Is the proposed lender also the prepetition lender? N/A

(b) New post-petition lender?..... N/A

(c) Is the lender an insider? N/A

8. Modification of Stay:

** (a) Is any modified lift of stay allowed? N

** (b) Will the automatic stay be lifted to permit lender to exercise self-help upon default without further order?..... N

(c) Are there any other remedies exercisable without further order of court?..... Y (Termination of cash collateral usage)

(d) Is there a provision that any future modification of order shall not affect status of debtor’s postpetition obligations to lender?..... Y

9. Creditors’ Committee:

(a) Has creditors’ committee been appointed?..... N

(b) Does creditors’ committee approve of proposed financing? N/A

10. Restrictions on Parties in Interest:

** (a) Is a plan proponent restricted in any manner, concerning modification of lender’s rights, liens and/or causes? N

** (b) Is the debtor prohibited from seeking to enjoin the lender in pursuit of rights?..... N

- ** (c) Is any party in interest prohibited from seeking to modify this order?..... N
- (d) Is the entry of any order conditioned upon payment of debt to lender?..... N
- (e) Is the order binding on subsequent trustee on conversion? Y

11. Nunc Pro Tunc:

- ** (a) Does any provision have retroactive effect?..... N

12. Notice and Other Procedures:

- (a) Is shortened notice requested? Y
- (b) Is notice requested to shortened list?..... Y
- (c) Is time to respond to be shortened?..... Y
- (d) If final order sought, have 15 days elapsed since service of motion pursuant to Rule 4001(b)(2)? N/A
- (e) If preliminary order sought, is cash collateral necessary to avoid immediate and irreparable harm to the estate pending a final hearing?..... Y
- (f) Is a Certificate of Conference included?..... If necessary
- (g) Is a Certificate of Service included?..... To be Provided
- (h) Is there verification of transmittal to U.S. Trustee included pursuant to Rule 9034?..... Y
- (i) Has an agreement been reached subsequent to filing motion? N/A
 - (i) If so, has notice of the agreement been served pursuant to Rule 4001(d)(1)? N/A
 - (ii) Is the agreement in settlement of motion pursuant to Rule 4001(d)(4)?..... N/A
 - (iii) Does the motion afford reasonable notice of material provisions of agreement pursuant to Rule 4001(d)(4)?..... N/A
 - (iv) Does the motion provide for opportunity for hearing pursuant to Rule 9014?..... N/A

Dated: October 27, 2009
Houston, Texas

/s/ Alfredo R. Pérez
Alfredo R. Pérez (15776275)

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Attorneys for Debtors
and Debtors in Possession

EXHIBIT A
LIST OF DEBTORS

Debtor	Last Four Digits of Federal Tax I.D. No.
Express Energy Services Operating, LP	7644
Express Energy Services (2008) LLC	3087
Express Energy Services Holding, LP	7122
Express Energy Services GP, LLC	7083
Express Energy Services CT, LP	8432
Express Energy Services Ark, LP	5287
Express Energy Services P&A, LP	8402
Express Energy Services WL, LP	2834
Express – Byrd R&S GP, LLC	7556
Express – Byrd R&S Oilfield Services, L.P.	7580
Express – MBCC GP, LLC	0760
Express – MBCC, Ltd.	0802
Express – Mike Byrd Casing Crews GP, LLC	0852
Express – Mike Byrd Casing Crews, Ltd.	0938
Express – R&S Tong Services GP, LLC	2230
Express – R&S Tong Services, Ltd.	7465
Express – BAH Leasing GP, LLC	0510
Express – BAH Leasing, Ltd.	0708
D&D Tongs GP, LLC	6566
D&D Tongs, L.P.	6586
Express – North Trail Oilfield Services, GP, LLC	7506
Express – North Trail Oilfield Services, Ltd.	7526
Express – Ace Rat Hole Service GP, LLC	6617
Express – Ace Rat Hole Service, Ltd.	6632