



ENTERED  
11/17/2009

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

<p><b>In re</b></p> <p><b>EXPRESS ENERGY SERVICES OPERATING, LP, et al.,</b></p> <p><b>Debtors.</b></p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p><b>Chapter 11</b></p> <p><b>Case No. 09-38044</b></p> <p><b>Jointly Administered</b></p>
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**FINAL ORDER PURSUANT TO SECTIONS 105(a), 363(b), 507(a)(4) AND 507(a)(5) OF THE BANKRUPTCY CODE (I) AUTHORIZING THE DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, EMPLOYEE BENEFITS AND OTHER COMPENSATION, AND (B) MAINTAIN EMPLOYEE BENEFITS PROGRAMS AND PAY RELATED ADMINISTRATIVE OBLIGATIONS; AND (II) AUTHORIZING FINANCIAL INSTITUTIONS TO HONOR PREPETITION CHECKS AND FUND TRANSFER REQUESTS FOR PAYMENT OF PREPETITION EMPLOYEE OBLIGATIONS**

**[Related to Docket Nos. 6 and 28]**

Upon the Emergency Motion (the "**Motion**")<sup>1</sup> of 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**") Pursuant to Sections 105(a), 363(b), 507(a)(4) and 507(a)(5) of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure for Entry of an Order (i) Authorizing Debtors to (a) Pay Prepetition Wages, Salaries and other Compensation, and (b) Maintain Employee Benefits Programs and Pay Related Administrative Obligations; and (ii) Authorizing Financial Institutions (the "**Banks**") to Honor Prepetition Checks and Fund Transfer Requests for Payment of Prepetition Employee Obligations, all as more fully described

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

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 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 on a final basis to the extent provided herein.
2. Pursuant to sections 105(a), 363(b), 507(a)(4) and 507(a)(5) of the Bankruptcy Code, the Debtors are authorized, but not directed, to continue to honor existing practices, programs, and policies with respect to their Employees, including the Health and Welfare Programs, Auto Allowance Program, and Leave Policies, as such practices, programs, and policies were in effect as of the date of the commencement of the Debtors' chapter 11 cases, all as further described in the Motion.
3. The Banks shall be, and hereby are authorized and directed, when the Debtors request in the Debtors' sole discretion, to receive, process, honor and pay any and all checks drawn on the Debtors' payroll or disbursement accounts and any other transfers that are related to the prepetition Employee Compensation Obligations or Benefits Obligations and the costs and expenses incidental thereto, whether those checks were presented prior to or after the Commencement Date, provided that sufficient funds are available in the accounts to make such

payments.

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. The Debtors are authorized (consistent with this Order) to issue postpetition checks or to effect postpetition funds transfer requests in replacement of any checks or funds transfer requests related to Employee Compensation Obligations or Benefits Obligations dishonored or rejected as a consequence of the commencement of the Debtors' chapter 11 cases.

6. Nothing in this Order nor any payments made by the Debtors pursuant to this Order, shall be deemed an assumption, adoption, or rejection of any employee benefit plan, collective bargaining agreement, employment agreement, or other program or contract or shall otherwise affect the Debtors' rights under sections 365 and 1113 of the Bankruptcy Code to assume or reject any executory contract between the Debtors and the contract counterparty or the Debtors' rights under section 1114 of the Bankruptcy Code, if applicable, to modify or terminate retiree benefits.

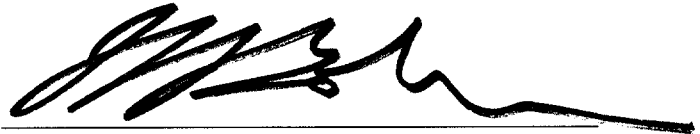
7. Nothing in the Motion or this Order shall be construed as impairing the Debtors' right to contest the validity or amount of any Employee Compensation Obligation, including without limitation any taxes that may be due to any taxing authority, or Benefits Obligation.

8. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, and 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. 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.

11. 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: Nov. 17, 2009  
Houston, Texas



HONORABLE JEFF BOHM  
UNITED STATES BANKRUPTCY JUDGE