



ENTERED
11/17/2009

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

In re	§	
	§	
	§	Chapter 11
	§	
EXPRESS ENERGY SERVICES OPERATING, LP, et al.,	§	
	§	Case No. 09-38044
	§	
Debtors.	§	
	§	Jointly Administered

**FINAL ORDER AUTHORIZING (A) DEBTORS TO (I) CONTINUE THEIR
EXISTING CASH MANAGEMENT SYSTEM, (II) HONOR
CERTAIN PREPETITION OBLIGATIONS RELATED TO THE USE OF
THE CASH MANAGEMENT SYSTEM, AND (III) MAINTAIN EXISTING
BANK ACCOUNTS AND BUSINESS FORMS, AND (B) MODIFICATION OF THE
REQUIREMENTS OF SECTION 345(b) OF THE BANKRUPTCY CODE**

[Related to Docket Nos. 13 and 40]

Upon the Emergency Motion (the "**Motion**")¹ 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**") for an Order Authorizing (A) the Debtors to (I) Continue Using the Existing Centralized Cash Management System; (II) Honor Certain Prepetition Obligations Related to the Use of that Cash Management System; and (III) Maintain Existing Bank Accounts and Business Forms, and (B) Modification of the Requirements of Section 345(b) of the Bankruptcy Code, as more fully set forth in the Motion; and upon consideration of the Declaration of Darron Anderson in Support of the Debtors' Chapter 11 Petitions and Request for First Day Relief (Docket No. 2); and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28

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

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 this Court having entered an interim order approving the Motion on October 29, 2009 (Docket No. 40); 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. The Debtors are authorized, but not directed, pursuant to sections 105(a) and 363(c)(1) of the Bankruptcy Code, to continue the Cash Management System maintained by the Debtors before the Commencement Date, and to collect, concentrate, and disburse cash in accordance with the Cash Management System.
3. The Debtors are in compliance with section 345(b) of the Bankruptcy Code with respect to the JPMorgan Collection and Concentration Accounts and the Certificate of Deposit.
4. With respect to Bank Accounts that are not located in Banks that are Authorized Depositories, the Debtors shall have until November 23, 2009 to comply with section 345(b) of the Bankruptcy Code.
5. Except as otherwise provided in this Final Order, the Debtors are authorized, but not directed, to: (i) designate, maintain, and continue to use any or all of their existing Bank Accounts with those Banks listed on Exhibit A annexed hereto, in the names

and with the account numbers existing immediately prior to the Commencement Date; (ii) deposit funds into and withdraw funds from such accounts by all usual means including, without limitation, checks, wire transfers, automated transfers and other debits; and (iii) treat their prepetition Bank Accounts for all purposes as debtor in possession accounts; *provided, however*, that nothing contained herein shall authorize any Bank to honor or pay any check issued or dated prior to the Commencement Date, except as otherwise provided by any order of this Court.

6. Except as otherwise provided in this Final Order, all Banks are authorized and directed to continue to maintain, service, and administer such Bank Accounts as accounts of the Debtors as debtors-in-possession without interruption and in the usual and ordinary course, and to receive, process, honor and pay any and all checks, drafts, wire transfers, ACH transfers or other debits drawn on any of the Bank Accounts after the Commencement Date by the holders or makers thereof, to the extent funds are available.

7. Any Bank that honors a prepetition check, electronic transfer, or other item drawn on any Bank Account that is the subject of this Final Order either (i) at the direction of the Debtors to honor such prepetition check, electronic transfer, or item, or (ii) in the good faith belief that the Court has authorized such prepetition check, electronic transfer, or item to be honored, shall not be deemed in violation of this Final Order and shall not be liable for a prepetition check, electronic transfer or other item drawn on any Bank Account that is the subject of this Final Order.

8. The Debtors are directed to maintain records of each and every transfer within the Cash Management System occurring on or after the Commencement Date to the same extent maintained by the Debtors prior to the Commencement Date, such that all

postpetition transfers and transactions shall be adequately and promptly documented in, and readily ascertainable from, the Debtors' books and records.

9. Nothing contained herein shall prevent the Debtors from opening any additional bank accounts, or closing any existing Bank Account(s), as the Debtors may deem necessary and appropriate, and the Banks, and any other bank the Debtors deem appropriate are authorized to honor the Debtors' requests to open or close, as the case may be, such Bank Accounts or additional bank accounts.

10. The Debtors are authorized, but not directed, to use their existing Business Forms.

11. The Debtors are authorized, but not directed, to (i) pay undisputed prepetition Service Charges and (ii) reimburse the Banks for any claims arising, or chargebacks of deposits made, before or after the Commencement Date in connection with customer checks or other deposits into the Bank Accounts that have been dishonored or returned for any reason, together with any fees and costs in connection therewith, to the same extent that the Debtors were responsible for such items prior to the Commencement Date; provided, however, that none of the Banks shall be required to make transfers from or honor any draws against any of the Bank Accounts except to the extent of collected funds available in such Bank Accounts.

12. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) are waived.

13. Notwithstanding the applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be immediately effective and enforceable upon entry of this Final Order.

14. Within three (3) business days of the entry of this Final Order, the Debtors shall serve a copy of this Final Order on the Banks.

15. The Court shall retain jurisdiction to consider all matters arising from the interpretation or implementation of this Final Order.

Dated: Nov. 17, 2009
Houston, Texas



HONORABLE JEFF BOHM
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A**BANK ACCOUNTS**

ACCOUNT HOLDER	BANK	ACCOUNT TYPE	LAST 4 DIGITS OF ACCOUNT
Express Energy Services Operating, LP	JPMorgan Chase, N.A. Houston, TX	Operating	2157
Express Energy Services Operating, LP	JPMorgan Chase, N.A. Houston, TX	Collection	6840
Express Energy Services Operating, LP	JPMorgan Chase, N.A. Houston, TX	Certificate of Deposit	1423
Express Energy Services Operating, LP	Coastal Commerce Bank Houma, LA	Money Market	6755
Express Energy Services Operating, LP	Coastal Commerce Bank Houma, LA	Operating	1513
Express Energy Services Operating, LP	Coastal Commerce Bank Houma, LA	Payroll	9409
Express Energy Services ARK, LP	Coastal Commerce Bank Houma, LA	Operating	9441
Express Energy Services ARK, LP	Coastal Commerce Bank Houma, LA	Payroll	9714
Express Energy Services CT, LP	Coastal Commerce Bank Houma, LA	Operating	0050
Express Energy Services CT, LP	Coastal Commerce Bank Houma, LA	Payroll	9565
Express Energy Services P&A, LP	Coastal Commerce Bank Houma, LA	Operating	9391
Express Energy Services P&A, LP	Coastal Commerce Bank Houma, LA	Payroll	9573
Express Energy Services WL, LP	Coastal Commerce Bank Houma, LA	Operating	9275
Express Energy Services WL, LP	Coastal Commerce Bank Houma, LA	Payroll	9283
D&D Tongs, L.P.	Coastal Commerce Bank Houma, LA	Operating	0001
D&D Tongs, L.P.	Coastal Commerce Bank Houma, LA	Payroll	9995