



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, <i>et al.</i> ,	§	Case No. 09-38044
	§	
Debtors.	§	
	§	
	§	Jointly Administered

**ORDER GRANTING EMERGENCY SUPPLEMENT TO THE DEBTORS' EMERGENCY MOTION FOR AN 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**

[Relating to Docket Nos. 15, 41 and 100]

Upon the Emergency Supplement (the "Supplement")<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") to the Debtors' Emergency Motion (the "Emergency Motion") for an Order Pursuant to Sections 105(a), 506(a), 507(a)(8), and 541 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 this Court's Order granting the Emergency Motion (Docket No. 41, the "Emergency Order"); 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 Supplement and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Supplement and the requested relief being a core proceeding the Court can determine pursuant to 28 U.S.C. § 157(b); and venue being proper

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


before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Supplement 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 Supplement 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 Supplement is GRANTED to the extent provided herein.
2. The Debtors are authorized, but not directed, to pay the Franchise Taxes and the Service Charges as described in the Supplement.
3. The Banks are directed and authorized to honor, process, and pay, to the extent of funds on deposit, any and all checks or electronic fund transfer requests issued by the Debtors in respect of the Franchise Taxes and the Service Charges.
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 Supplement 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 Franchise Taxes or the Service Charges.
6. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. Notice of the Supplement as provided therein shall be deemed good and sufficient notice of such Supplement and the requirements of Bankruptcy Rules 4001(d) and 6004(a) are waived.

8. 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: Nov. 17, 2009  
Houston, Texas



HONORABLE JEFF BOHM  
UNITED STATES BANKRUPTCY JUDGE

**CERTIFICATE OF NOTICE**District/off: 0541-4  
Case: 09-38044User: bdan  
Form ID: pdf002Page 1 of 1  
Total Noticed: 22

Date Rcvd: Nov 17, 2009

The following entities were noticed by first class mail on Nov 19, 2009.

db +Express Energy Services Operating, LP, Phoenix Tower, 3200 Southwest Freeway, Suite 2000, Houston, TX 77027-7554

aty +Elizabeth Weller, Linebarger Heard et al, 2323 Bryan St, Ste 1720, Dallas, TX 75201-2603

aty +Joon P Hong, Richards Kibbe, One World Financial Center, New York, NY 10281-1003

fa +Alvarez and Marsal North America LLC, 700 Louisiana St, Ste 900, Houston, TX 77002-2769

cr +Baker Hughes Oilfield Operations, Inc., c/o Phil Snow, 2929 Allen Parkway, Suite 4100, Houston, TX 77019-7106

cr +Brazos County, et al, c/o Michael Reed, P O Box 1269, Round Rock, TX 78680-1269

cr +Credit Suisse, Cayman Islands Branch, as Administr, c/o Charles R. Gibbs, Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue, Suite 4100, Dallas, TX 75201-4675

cr +Ector Cad, 711 Navarro, Suite 300, San Antonio, TX 78205-1749

cr Ford Motor Credit Company LLC, Dept 55953, PO Box 55000, Detroit, MI 48255-0953

cr +General Electric Capital Corporation, c/o Kevin Walters, Prisdha Govender, Chaffe McCall, L.L.P., 815 Walker Street, Suite 953, Houston, TX 77002-5735

cr Harris County et al, Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, PO Box 3064, Houston, TX 77253-3064

cr Jackson County, Linebarger Goggan Blair & Sampson, Attn: John P. Dillman, PO Box 3064, Houston, TX 77253-3064

cr Johnson County, City of Cleburne, Cleburne ISD, Hi, c/o Elizabeth Banda, Perdue Brandon Fielder etal, P O Box 13430, Arlington, TX 76094-0430

cr Office of Unemployment Compensation Tax Services, Department of Labor & Industry, Commonwealth of Pennsylvania, 625 Cherry Street, Room 203, Reading, PA 19602-1184

cr Sandford Oil Company, c/o Timothy A. York, Quilling Selander Cumiskey & Lownds, 2001 Bryan Tower Suite 1800, Dallas, TX 75201

cr +Southern Field Maintenance, 2004 S. Laurent, Victoria, TX 77901-9404

sp +Sullins and Johnston PC, 3200 Southwest Fwy, Ste 2200, Houston, TX 77027-7533

cr Texas Workforce Commission, Jason Starks, c/o Sherri K. Simpson, Paralegal, P.O. Box 12548, Austin, TX 78711-2548

op +The Garden City Group, Inc., 105 Maxess Road, Melville, NY 11747-3827

cr +Valerus Compression Services LP, C/O Eric M. English, King & Spalding LLP, 1100 Louisiana, Suite 4000, Houston, TX 77002-5213

cr Wharton County, Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, Post Office Box 3064, Houston, TX 77253-3064

The following entities were noticed by electronic transmission on Nov 17, 2009.

aty +E-mail/Text: robert.jordan@weil.com Weil Gotshal and Manges LLP,  
767 Fifth Ave, New York, NY 10153-0119

TOTAL: 1

\*\*\*\*\* BYPASSED RECIPIENTS (undeliverable, \* duplicate) \*\*\*\*\*

cr Darrell Brewer

cr EnCana Oil & gas (USA) Inc.

cr John Deere Construction & Forestry Company

cr Northwest ISD

cr Orix Finance Corp.

cr Sharyland ISD

cr South Texas College

cr South Texas ISD

TOTALS: 8, \* 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

**I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**

**Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Nov 19, 2009

Signature: 