

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

**EMERGENCY SECOND SUPPLEMENT TO THE DEBTORS’
EMERGENCY MOTION FOR AUTHORITY TO PAY (I) UNDISPUTED
PREPETITION OBLIGATIONS OWED TO POTENTIAL LIEN CLAIMANTS;
(II) UNDISPUTED PREPETITION SOLE SOURCE PROVIDER OBLIGATIONS;
AND (III) THE UNDISPUTED PREPETITION REFUND OBLIGATION**

TO THE HONORABLE JEFF BOHM
UNITED STATES BANKRUPTCY JUDGE:

Express Energy Services Operating, LP (“**EES Operating**”) and its affiliated debtors in the above referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”),¹ submit this emergency second supplement (this “**Second Supplement**”) to the *Emergency Motion for Authority to Pay (I) Undisputed Prepetition Obligations Owed to Potential Lien Claimants; (II) Undisputed Prepetition Sole Source Provider*

¹ On October 27, 2009, each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”). The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Information regarding the Debtors’ business and events leading to the Debtors’ bankruptcy filings can be found in the Declaration of Darron Anderson in Support of the Debtors’ Chapter 11 Petitions and First-Day Motions [Docket No. 2]. On December 7, 2009, the Court entered its order confirming the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code [Docket No. 189].

Obligations; and (III) the Undisputed Prepetition Refund Obligation [Docket No. 61] (as supplemented [Docket No. 70], the “**Motion**”)² and respectfully represent as follows:

SUPPLEMENT

1. On November 6, 2009, the Court entered its orders: (i) granting the Motion [Docket No. 74] (the “**Essential Payments Order**”), and (ii) sealing the list of payees under the Essential Payments Order, including nine Potential Lien Claimants [Docket No. 75].

2. The order granting the Motion authorized payment to a Potential Lien Claimant for approximately \$19,200.³ On or about November 19, 2009, pursuant to the Essential Payments Order, this Potential Lien Claimant was paid \$19,191.95. Since that time, the Debtors identified two additional invoices relating to this Potential Lien Claimant for outstanding prepetition claims totaling approximately \$21,900 in the aggregate (the “**Invoices**”). This Potential Lien Claimant provides goods and services at job sites of one of the Debtors’ key customers. Had the Debtors known about the fact that the Invoices had not previously been paid, the Debtors would have included the Invoices as part of their prior requests.

3. The Debtors hereby file this Second Supplement to request entry of an order supplementing the Essential Payments Order to include payment of the undisputed Invoices. Accordingly, pursuant to this Second Supplement, the Debtors seek authority, but not direction, to pay up to approximately \$21,900 to one of the nine listed Potential Lien Claimants for outstanding prepetition amounts. A proposed order authorizing the relief requested in this Second Supplement is attached hereto as **Exhibit A** (the “**Proposed Order**”).

² Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

³ The Debtors submit that such a description is sufficient to identify the Potential Lien Claimant on the sealed list of payees.

NOTICE

4. Pursuant to the Court's Order dated October 28, 2009 [Docket No. 39], the Debtors have served notice of this Second Supplement on the Master Service List (as defined therein), and all parties entitled to receive notice of this Second Supplement under the Bankruptcy Rules or the Bankruptcy Local Rules for the Southern District of Texas. The Debtors submit that no other or further notice need be provided.

WHEREFORE, the Debtors request entry of the Proposed Order and such other and further relief as is just.

Dated: December 8, 2009
Houston, Texas

/s/ Alfredo R. Pérez

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Attorneys for Debtors
and Debtors in Possession

Exhibit A

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
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	§	
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Debtors.	§	
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ORDER GRANTING DEBTORS’ EMERGENCY SECOND SUPPLEMENT TO THE DEBTORS’ EMERGENCY MOTION FOR AUTHORITY TO PAY (I) UNDISPUTED PREPETITION OBLIGATIONS OWED TO POTENTIAL LIEN CLAIMANTS; (II) UNDISPUTED PREPETITION SOLE SOURCE PROVIDER OBLIGATIONS; AND (III) THE UNDISPUTED PREPETITION REFUND OBLIGATION

[Related to Docket No. 61, 70, 74, 75, and ____]

Upon the Emergency Second Supplement (the “**Second Supplement**”) to the Emergency Motion for Authority to Pay (i) Undisputed Prepetition Obligations Owed to Potential Lien Claimants; (ii) Undisputed Prepetition Sole Source Provider Obligations; and (iii) the Undisputed Prepetition Refund Obligation [Docket No. 61] (as supplemented [Docket No. 70], 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 granting the Debtors authority to pay the undisputed Invoices; and the Court having jurisdiction to consider the Second Supplement and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Second Supplement and the requested relief being a core proceeding the Court can determine pursuant to 28 U.S.C. § 157(b);

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion and the Second Supplement, as applicable.

and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Second Supplement and the hearing thereon has been given 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 Second 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 Second Supplement is GRANTED to the extent provided herein.
2. The Debtors are authorized, but not directed, to pay the undisputed Invoices in the amount of up to \$21,900 to the Potential Lien Claimant being owed approximately \$19,200 under the Essential Payments Order.
3. The requirements of Bankruptcy Rule 6004(a) are hereby waived and notice of the Second Supplement as provided therein constitutes good and sufficient notice.
4. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon entry of this Order.
5. This Court shall retain jurisdiction to hear and consider all disputes arising from the interpretation or implementation of this Order.

Dated: Houston, Texas
_____, 2009

HONORABLE JEFF BOHM
UNITED STATES BANKRUPTCY JUDGE