

**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
	§	

**THIRD REVISED EXHIBIT 5 OF THE PLAN SUPPLEMENT IN
SUPPORT OF THE DEBTORS' JOINT PLAN OF REORGANIZATION
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE that on December 2, 2009, Express Energy Services Operating, LP and its affiliated debtors (collectively, the "**Debtors**") filed their Plan Supplement in Support of the Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (the "**Plan Supplement**") [Docket No. 172].

PLEASE TAKE FURTHER NOTICE that on December 4, 2009, the Debtors filed a Revised Exhibit 5 of the Plan Supplement [Docket No. 177].

PLEASE TAKE FURTHER NOTICE that on December 7, 2009, the Debtors filed a Second Revised Exhibit 5 of the Plan Supplement [Docket No. 184].

PLEASE TAKE FURTHER NOTICE that attached hereto as Annex 1 is a Third Revised Exhibit 5 of the Plan Supplement and attached hereto as Annex 2 is a "black-line" copy comparing the Third Revised Exhibit 5 of the Plan Supplement against the Second Revised Exhibit 5 of the Plan Supplement.

PLEASE TAKE FURTHER NOTICE that the Debtors reserve the right to alter, amend, modify, or supplement the Plan Supplement and any exhibits related thereto.

Dated: December 30, 2009
Houston, Texas

/s/ Alfredo R. Pérez

Alfredo R. Pérez (15776275)

WEIL, GOTSHAL & MANGES LLP
700 Louisiana Street, Suite 1600
Houston, Texas 77002
Telephone: (713) 546-5000
Facsimile: (713) 224-9511

Attorneys for Debtors
and Debtors in Possession

ANNEX 1

EXHIBIT 5

**List of Executory Contracts and Unexpired Leases
to be Rejected Under the Plan**

**EXECUTORY CONTRACTS AND
UNEXPIRED LEASES TO BE REJECTED**

EXECUTORY CONTRACTS

CONTRACTING PARTY	CONTACT INFORMATION	REJECTION DATE	DESCRIPTION OF AGREEMENT
Acadian Monitoring Services, LLC	130 E. Kaliste Saloom Rd. Lafayette, LA 70508	December 31, 2009	Mobile Monitoring Services Subscriber Agreement dated July 24, 2008
Aramark Uniform Services Inc.	2821 Robertson Road Tyler, TX 75701	December 31, 2009	Flame Resistant Service Agreement dated May 4, 2009
Canon Financial Services, Inc.	Post Office Box 4004 Carol Stream, IL 60197	December 31, 2009	Lease Agreement for Canon Copier dated January 26, 2007
Canon Financial Services, Inc.	Post Office Box 4004 Carol Stream, IL 60197	December 31, 2009	Lease Agreement for Canon Copier dated August 1, 2007
Cintas Corporation	768 Walnut Street Abilene, TX 79601	December 31, 2009	Standard Uniform Rental Service Agreement dated March 23, 2005
Cintas Corporation	101 West Beebe Capps Searcy, AR 72143	December 31, 2009	Flame Resistant Garment Service Agreement dated November 2, 2006
FNCC	26050 Towne Center Dr. Foothill Ranch, CA 92610	December 31, 2009	<p>The following two pieces of equipment listed on Schedule No. 3 dated as of October 6, 2008 ("Schedule 3") to the Master Lease Agreement dated as of October 6, 2008:</p> <ol style="list-style-type: none"> 1. EA CTU Four-axle trailer: Serial Number TE06097-1 VIN 1D9BG449481609421. 2. Combo pump with 2,000-gallon tank, with additional power pack ref: nitrogen side, including all displays, controls, add-ons and options. Serial Number TE06052. <p>All other equipment listed on Schedule 3 is not included in Exhibit 5 to the Plan Supplement.</p>

CONTRACTING PARTY	CONTACT INFORMATION	REJECTION DATE	DESCRIPTION OF AGREEMENT
G&K Services, Inc.	602 Airline Drive Coppell, TX 75019	December 31, 2009	Exclusive Preferred Agreement for Supply of uniforms dated June 5, 2007
G&K Services, Inc.	410 Probandt San Antonio, TX 78204	December 31, 2009	Exclusive Preferred Agreement for Supply of uniforms dated August 30, 2007
Unifirst Corporation	1520 South Crane Ave. Odessa, TX 79763	December 31, 2009	Customer Service Agreement for Uniforms dated October 18, 2006
Unifirst Corporation	1727 East 8th Street Lubbock, TX 79403	December 31, 2009	Customer Service Agreement for Uniforms dated May 7, 2008
Unifirst Corporation	48 Windmill Circle Abilene, TX 79606	December 31, 2009	Customer Service Agreement for Uniforms dated October 16, 2006
Unifirst Corporation	4407 Henry S. Grace Fwy Wichita Falls, TX 76302	December 31, 2009	Customer Service Agreement for Uniforms dated July 24, 2008
Unifirst Corporation	2900 N. Beach Ft. Worth, TX 76117	December 31, 2009	Customer Service Agreement for Uniforms dated May 6, 2008
Unifirst Corporation	2130 E. California Ave. Oklahoma City, OK 73117	December 31, 2009	Customer Service Agreement for Uniforms dated March 28, 2007
Istel, Inc.	205 East Henderson Cleburne, TX 76031	December 31, 2009	Contract to provide telephone service

UNEXPIRED LEASES

CONTRACTING PARTY	CONTACT INFORMATION	REJECTION DATE	DESCRIPTION OF AGREEMENT
American Ice Machines	2616 White Settlement Rd. Fort Worth, TX 76107	December 31, 2009	Lease agreement for Manitowoc SY-0304A Ice Machine. Agreement dated August 7, 2008
ATNI, Inc.	Post Office Box 9484 Midland, TX 79708	December 31, 2009	Real Estate Lease Agreement dated July 1, 2007 Property location: 2901 S. County Rd. 1255 Midland, TX

CONTRACTING PARTY	CONTACT INFORMATION	REJECTION DATE	DESCRIPTION OF AGREEMENT
FSP Phoenix Tower Corporation	3200 Southwest Freeway Suite 1290 Houston, TX 77027	May 31, 2010	Real Estate Lease Agreement dated July 3, 2008 Property location: 3200 Southwest Freeway, 20th Fl. Houston, TX 77027
Midland 5, LLC	Attention: Don C. Tardy Post Office Box 6839 Round Rock, TX 78683	December 31, 2009	Assignment of Real Estate Lease dated June 2, 2009 Assigning July 1, 2007 Real Estate Lease Agreement between EES and ATNI, Inc. for the property located at 2901 S. County Rd. 1255, Midland TX to Midland 5, LLC
Midland 5, LLC	Attention: Don C. Tardy Post Office Box 6839 Round Rock, TX 78683	December 31, 2009	Agreement to Sublease Real Estate Property dated June 2, 2009. Property location: 2901 S. County Road. 1255 Midland, TX
MHS LLC	Post Office Box 973 Abilene, TX 79604	December 31, 2009	Real Estate Lease Agreement dated March 1, 2008 Property location: 2502 Industrial Blvd. Abilene, TX 79602
RAM Lands LLC	Post Office Box 2016 Houma, LA 70363	December 31, 2009	Real Estate Lease Agreement dated March 30, 2006 Property location: 206 Industrial Ave C Houma, LA 70363
RAM Lands LLC	Post Office Box 2016 Houma, LA 70363	December 31, 2009	Real Estate Lease Agreement Property location: 69 Leeper Lane Victoria, TX 77904

CONTRACTING PARTY	CONTACT INFORMATION	REJECTION DATE	DESCRIPTION OF AGREEMENT
Randy Davis	149 Prairie Harvest Abilene, TX 79602	December 31, 2009	Real Estate Lease Agreement dated August 1, 2007 Property location: 375 T & P Lane Abilene, TX 79602
Randy Davis	149 Prairie Harvest Abilene, TX 79602	December 31, 2009	Real Estate Lease Agreement dated September 5, 2007 Property location: 1312 B North Longview Street Kilgore, TX 75662
Red Diamond Energy Services, Inc.	P.O. Box 7269 Abilene, Texas 79608	December 31, 2009	Equipment Lease for casing running tools dated June 1, 2009
Santosh Skariah	Post Office Box 623 Edinburg, TX 78540	December 31, 2009	Real Estate Lease Agreement dated December 15, 2006 Property location: 7 1/2 North Shary & Old Hwy 107 Mission, TX
Warehouse Opportunities	703 Old Gladewater Hwy Kilgore, TX 75662	December 31, 2009	Real Estate Lease Agreement dated February 1, 2009 Property location: 2502 West DeWitt Henry Drive Beebe, AR 72012
Xerox Corporation	300 East Chambers Cleburne, TX 76031	December 31, 2009	Lease agreement for Xerox copier WC4150 dated September 19, 2007

NOTES:

1. The inclusion of a document herein shall not constitute an admission by the Debtors that such document constitutes (i) a legally binding contract or agreement and/or (ii) an executory contract or an unexpired lease, under which the Debtors have any liability. Certain documents may be included on this schedule out of an abundance of caution.
2. Pursuant to that certain order entered by the Court on November 25, 2009 [Docket No. 158] (the "**Bar Date Order**"), any entity that asserts a claim that arises from the rejection of an executory contract or unexpired lease must file a proof of claim based on such rejection on the date that is **30 days** following the entry of a court order approving such rejection; *provided, however*, that a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of October 27, 2009 pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a proof of claim for such amounts on or before **December 28, 2009 at 4:00 p.m.** (prevailing Central Time), unless another exception identified in the Bar Date Order applied.
3. The Debtors are parties to eight employment agreements that include change of control provisions. The Debtors satisfied and paid all obligations arising under these change of control provisions prior to the commencement of the Debtors' chapter 11 cases. Therefore, the Debtors do not believe that the change of control provisions in these employment agreements are executory. Out of an abundance of caution, to the extent that the change of control provisions are deemed to be executory, the Debtors are rejecting them as of the Effective Date. The Debtors shall provide written notice of the Plan Supplement and this schedule to the relevant employees via certified mail and regular mail.
4. The Debtors reserve the right, on or prior to the Effective Date, to amend this schedule to the Plan Supplement to delete any executory contract or unexpired lease therefrom or add any executory contract or unexpired lease thereto, in which event such added executory contract(s) or unexpired lease(s) shall be deemed to be rejected as of the Effective Date.

ANNEX 2
BLACKLINE

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