



ENTERED
01/05/2010

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

| | | |
|---------------------------------------|---|----------------------|
| IN RE: | § | |
| | § | |
| EXPRESS ENERGY SERVICES, L.P., et al. | § | CASE NO. 09-38044 |
| | § | (Chapter 11) |
| DEBTORS | § | Jointly Administered |

**AGREED ORDER GRANTING SMITH INTERNATIONAL, INC.'S AND
THOMAS ENERGY SERVICES, INC.'S MOTION FOR MODIFICATION
OF THE AUTOMATIC STAY PURSUANT TO 11 U.S.C. § 362(d)(1)**
[Relates to Docket No. ____]

Having considered the *Motion for Modification of the Automatic Stay Pursuant to 11 U.S.C. § 362(d)(1)* (the "Motion")¹ filed by Smith International, Inc. and Thomas Energy Services, Inc. and the agreement of the parties and finding that: (i) the Court has jurisdiction to consider the Motion, (ii) venue is proper, (iii) due and proper notice of the motion has been provided, (iv) cause exists to modify the automatic stay; and (v) the motion is meritorious and should be granted, it is hereby

ORDERED that the Motion is GRANTED; it is further

ORDERED that the automatic stay is modified to permit the Movants to pursue, as contractual third party beneficiaries, their claims for indemnity and insurance benefits against the Debtor's insurers, as contemplated by the Express MSA; it is further

ORDERED that the relief provided herein shall apply only to Smith and Thomas and is limited to their pursuit of insurance and indemnity benefits from the Debtor's insurers; and it is further

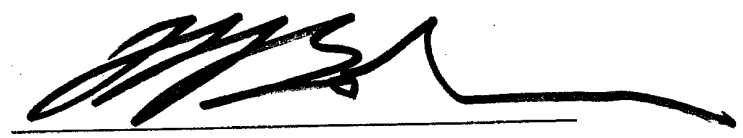
¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

ORDERED that nothing herein or in the Motion shall be construed as an admission of liability by any party and all parties described in the Motion including but not limited to the Debtors herein expressly reserve all of their rights, privileges and defenses; and it is further

ORDERED that the ten-day stay otherwise imposed by Bankruptcy Rule 4001(a)(3) is waived and shall have no force or effect with respect to the implementation of this Order. As such, this Order shall be of immediate force and effect upon entry.

Signed this 5th day of Jan., ~~2009~~ 2010.

JS

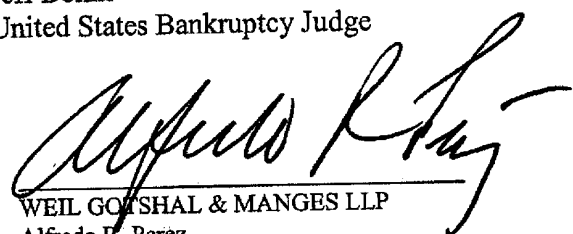


Jeff Bohm
United States Bankruptcy Judge

Agreed as to form and substance by:

/s/ Clinton R. Snow
GARDERE WYNNE SEWELL LLP
Clinton R. Snow (TX 24060629)
1000 Louisiana Street, Suite 3400
Houston, TX 77002-5011
Telephone: (713) 276-5500
Facsimile: (713) 276-5555

ATTORNEYS FOR SMITH INTERNATIONAL, INC.
AND THOMAS ENERGY SERVICES, INC.



WEIL GOSHAL & MANGES LLP
Alfredo R. Perez
700 Louisiana Street, Suite 1600
Houston, TX 77002
Telephone: (713) 546-5040

ATTORNEYS FOR THE DEBTOR

CERTIFICATE OF NOTICEDistrict/off: 0541-4
Case: 09-38044User: ttay
Form ID: pdf002Page 1 of 2
Total Noticed: 33

Date Rcvd: Jan 05, 2010

The following entities were noticed by first class mail on Jan 07, 2010.

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 +Chesapeake Operating, Inc., 10 Floor, 2 Leadership Square, 211 N. Robinson, Oklahoma City, OK 73102-7109

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

cr Dolphin Petroleum, P.O. Box 90, Alice, TX 78333-0090, UNITED STATES

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

cr +First National Capital Corporation, c/o Keating Muething & Klekamp PLL, 1 East Fourth St., Ste. 1400, Cincinnati, OH 45202-3708

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

cr Fort Worth ISD, c/o Elizabeth Banda, Perdue Brandon Fielder et al, P O Box 13430, Arlington, TX 76094-0430

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 +Gregg County, C/O John P. Dillman, Linebarger Goggan Blair & Sampson, LLP, P. O. Box 3064, Houston, TX 77253-3064

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

cr +Hydra-Dynamics, Inc., 19 Wrenfield Place, The Woodlands, TX 77384-4696, UNITED STATES

cr IKON Financial Services, Bankruptcy Administration, 1738 Bass Road, P.O. Box 13708, Macon, GA 31208-3708

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 et al, 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 Cummiskey & 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 Tarrant County, c/o John P. Dillman, PO BOX 3064, Houston, TX 77253-3064

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 +Victoria County, c/o Diane W. Sanders, Linebarger Goggan Blair & Sampson, LLP, P.O. Box 17428, Austin, TX 78760-7428

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

cr +Wise CAD, C/O John P. Dillman, Linebarger Goggan Blair & Sampson, LLP, P.O. Box 3064, Houston, TX 77253-3064

cr +Wise County, C/O John P. Dillman, Linebarger Goggan Blair & Sampson, LLP, P.O. Box 3064, Houston, TX 77253-3064

The following entities were noticed by electronic transmission on Jan 05, 2010.

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 Chrysler Financial Services Americas L.L.C. f/k/a

cr Darrell Brewer

cr De Lage Landen Financial Services, Inc.

cr Dolphin Petroleum

cr EnCana Oil & gas (USA) Inc.

cr FSP Phoenix Tower Limited Partnership

intp Jack Winn

cr John Deere Construction & Forestry Company

cr Merit Energy Company, L.L.C.

cr National Oilwell Varco, LP

cr Northwest ISD

cr Orix Finance Corp.

cr Sharyland ISD

cr Smith International, Inc.

cr South Texas College

cr South Texas ISD

cr Tome Green County Appraisal District

TOTALS: 17, * 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.

District/off: 0541-4
Case: 09-38044

User: ttay
Form ID: pdf002

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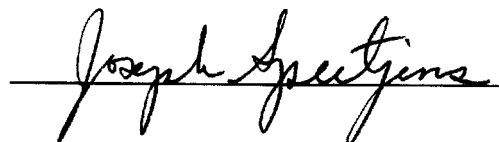
***** BYPASSED RECIPIENTS (continued) *****

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: Jan 07, 2010

Signature:

A handwritten signature in black ink, reading "Joseph Speetjens", written over a horizontal line.