

United States District Court
Southern District of Texas
FILED

JAN 8 2010

Clerk of Court

Joon P. Hong
212 530 1917 DIRECT
917 344 8917 FAX
JHONG@RKOLLP.COM

December 31, 2009

BY OVERNIGHT DELIVERY

Hon. Jeff Bohm
United States Bankruptcy Judge
United States Bankruptcy Court
Southern District of Texas, Houston Division
515 Rusk Avenue
Houston, TX 77002

Re: In re Express Energy Services Operating, LP, et al.,
Chapter 11 Case No. 09-38044

Dear Judge Bohm:

As you know, Richards Kibbe & Orbe LLP ("RK&O") represents ORIX Finance Corp., the administrative agent (in such capacity, the "DIP Agent") under the Debtor-In-Possession Credit Agreement, dated as of November 19, 2009 (the "DIP Credit Agreement"), among the Debtors in the above referenced jointly administered chapter 11 cases, the lenders party thereto and the DIP Agent. Winstead PC ("Winstead") acted as local counsel to the DIP Agent in the Debtors' chapter 11 cases.

The Court authorized the Debtors to enter into the DIP Credit Agreement pursuant to the Final Order (I) Authorizing Debtors to Incur Post-Petition Secured Indebtedness; (II) Granting Security Interests and Superpriority Claims Pursuant to Sections 105(a), 364(c) and 364(d) of the Bankruptcy Code; and (III) Modifying the Automatic Stay to the Extent Necessary (the "Final DIP Order"). Pursuant to section 12 of the Final DIP Order, we are submitting copies of the enclosed RK&O invoices to the Court and the United States Trustee for the Southern District of Texas, Houston Division. We are also enclosing copies of Winstead invoices, which were provided to us by Winstead. Copies of both the RK&O and Winstead invoices were previously provided to the Debtors.

The RK&O invoices cover the period from October 27, 2009, the date of the filing of the bankruptcy petitions by the Debtors, through December 19, 2009 for services rendered by

562649.2/2576-00015

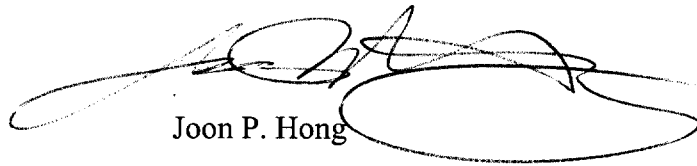
Hon. Jeff Bohm
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RK&O on behalf of the DIP Agent in connection with the Debtors' chapter 11 cases.¹ The Winstead invoices cover the period from October 28, 2009 through December 15, 2009 for services rendered by Winstead on behalf of the DIP Agent. In summary, during the invoiced period RK&O professionals and Winstead professionals, as applicable, provided the following services to the DIP Agent: negotiated the terms of the debtor-in-possession financing with the Debtors and other lenders; drafted documentation for the debtor-in-possession facility, including commitment and fee letters, term sheets, other loan agreements and proposed order for the debtor-in-possession facility; corresponded and participated in various teleconferences with representatives of the Debtors and other lenders with respect to the debtor-in-possession facility and related matters; and monitored the Court's docket, attended to various bankruptcy pleadings and prepared for and attended hearings regarding the debtor-in-possession financing, disclosure statement and plan of reorganization.

Please contact me if you should have any questions regarding the above or the enclosed.

Respectfully submitted,



Joon P. Hong

cc: Hector Duran, Esq. (w/enclosures by overnight delivery)
Alfredo Perez, Esq. (w/enclosures by e-mail)
Joseph G. Epstein, Esq. (w/enclosures by e-mail)

¹ The DIP Agent also engaged in prepetition discussions and negotiations with the Debtors regarding the debtor-in-possession financing and incurred corresponding prepetition fees and expenses (such amounts, the "Prepetition Amounts"). The Debtors paid a prepetition retainer in the amount of \$50,000 to the DIP Agent. The retainer is to be applied against the Prepetition Amounts, with any remaining balance to be applied against post-petition fees and expenses incurred by the DIP Agent. An accounting regarding the application of the retainer has been provided to the Debtors.

R K & O RICHARDS KIBBE & ORBE LLP ONE WORLD FINANCIAL CENTER NEW YORK, NEW YORK 10281-1003

Invoice Date: 11/19/09

Invoice No. 126639

File No. 002576-00015

ORIX FINANCE
Attn: Ted Thorpe
1717 Main Street
Suite 1100
Dallas, Tx 75201

Tax ID Number: 13-3441383

File Description: Express Energy

BILLING SUMMARY

Fees

\$ 83,648.50

CURRENT INVOICE DUE

\$ 83,648.50

Wire Instructions

Citibank, N.A.
Private Banking Division
666 Fifth Avenue, 5th Floor
New York, NY 10103

ABA Code: 021000089
Account No. 9951709825

Mailing Instructions
All payments are to be sent to:

Richards Kibbe & Orbe LLP
Attention: Accounts Receivable
One World Financial Center
New York, New York 10281-1003

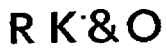
Invoice Date: 11/19/09

Invoice No. 126639

File No. 002576-00015

File Description: Express Energy**FEE SUMMARY**

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Kenneth Werner	Member	0.90	750.00	675.00
Joon Hong	Member	62.10	625.00	38,812.50
Nicholas Whitney	Member	51.10	550.00	28,105.00
Douglas Plante	Associate	44.80	355.00	15,904.00
Kristen H Tracey	Legal Assistant	0.80	190.00	152.00
Total Professional Fees				\$83,648.50



RICHARDS KIBBE & ORBE LLP ONE WORLD FINANCIAL CENTER NEW YORK, NEW YORK 10281-1003

Invoice Date: 12/23/09

Invoice No. 127953

File No. 002576-00015

ORIX FINANCE
Attn: Ted Thorpe
1717 Main Street
Suite 1100
Dallas, Tx 75201

Tax ID Number: 13-3441383

File Description: Express Energy

BILLING SUMMARY

Fees	\$	16,852.75
Disbursements	\$	2,230.39
CURRENT INVOICE DUE	\$	<u>19,083.14</u>

Wire Instructions

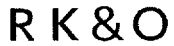
Citibank, N.A.
Private Banking Division
666 Fifth Avenue, 5th Floor
New York, NY 10103

ABA Code: 021000089
Account No. 9951709825

Mailing Instructions

All payments are to be sent to:

Richards Kibbe & Orbe LLP
Attention: Accounts Receivable
One World Financial Center
New York, New York 10281-1003



Invoice Date: 12/23/09

Invoice No. 127953

File No. 002576-00015

File Description: Express Energy**FEE SUMMARY**

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Joon Hong	Member	16.65	625.00	10,406.25
Nicholas Whitney	Member	8.30	550.00	4,565.00
Douglas Plante	Associate	5.30	355.00	1,881.50
Total Professional Fees				\$16,852.75

DISBURSEMENTS

<u>Date</u>	<u>Description</u>	<u>Total</u>
11/30/09	Copying	514.93
11/30/09	Facsimile	3.00
11/30/09	Telephone	85.95
11/30/09	Out of Town Travel	1,502.70
11/30/09	Meals	63.01
11/30/09	Local Travel	60.80
Total		\$2,230.39

WINSTEAD PC
5400 RENAISSANCE TOWER
1201 ELM STREET
DALLAS, TEXAS 75270-2199

TAX I.D. #75-2404691

ORIX FINANCE CORP.
MARK CAMPBELL
1717 MAIN STREET, SUITE 1100
DALLAS, TX 75201

INVOICE #: 1436711
INVOICE DATE: NOVEMBER 4, 2009
CLIENT #: 50565
MATTER #: 2
BILLING ATTORNEY: JGE

REGARDING: EXPRESS ENERGY SERVICES DIP LOAN

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009
FEES:

FEE AMOUNT: \$ 2,692.00

EXPENSE DETAIL:

TOTAL EXPENSE: \$.00

TOTAL AMOUNT DUE: \$ 2,692.00

DUE UPON RECEIPT

WINSTEAD PC
5400 RENAISSANCE TOWER
1201 ELM STREET
DALLAS, TEXAS 75270-2199

TAX I.D. #75-2404691

ORIX FINANCE CORP.
MARK CAMPBELL
1717 MAIN STREET, SUITE 1100
DALLAS, TX 75201

INVOICE #: 1439453
INVOICE DATE: NOVEMBER 19, 2009
CLIENT #: 50565
MATTER #: 2
BILLING ATTORNEY: JGE

REGARDING: EXPRESS ENERGY SERVICES DIP LOAN

FOR PROFESSIONAL SERVICES RENDERED THROUGH: NOVEMBER 19, 2009
FEES:

FEE AMOUNT: \$ 8,076.50

EXPENSE DETAIL:

Reproduction Costs	.60
Long Distance Charges	5.40

TOTAL EXPENSE: \$ 6.00

TOTAL AMOUNT DUE: \$ 8,082.50

DUE UPON RECEIPT

WINSTEAD PC
5400 RENAISSANCE TOWER
1201 ELM STREET
DALLAS, TEXAS 75270-2199

TAX I.D. #75-2404691

ORIX FINANCE CORP.
MARK CAMPBELL
1717 MAIN STREET, SUITE 1100
DALLAS, TX 75201

INVOICE #: 1442152
INVOICE DATE: DECEMBER 3, 2009
CLIENT #: 50565
MATTER #: 2
BILLING ATTORNEY: JGE

REGARDING: EXPRESS ENERGY SERVICES DIP LOAN

FOR PROFESSIONAL SERVICES RENDERED THROUGH: NOVEMBER 30, 2009
FEES:

FEE AMOUNT: \$ 1,062.00

EXPENSE DETAIL:

Long Distance Charges .60

TOTAL EXPENSE: \$.60

TOTAL AMOUNT DUE: \$ 1,062.60

DUE UPON RECEIPT

WINSTEAD PC
5400 RENAISSANCE TOWER
1201 ELM STREET
DALLAS, TEXAS 75270-2199

TAX I.D. #75-2404691

ORIX FINANCE CORP.
MARK CAMPBELL
1717 MAIN STREET, SUITE 1100
DALLAS, TX 75201

INVOICE #: 1447279
INVOICE DATE: DECEMBER 17, 2009
CLIENT #: 50565
MATTER #: 2
BILLING ATTORNEY: JGE

REGARDING: EXPRESS ENERGY SERVICES DIP LOAN

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 15, 2009
FEES:

FEE AMOUNT: \$ 1,997.50

EXPENSE DETAIL:

TOTAL EXPENSE: \$.00

TOTAL AMOUNT DUE: \$ 1,997.50

DUE UPON RECEIPT