

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

In re EXPRESS ENERGY SERVICES OPERATING, LP, et al., Debtors.	§ § § § § § § § § §	Chapter 11 Case No. 09-_____ (___) Joint Administration Requested
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**REQUEST FOR EMERGENCY CONSIDERATION
OF CERTAIN “FIRST DAY” MATTERS**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

1. On the date of this request (the “**Request**”), 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**”),¹ each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code. The Debtors hereby request emergency consideration of the following initial case matters listed below (collectively, the “**First Day Matters**”):

Procedural Motions

- Emergency Motion for Joint Administration of Chapter 11 Cases [Docket No.].
- Notice of Designation of Complex Chapter 11 Cases [Docket No.].
- Emergency Motion for (I) Approval of Procedures to Notify Creditors of the Commencement of the Debtors’ Chapter 11 Cases and (II) Authority to Establish Master Service List [Docket No.].
- Emergency Motion to Extend Time to File Schedules of Assets and Statement of Financial Affairs [Docket No.].

¹ A list of the Debtors in these chapter 11 cases is attached hereto as **Exhibit A**.

- Emergency Motion to Pay for Goods and Services Received Postpetition [Docket No.].
- Emergency Application to Retain The Garden City Group, Inc. as Notice, Claims, and Balloting Agent [Docket No.].

Substantive Motions

- Emergency Motion to (I) Continue Employee Compensation and Health and Welfare Benefit Programs and (II) Satisfy Outstanding Obligations Related Thereto [Docket No.].
- Emergency Motion to Continue Insurance Programs and Satisfy Outstanding Obligations Related Thereto [Docket No.].
- Emergency Motion to Use Cash Collateral [Docket No.].
- Emergency Motion to Continue the Cash Management System [Docket No.].
- Emergency Utilities Motion [Docket No.].
- Emergency Motion to Pay Certain Sales Taxes, Use Taxes, and License and Permit Fees [Docket No.].
- Emergency Motion to Approve the Disclosure Statement [Docket No.].

2. Emergency consideration of the First Day Matters is necessary so that the Debtors may continue to operate in the ordinary course of business during the pendency of these cases. Without immediate consideration, the Debtors will not have the authority to use cash collateral, pay its normal operating expenses, or undertake virtually any of the day-to-day tasks necessary for its business to operate.

NOTICE

3. The Debtors have served notice of this Request on (i) the U.S. Trustee; (ii) Credit Suisse, as administrative agent for (a) the Debtors' prepetition secured lenders under the Credit Agreement dated as of July 11, 2008, as amended, and (b) the Swap Agreement dated as of July 11, 2008; (iii) Akin Gump Strauss Hauer & Feld (Attn: J. Michael Chambers and Charles R. Gibbs), attorneys for Credit Suisse; (iv) the Debtors' 20 largest unsecured creditors (on a consolidated basis); and (v) all applicable government agencies, to the extent required by 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 respectfully request that the Court grant the relief requested herein and such other and further relief as it deems just and proper.

Dated: October 27, 2009
Houston, Texas

/s/ Alfredo R. Pérez
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Attorneys for Debtors
and Debtors in Possession

EXHIBIT A**LIST OF DEBTORS**

Debtor	Last Four Digits of Federal Tax I.D. No.
Express Energy Services Operating, LP	7644
Express Energy Services (2008) LLC	3087
Express Energy Services Holding, LP	7122
Express Energy Services GP, LLC	7083
Express Energy Services CT, LP	8432
Express Energy Services Ark, LP	5287
Express Energy Services P&A, LP	8402
Express Energy Services WL, LP	2834
Express – Byrd R&S GP, LLC	7556
Express – Byrd R&S Oilfield Services, L.P.	7580
Express – MBCC GP, LLC	0760
Express – MBCC, Ltd.	0802
Express – Mike Byrd Casing Crews GP, LLC	0852
Express – Mike Byrd Casing Crews, Ltd.	0938
Express – R&S Tong Services GP, LLC	2230
Express – R&S Tong Services, Ltd.	7465
Express – BAH Leasing GP, LLC	0510
Express – BAH Leasing, Ltd.	0708
D&D Tongs GP, LLC	6566
D&D Tongs, L.P.	6586
Express – North Trail Oilfield Services, GP, LLC	7506
Express – North Trail Oilfield Services, Ltd.	7526
Express – Ace Rat Hole Service GP, LLC	6617
Express – Ace Rat Hole Service, Ltd.	6632

EXHIBIT B

PROPOSED ORDER

**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-_____ (___)
	§	
	§	
Debtors.	§	
	§	Joint Administration Requested

**ORDER GRANTING REQUEST FOR EMERGENCY
CONSIDERATION OF CERTAIN “FIRST DAY” MATTERS**

The Court has considered the Request for Emergency Consideration of “First Day” Matters (the “**Request**”) filed by the above-referenced debtors and debtors in possession (the “**Debtors**”). The Court finds that the relief requested in the Request is essential to the continued operation of the Debtors’ businesses and is in the best interest of each of the Debtors’ estates and creditors. The Court further finds that, under the circumstances, adequate notice of the Request has been given and that, other than as set forth herein, no other notice needs to be given; and after due deliberation and sufficient cause appearing therefor, it is ORDERED that:

1. The Request is GRANTED.
2. A hearing on the following First Day Matters shall be held on _____, 2009 at _____ .m. (prevailing Central Time) in the Courtroom of the under-signed Judge, United States Bankruptcy Court, Southern District of Texas, United States Courthouse, 515 Rusk Street, Houston, TX 77002:

Procedural Motions

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- Emergency Utilities Motion [Docket No.].
- Emergency Motion to Pay Certain Sales Taxes, Use Taxes, and License and Permit Fees [Docket No.].
- Emergency Motion to Approve the Disclosure Statement [Docket No.].

3. The Debtors or their counsel shall give notice of this emergency hearing by forwarding a copy of this Order by email or facsimile transmission, if possible, or by overnight delivery to all parties listed in the proposed Master Service List and shall evidence such service by filing a certificate of service with the Court prior to the scheduled hearing.

Dated: _____, 2009
Houston, Texas

UNITED STATES BANKRUPTCY JUDGE