



**IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.**

**Dated: June 15, 2009**

*Craig A. Gargotta*

**CRAIG A. GARGOTTA  
UNITED STATES BANKRUPTCY JUDGE**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

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<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>CRESCENT RESOURCES, LLC, et. al.,</b>	:	<b>Case No. 09-11507 (CAG)</b>
	:	
<b>Debtors.</b>	:	<b>Joint Administration</b>
	:	<b>Requested</b>
	:	
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**ORDER PURSUANT TO SECTIONS 105(a), 362(d), 363(b), AND 503(b)(1) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 6003 AND 6004 FOR AUTHORIZATION TO HONOR PREPETITION OBLIGATIONS TO CUSTOMERS AND OTHERWISE CONTINUE CUSTOMER PROGRAMS IN THE ORDINARY COURSE OF BUSINESS**

Upon the motion (the “Motion”) of Crescent Resources, LLC (“Crescent Resources”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), for authorization pursuant to sections 105(a), 362(d), 363(b) and 503(b)(1) of the Bankruptcy Code to honor prepetition obligations to customers and otherwise continue Customer Programs<sup>1</sup> in the ordinary course of business, all as

<sup>1</sup> Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “Hearing”); and the appearances of all interested parties having been noted in the record of the Hearing; and upon the Declaration of Kevin H. Lambert in Support of the Debtors’ Chapter 11 Petitions and First Day Motions, the record of the Hearing, and all of the proceedings had before the Court; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion 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 the Motion is granted; and it is further

ORDERED that pursuant to sections 105(a), 362(d), 363(b), and 503(b)(1) of the Bankruptcy Code, the Debtors are authorized in their sole discretion, but not directed, to continue, renew, replace, implement, modify, and/or terminate the Customer Programs, as they deem appropriate, in the ordinary course of business and without further application of the Court; and it is further

ORDERED that the Debtors are authorized in their sole discretion, but not directed, to honor all prepetition obligations relating to the Customer Programs, in the ordinary course of business, in the same manner and on the same basis as the Debtors honored such

obligations prior to commencement of these chapter 11 cases; provided, that the relief granted herein shall not constitute an approval or assumption of any Customer Program or related agreement or policy pursuant to section 365 of the Bankruptcy Code; and it is further

ORDERED that nothing in this Order or the Motion shall be construed as prejudicing any rights the Debtors may have to contest the amount or basis of any prepetition or postpetition obligations relating to the Customer Programs; and it is further

ORDERED that the Debtors' banks and all other applicable banks or financial institutions are authorized, consistent with the terms of any cash management order entered in these cases, when requested by the Debtors in the Debtors' sole discretion, to receive, process, honor and pay all checks drawn or direct deposit and funds transfer instructions made relating to the Debtors' accounts and any other transfers that are related to the Customer Programs and the costs and expenses incident thereto; provided, that sufficient funds are available in the accounts to make such payments; provided further, that (i) any such bank or financial institution may rely on the representations of the Debtors regarding which checks that were drawn or instructions that were issued by the Debtors before the Commencement Date should be honored postpetition pursuant to this Order and (ii) that any such bank or financial institution shall not have any liability to any party for relying on the representations of the Debtors as provided herein; and it is further

ORDERED that Bankruptcy Rule 6003 has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors; and it is further

ORDERED that notice of the Motion as provided therein constitutes good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) are hereby waived; and it is further

ORDERED that the Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests in respect of prepetition obligations relating to the Customer Programs that are dishonored or rejected as of the commencement of these chapter 11 cases; and it is further

ORDERED that notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon the entry of this Order; and it is further

ORDERED that this Court hereby retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

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