



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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| In re | : | Chapter 11 |
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| CRESCENT RESOURCES, LLC, et. al., | : | Case No. 09-11507 (CAG) |
| | : | |
| Debtors. | : | Joint Administration |
| | : | Requested |
| | : | |
| -----X | | |

**ORDER PURSUANT TO 28 U.S.C. § 156(c)
FOR AUTHORIZATION TO (I) EMPLOY AND RETAIN
THE GARDEN CITY GROUP, INC. AS CLAIMS AND
NOTICING AGENT FOR THE DEBTORS AND (II) APPOINT
THE GARDEN CITY GROUP, INC. AS AGENT OF THE BANKRUPTCY COURT**

Upon the application (the "Application") of Crescent Resources, LLC and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), for an order, pursuant to section 156(c) of title 28 of the United States Code authorizing the employment and retention of The Garden City Group, Inc. ("GCG") as claims and noticing agent and appointing GCG as agent of the Bankruptcy Court, all as more

fully set forth in the Application; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application 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 Application having been provided to the Notice Parties ¹, 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 Application (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 requested in the Application being 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 Application 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 hereby

ORDERED that the Application is granted; and it is further

ORDERED that the Debtors are authorized to retain and employ GCG, effective as of the commencement of these chapter 11 cases, to perform the noticing and other services described in the Application and to receive, maintain, record, and otherwise administer the proofs of claim filed in these chapter 11 cases; and it is further

ORDERED that GCG is appointed as agent for the clerk of the Bankruptcy Court (the “Clerk”) and custodian of court records and, as such, is designated as the authorized

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Application.

repository for all proofs of claim filed in these chapter 11 cases and is authorized and directed to maintain official claims registers for each of the Debtors and to provide the Clerk with a certified duplicate thereof on a monthly basis unless otherwise directed by the Clerk; and it is further

ORDERED that GCG is authorized and directed to perform all related tasks to process the proofs of claim and maintain a claims register including, without limitation:

- (a) notifying all potential creditors of the filing of the bankruptcy petition and of the setting of the first meeting of creditors pursuant to section 341(a) of the Bankruptcy Code, under the proper provisions of the Bankruptcy Code and the Bankruptcy Rules;
- (b) assisting with and maintaining an official copy of the Debtors' schedules of assets and liabilities and statements of financial affairs (collectively, the "Schedules"), listing the Debtors' known creditors and the amounts owed thereto;
- (c) designing, maintaining, and operating in conjunction with the Debtors a website, www.crescent-resourcesinfo.com, as a centralized location where the Debtors will provide information about the Debtors' cases, including, at the Debtors' discretion, certain orders, decisions, claims, or other documents filed in these chapter 11 cases;
- (d) maintaining a copy service from which parties may obtain copies of relevant documents in these Chapter 11 cases;
- (e) notifying all potential creditors of the existence and amount of their respective claims as set forth in the Schedules;
- (f) furnishing a form for the filing of proofs of claim, after approval of such notice and form by this Court;
- (g) providing notice to parties of filings with the Court;
- (h) filing with the Clerk, within ten (10) days of service, a copy of the proof of claim notice, a list of persons to whom it was mailed (in alphabetical order), and the date the notice was mailed;
- (i) docketing all claims received, maintaining the official claims register (the "Claims Register") for the Debtors on behalf of the Clerk, and providing the Clerk with certified duplicate unofficial Claims Register on a monthly basis, unless otherwise directed;

- (j) specifying in the Claims Register the following information for each claim docketed: (i) the claim number assigned, (ii) the date received, (iii) the name and address of the claimant and agent, if applicable, who filed the claim, and (iv) the classification of the claim (e.g., secured, unsecured, priority, etc.);
- (k) relocating, by messenger, all of the actual proofs of claim filed with the Court, if necessary to GCG, not less than weekly;
- (l) recording all transfers of claims and providing any notices of such transfers required by Bankruptcy Rule 3001;
- (m) making changes in the Claims Register pursuant to Court Order;
- (n) upon completion of the docketing process for all claims received to date by the Clerk's office, turning over to the Clerk copies of the Claims Register for the Clerk's review;
- (o) maintaining the official mailing list for each Debtor of all entities that have filed a proof of claim, which list shall be available upon request by a party interest or the Clerk;
- (p) assisting with, along other things, the solicitation and the calculation of votes and the distribution as required in furtherance of confirmation of plan(s) of reorganization, as requested;
- (q) thirty (30) days prior to the close of these cases, submitting an order dismissing the Claims Agent and terminating the services of the Claims Agent upon completion of its duties and responsibilities and upon the closing of these cases;
- (r) at the conclusion of these chapter 11 cases, boxing and transporting all original documents in proper format, as specified by the Clerk's Office, to the federal records;
- (s) performing such other services consistent with the role of Claims Agent as requested or directed by the Debtors;

and it is further

ORDERED that GCG is authorized to take such other action as is reasonably necessary to comply with all duties set forth in the Application and this Order; and it is further

ORDERED that the Debtors are authorized to compensate GCG in accordance with that certain Bankruptcy Administration Agreement, dated as of May 27, 2009, attached to

the Stein Declaration as Exhibit A, upon the receipt of reasonably detailed invoices setting forth the services provided by GCG in the prior month and the rates charged for each service, and to reimburse GCG for all reasonable and necessary expenses it may incur upon the presentation of appropriate documentation and without the necessity for GCG to file an application for reimbursement with the Court (without prejudice to the Debtors' right to dispute any such invoices); and it is further

ORDERED that nothing in this Order shall impair the ability of the Debtors or appropriate party in interest to contest any claim of any creditor pursuant to applicable law or otherwise dispute, contest, setoff, or recoup any claim, or assert any rights, claims or defenses related thereto; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order; and it is further

ORDERED that notice of the Application as provided therein shall be deemed good and sufficient notice of such Application.

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