



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

**Dated: June 25, 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>Jointly Administered</b>
	:	
	:	
-----X	:	

**ORDER PURSUANT TO SECTIONS 105(a), 362(d), 363(b), 363(c) AND 503(b) OF THE BANKRUPTCY CODE (I) FOR AUTHORIZATION TO (A) CONTINUE THEIR WORKERS' COMPENSATION, LIABILITY, PROPERTY, AND OTHER INSURANCE PROGRAMS AND (B) PAY ALL OBLIGATIONS IN RESPECT THEREOF, AND (II) FOR AUTHORIZATION OF FINANCIAL INSTITUTIONS TO HONOR AND PROCESS CHECKS AND TRANSFERS RELATED TO SUCH OBLIGATIONS**

Upon the motion (the "Motion") of Crescent Resources, LLC ("Crescent") 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), 363(c) and 503(b) of the Bankruptcy Code<sup>1</sup> to continue the Insurance Programs, including, but

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

not limited to, those annexed hereto as Exhibit A, and modify the automatic stay with respect to the Workers' Compensation Programs, all as 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 Notice Parties, 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 the Debtors are authorized and empowered to maintain and renew their Insurance Programs without interruption, on the same basis, and in accordance with the same practices and procedures as were in effect prior to the commencement of the Debtors' chapter 11 cases; and it is further

ORDERED that the Debtors are authorized, but not required, to pay, in their sole discretion, all premiums, claims, deductibles, retrospective adjustments, administrative and broker's fees, and all other obligations arising under the Insurance Programs (the "Insurance

Obligations”) including those Insurance Obligations that were due and payable or related to the period before the commencement of these chapter 11 cases; and it is further

ORDERED that the Debtors are authorized, but not required, to pay, in their sole discretion, all Insurance Obligations that are related to the non-filing entities without further order of the Court; and it is further

ORDERED that, pursuant to section 362(d) of the Bankruptcy Code, to the extent any of the Debtors’ employees hold claims under the Debtors’ Workers’ Compensation Programs, these employees are authorized, to proceed with their workers’ compensation claims in the appropriate judicial or administrative forum under the Workers’ Compensation Program; provided, that such claims are pursued in accordance with the Workers’ Compensation Programs and recoveries, if any, are limited to the proceeds from the applicable Workers’ Compensation Program; and it is further

ORDERED that nothing in this Order nor any action taken by the Debtors in furtherance of the implementation hereof shall be deemed an approval of the assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code; 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 the Banks are authorized, when requested by the Debtors in the Debtors’ sole discretion, to receive, process, honor and pay all checks drawn on or direct deposit and funds transfer instructions relating to the Debtors’ accounts and any other transfers that are related to the Insurance Programs and the Insurance Obligations 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 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 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 notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; 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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**EXHIBIT A**

**INSURANCE PROGRAMS**

Crescent Resources, LLC  
Master Policy Listing - 2008 - 2010

Coverage	Policy No.	Policy Period	Carrier
1 Hoggs Tavern - Stables	87021428652008	10/2/2008-10/2/2009	Hartford Casualty Insurance Company
1 Oldfield Way	87028066802008	8/9/2008-8/9/2009	Hartford Casualty Insurance Company
10 & 12 Old Lodge Road	87021434982008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
10 Oldfield Way - Greelers Bldg	87021428322008	10/2/2008-10/2/2009	Hartford Casualty Insurance Company
11 & 13 Old Lodge Road	87021435012008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
11 Village Park Square	87021434562008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
12 Oldfield Way - Sixth Tee	87021428302008	10/2/2008-10/2/2009	Hartford Casualty Insurance Company
13 Lake House Road	87021435502008	12/9/2008-12/9/2009	Hartford Insurance Company of the Midwest
13 Oldfield Way - Maintenance #1	99021428382008	10/2/2008-10/2/2009	Hartford Casualty Insurance Company
13 Oldfield Way - Maintenance #2	99021428542008	10/2/2008-10/2/2009	Hartford Casualty Insurance Company
13 Oldfield Way - Maintenance #3	87021428552008	10/2/2008-10/2/2009	Hartford Casualty Insurance Company
130 Oldfield Way	87028066832008	8/9/2008-8/9/2009	Hartford Casualty Insurance Company
136 Oldfield Way	87028066762008	8/9/2008-8/9/2009	Hartford Casualty Insurance Company
14 & 16 Old Lodge Road	87021435032008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
15 & 17 Old Lodge Road	87021435082008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
15 Lake House Road	87021435402008	12/9/2008-12/9/2009	Hartford Insurance Company of the Midwest
15 Village Post	87021434572008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
15 Village Square Drive	87021434552008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
1503 & 1505 South Howard	RMO1934	12/13/2008-12/13/2009	Underwriters at Lloyd's London
169 Oldfield Way - 14th Tee	87021428312008	10/2/2008-10/2/2009	Hartford Casualty Insurance Company
17 Lake House Road	87021435392008	12/9/2008-12/9/2009	Hartford Insurance Company of the Midwest
18 & 20 Old Lodge Road	87021435092008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
19 Lake House Road	87021434532008	12/9/2008-12/9/2009	Hartford Insurance Company of the Midwest
19 Old Lodge Road	87021435112008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
19 Village Park Square	87021434582008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
2 & 4 Old Lodge Road	87021434942008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
203 West Verne St - Ryan House	FC10050483	8/8/2008-8/8/2009	Indian Harbor Insurance Company
21 Old Lodge Road	87021435132008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
22 & 24 Old Lodge Road	87021435152008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
23 Old Lodge Road	87021435202008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
25 & 27 Old Lodge Road	87021435182008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
26 & 28 Old Lodge Road	87021435212008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
29 Old Lodge Road	87021435222008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
3 Old Lodge Road	87021434782008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
30 & 32 Old Lodge Road	87021435242008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
302 Old Palmetto Bluff Road	87021434512008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
31 Old Lodge Road	87021435232008	10/3/2008-10/3/2009	Hartford Insurance Company of the Midwest
33 & 35 Old Lodge Road	87021435252008	10/3/2008-10/3/2009	Hartford Insurance Company of the Midwest
34 & 36 Old Lodge Road	87021441512008	10/3/2008-10/3/2009	Hartford Insurance Company of the Midwest
350 Mount Pella Road	87021434722008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
356 Mount Pella Road	87021434622008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
37 & 39 Old Lodge Road	87021435282008	10/3/2008-10/3/2009	Hartford Insurance Company of the Midwest
37 Village Square Drive	87021434522008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
38 & 40 Old Lodge Road	87021435302008	10/3/2008-10/3/2009	Hartford Insurance Company of the Midwest
4 Old Oak Road - Rec Center	87021428572008	10/2/2008-10/2/2009	Hartford Casualty Insurance Company
41 & 43 Old Lodge Road	87021435312008	10/3/2008-10/3/2009	Hartford Insurance Company of the Midwest
42 & 44 Old Lodge Road	87021435322008	10/3/2008-10/3/2009	Hartford Insurance Company of the Midwest
45 & 47 Old Lodge Road	87021435332008	10/3/2008-10/3/2009	Hartford Insurance Company of the Midwest
46 & 48 Old Lodge Road	87021435342008	10/3/2008-10/3/2009	Hartford Insurance Company of the Midwest
476 Mount Pella Road	87021434832008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
477 Mount Pella Road	87021434592008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
5 Old Lodge Road	87021434802008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
50 & 52 Old Lodge Road	87021435372008	10/3/2008-10/3/2009	Hartford Insurance Company of the Midwest
550 Old Palmetto Bluff Road	87021434682008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
554 Old Palmetto Bluff Road	87021434652008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
556 Old Palmetto Bluff Road	87021434662008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
560 Old Palmetto Bluff Road	87021434672008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
6 & 8 Old Lodge Road	87021434952008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
616 Old Palmetto Bluff Road	87021434602008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest
7 & 9 Old Lodge Road	87021434962008	9/30/2008-9/30/2009	Hartford Insurance Company of the Midwest

Coverage	Policy No	Policy Period	Carrier	
Automobile	22UENBO7296	5/1/2009-5/1/2010	Hartford Insurance Company of the Midwest	
	BA2599L83209GRP	5/1/2009-5/1/2010	Phoenix Insurance Company	
	BA2609L57709GRP	5/1/2009-5/1/2010	The Travelers Indemnity Company of America	
	BA2660L48709GRP	5/1/2009-5/1/2010	The Travelers Indemnity Company	
	BA2666L03709GRP	5/1/2009-5/1/2010	The Travelers Indemnity Company	
	BA2667L13809GRP	5/1/2009-5/1/2010	The Charter Oak Fire Insurance Company	
	BA2825L83909GRP	5/1/2009-5/1/2010	The Charter Oak Fire Insurance Company	
Bartram Park Builders Risk	00PG50801001	6/15/2008-12/15/2009	Ironshore Insurance Ltd.	
Blanket Builders Risk / Misc. Equipment	22MSBO4631	1/1/2009-1/1/2010	Hartford Fire Insurance Company	
Boiler/Machinery - Mechanical & Electrical Breakdown	BAJBME11330C986TIL08	5/1/2009-5/1/2010	Travelers Property Casualty Company of America	
Builders Risk	PHPK305954	4/14/2008-11/24/2009	Philadelphia Indemnity Insurance Company	
Corporate Errors & Omissions Policy	090800111423B	9/28/2008-9/28/2009	Lloyds of London	
Corporate/Master Property Policy	22UUMJC8931	5/1/2009-5/1/2010	Hartford Fire Insurance Company	
Crime	105053183	1/1/2009-1/1/2010	Travelers Casualty and Surety Company of America	
Directors & Officers / Employment Practices Liab.	103942309	10/29/2008-10/29/2009	Travelers Casualty and Surety Co. of America	
Directors & Officers Liab / Employment Practices Liab.	82072778	9/7/2008-9/7/2009	Federal Insurance Company	
Directors & Officers Liability - Commercial POA's	250631714	10/10/2008-1/1/2010	Continental Casualty Company	
	251066265	1/1/2009-1/1/2010	Continental Casualty Company	
	251066279	1/1/2009-1/1/2010	Continental Casualty Company	
	251066282	1/1/2009-1/1/2010	Continental Casualty Company	
	251066296	1/1/2009-1/1/2010	Continental Casualty Company	
	251066301	1/1/2009-1/1/2010	Continental Casualty Company	
	251066315	1/1/2009-1/1/2010	Continental Casualty Company	
	251066329	1/1/2009-1/1/2010	Continental Casualty Company	
	251066332	1/1/2009-1/1/2010	Continental Casualty Company	
	251103234	1/1/2009-1/1/2010	Continental Casualty Company	
Employment Practices Liab/Crime	68032761	5/1/2009-5/1/2010	Federal Insurance Company	
Environmental Policy for RT's (underground fuel tanks)	1926574	9/21/2008-9/21/2009	Commerce and Industry Insurance Company	
Environmental	PLS2778475	10/30/2007-10/30/2012	American International Specialty Lines	
Environmental - Herbicide/Pesticide Liability - Residential Communities	EHC9413B582TIL09	5/1/2009-5/1/2010	Travelers Property Casualty Company of America	
	EHC9413B594TIL09	5/1/2009-5/1/2010	Travelers Property Casualty Company of America	
	EHC9413B601TIL09	5/1/2009-5/1/2010	Travelers Property Casualty Company of America	
	EHC9413B613TIL09	5/1/2009-5/1/2010	Travelers Property Casualty Company of America	
	EHC9413B625TIL09	5/1/2009-5/1/2010	Travelers Property Casualty Company of America	
	EHC9413B637TIL09	5/1/2009-5/1/2010	Travelers Property Casualty Company of America	
Equestrian Center Liability	RBL003264	5/1/2009-5/1/2010	Lloyds of London	
Equestrian GL	3602AG3107030	5/1/2009-5/1/2010	Markel Insurance Company	
Equestrian Umbrella	4602AG3107071	5/1/2009-5/1/2010	Markel Insurance Company	
Excess Property & Equipment - 10M x 10M	EAF708792509	5/1/2008-5/1/2010	Axis Surplus Insurance Company	
Excess Property & Equipment - 10M x 20M	NHD367624	5/1/2009-5/1/2010	RSUI Indemnity Company	
Excess Umbrella Liability - 15M XS 35M - Corporate	TUE367410203	5/1/2009-5/1/2010	Great American Insurance Company	
Excess Umbrella Liability - 50M XS 50M - Corporate	5329287	5/1/2009-5/1/2010	National Union Fire Insurance Company of Pittsburgh, PA	
Flood-9903 Delaney Creek Blvd	9 Policies	4/25/2009-4/25/2010	Hartford Insurance Company of the Midwest	
General Liability	22UENBO2854	1/1/2009-1/1/2010	Hartford Fire Insurance Company	
	22UENBO2855	1/1/2009-1/1/2010	Hartford Fire Insurance Company	
	22UENBO2859	1/1/2009-1/1/2010	Hartford Fire Insurance Company	
	22UENBO2872	1/1/2009-1/1/2010	Hartford Fire Insurance Company	
	22UENBO2873	1/1/2009-1/1/2010	Hartford Fire Insurance Company	
	22UENBO2874	1/1/2009-1/1/2010	Hartford Fire Insurance Company	
	22UENBO2925	1/1/2009-1/1/2010	Hartford Fire Insurance Company	
	22UENBO2926	1/1/2009-1/1/2010	Hartford Fire Insurance Company	
	22UENBO2927	1/1/2009-1/1/2010	Hartford Fire Insurance Company	
	22UENBO2936	1/1/2009-1/1/2010	Hartford Fire Insurance Company	
	22UENBO7297	5/1/2009-5/1/2010	Hartford Fire Insurance Company	
	6602666L664TIL09	5/1/2009-5/1/2010	Travelers Property Casualty Company of America	
	6606486M547TIL09	5/1/2009-5/1/2010	Travelers Property Casualty Company of America	
	General Liability & Computer Equipment	P6600098M029TIL09	5/1/2009-5/1/2010	Travelers Property Casualty Company of America
	Greenway Centre-Franklin, TN	22MSBO4629	1/1/2008-7/1/2009	Hartford Fire Insurance Company
Hired/Non-Owned Automobile	P8104210L40ATIL09	5/1/2009-5/1/2010	Travelers Property Casualty Company of America	
Hunting Preserve Liability	PHPK415341	5/1/2009-5/1/2010	Arch Insurance Company	
Inland Marine	OH03200026	5/1/2009-5/1/2010	St Paul Fire & Marine Insurance Co.	
International Plaza Four	ESP003042500	11/13/2008-11/13/2009	Arch Specialty Insurance Company	
International Plaza Four	LHD359992	11/13/2008-11/13/2009	Landmark American Insurance Company	

Coverage	Policy No.	Policy Period	Carrier
LandMar Property	MMPC00022909	5/1/2009-5/1/2010	Lloyds of London
Marina Excess Liability	08L514102	8/2/2008-8/2/2009	North American Specialty Insurance Company
Marina General Liability	50C0004838	8/2/2008-8/2/2009	North American Specialty Insurance Company
Marina Operators Legal Liab	50M0004838	8/2/2008-8/2/2009	North American Specialty Insurance Company
Marine Pollution	579503	8/18/2008-8/18/2009	Underwriters at Lloyd's London
Oldfield Club Excess Property	MAX2XP0005086	5/1/2009-5/1/2010	Max Specialty Insurance Company
Primary Property (\$10M) & Equipment	84146244	5/1/2009-5/1/2010	Lexington Insurance Company
Primary Property/Equipment/Wind & Hail	LHT362492	5/1/2009-5/1/2010	Landmark American Insurance Company
Primary Umbrella Liability	AUC913935103	5/1/2009-5/1/2010	American Guarantee & Liability Insurance Company
Property / Equip / Crime / Gen Liab	6602580L739PHX09	5/1/2009-5/1/2010	Phoenix Insurance Company
	6602602L889TIA09	5/1/2009-5/1/2010	The Travelers Indemnity Company of America
	6602645L781TIA09	5/1/2009-5/1/2010	The Travelers Indemnity Company of America
	6602807L152TIA09	5/1/2009-5/1/2010	Travelers Property Casualty Company of America
Property / General Liability / Automobile	22UUNBO0943	5/1/2009-5/1/2010	Hartford Fire Insurance Company
	22UUNBO0945	5/1/2009-5/1/2010	Hartford Fire Insurance Company
	22UUNBO1429	5/1/2009-5/1/2010	Hartford Fire Insurance Company
Property / General Liability / Automobile / Equipment	22UUNBO0937	5/1/2009-5/1/2010	Hartford Fire Insurance Company
	22UUNBO0942	5/1/2009-5/1/2010	Hartford Fire Insurance Company
	22UUNBO0944	5/1/2009-5/1/2010	Hartford Fire Insurance Company
Railroad Protective	DTSPS8035C636IND07	11/1/2007-11/1/2009	The Travelers Indemnity Company
The Oaks at Crosstown	00BCW0801001	6/16/2008-12/16/2009	Ironshore Insurance Ltd.
Umbrella	22RHUBO2783	1/1/2009-1/1/2010	Hartford Casualty Insurance Company
Workers Compensation	22WBDO5445	1/1/2009-1/1/2010	Hartford Casualty Insurance Company