

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF KANSAS
(Kansas City Division)**

In Re:)	In Proceedings Under Chapter 11
)	
CRESCENT OIL COMPANY, INC.,)	Case No. 09-20258-RDB
<i>et al.,</i>)	
Debtors.)	Jointly Administered

**EMERGENCY MOTION FOR APPROVAL
OF CONOCOPHILLIPS COMPANY CUSTOMER STATUS UPDATE FORMS**

Debtors Crescent Fuels, Inc.; Crescent Realty, Inc.; Crescent Oil Company, Inc.; Crescent Stores Corporation; and Crescent Business Development Corp. (collectively, “Debtors”), for their Emergency Motion for Approval of ConocoPhillips Company Customer Status Update Forms (the “Motion”), state as follows:

1. Debtor Crescent Oil Company, Inc. (“Crescent Oil”) filed its voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code (the “Code”) on February 7, 2009.
2. The remaining Debtors commenced the captioned cases by filing separate voluntary petitions for relief under Chapter 11 of the (“Code”) on February 8, 2009 (the “Filing Date”).
3. Debtors continue to manage their property as debtors-in-possession pursuant to Code §§ 1107 and 1108.
4. Prior to the Filing Date, Crescent Oil and ConocoPhillips Company (“ConocoPhillips”) entered that certain Branded Marketer Agreement (“BMA”), governing the sale and distribution of ConocoPhillips-branded petroleum products (“ConocoPhillips-branded Products”) by Crescent Oil at branded fuel dispensing stations.

5. Crescent Oil is a party to certain dealer agreements for the wholesale distribution of ConocoPhillips-branded Products (collectively, the “Dealer Agreements” and individually, a “Dealer Agreement”) to branded fuel dispensing stations (collectively, the “Dealers” and individually, each a “Dealer”).

6. Crescent Oil currently provides fuel to numerous ConocoPhillips-branded stations (the “ConocoPhillips Stations”).

7. On February 11, 2009, the Court entered the Stipulation and Interim Order (I) Authorized Secured Post-Petition Financing on a Superpriority Basis Pursuant to 11 U.S.C. § 364, (II) Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. §§ 363 and 364, (III) Granting Adequate Protection Pursuant to 11 U.S.C. §§ 363 and 364 and (IV) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(c) (“DIP Order”), pursuant to which Crescent Oil will continue to supply fuel to certain of the ConocoPhillips Stations.

8. With respect to the remaining ConocoPhillips Stations (the “Interim Supplier Stations”), Crescent has, subject to Court approval, entered into Customer Status Update Forms (the “CSUs”) with ConocoPhillips and various interim suppliers (the “Interim Suppliers”). Pursuant to the CSUs, the Interim Suppliers shall supply the ConocoPhillips-branded Products on an interim basis to certain of the Dealers (collectively, the “Managed Dealers” and individually, a “Managed Dealer”) under a temporary supply arrangement entered into or to be entered into between Interim Supplier and each Managed Dealer.

9. By the Motion, Debtors are seeking this Court’s authority for Crescent Oil to enter into the CSUs.

10. As the Court heard in testimony and statements of counsel on February 11, 2009, to the extent that the ConocoPhillips Stations are not already dry, they will be quickly. Every day that there is no fuel at the ConocoPhillips Stations has a devastating impact on Debtors,

further diminishing the value of their collateral and negatively impacting their ability to reorganize, either through a sale or otherwise.

11. Debtors request that the Court immediately approve the Motion so that fuel may be supplied to the Interim Supplier Stations pursuant to the terms and conditions of the CSUs.

WHEREFORE, Debtors respectfully request that the Court grant the Motion; authorize Crescent Oil to enter into the CSUs; and grant such other and further relief as is just and proper.

Date: February 13, 2009

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ATTORNEYS FOR DEBTORS AND
DEBTORS-IN-POSSESSION

CERTIFICATE OF SERVICE

I hereby certify that on February 13, 2009, a true and correct copy of the foregoing was served electronically on all parties receiving electronic notice through this Court's CM/ECF system and via first class mail, postage prepaid, to all parties not receiving electronic notice pursuant to Standing Order No. 1.

/s/ Lisa A. Epps
An Attorney for Debtors