

**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
<i>et al.,</i>)	
Debtors.)	

**APPLICATION FOR ORDER AUTHORIZING EMPLOYMENT
OF SPENCER FANE BRITT & BROWNE LLP AS ATTORNEYS FOR DEBTORS**

Debtors Crescent Oil Company, Inc., *et al.* (collectively, “Debtors”), pursuant to 11 U.S.C. § 327 and Fed. R. Bankr. P. 2014 and 2016, for their Application for Order Authorizing Employment of Spencer Fane Britt & Browne LLP (“SFBB”) as Attorneys for Debtors (the “Application”), respectfully state as follows:

1. Debtor Crescent Oil Company, Inc. filed its voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code (the “Code”) on February 7, 2009.
2. The remaining Debtors¹ 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 operate their businesses and manage their property as debtors-in- possession pursuant to Code §§ 1107 and 1108.
4. Debtors have determined the necessity of employing counsel and desire to employ Scott J. Goldstein, Nicholas A. Franke and Lisa A. Epps of the firm SFBB as counsel to Debtors. Mr. Goldstein, Mr. Franke and Ms. Epps and the other attorneys within SFBB are duly licensed

¹Crescent Fuels, Inc.; Crescent Stores Corporation; Crescent Realty, Inc.; and Crescent Business Development Corp.

and qualified attorneys, and, in the opinion of Debtors, Mr. Goldstein, Mr. Franke, Ms. Epps and SFBB are amply qualified to act as counsel for their estates.

5. Debtors have retained SFBB to represent them in connection with the captioned cases and in all matters related to the captioned cases. SFBB's employer I.D. number is 44-0561981.

6. Debtors have selected SFBB for the reason that SFBB has considerable experience in bankruptcy, real estate, corporate, labor, employment and other areas of commercial law. Further, given SFBB's familiarity with Debtors, their business operations, local law and local practice, Debtors believe that SFBB is well qualified to represent Debtors in the captioned cases.

7. SFBB's depth of experience in Chapter 11 reorganizations and its familiarity with Debtors and their business operations make SFBB uniquely qualified to deal with the legal issues that may arise in the context of Debtors' Chapter 11 proceedings.

8. The professional services SFBB is to render include, but are not limited to:

a. Advising Debtors with respect to their rights, powers and duties in the captioned cases;

b. Assisting and advising Debtors in their consultations with any appointed committee relative to the administration of the captioned cases;

c. Assisting Debtors with investigation of assets, liabilities and financial condition of Debtors and of the operation of Debtors' businesses in order to maximize the value of Debtors' assets for the benefit of all creditors;

d. Advising Debtors in connection with any potential sales of assets or businesses;

e. Assisting Debtors in their analysis of and negotiation with any appointed committee or any third party concerning matters related to, among other things, the terms of a plan of reorganization;

f. Assisting and advising Debtors with respect to any communications with the general creditor body regarding significant matters in the captioned cases;

g. Commencing and prosecuting necessary and appropriate actions and/or proceedings on behalf of Debtors;

h. Reviewing, analyzing or preparing on behalf of Debtors all necessary applications, motions, answers, orders, reports, schedules, pleadings and other documents;

i. Representing Debtors at all hearings and other proceedings;

j. Conferring with other professional advisors retained by Debtors in providing advice to Debtors;

k. Assisting Debtors in complying with the procedural requirements of the Office of the United States Trustee; and

l. Performing all other necessary legal services in the captioned cases as may be requested by Debtors in these Chapter 11 proceedings.

9. In retaining the services of SFBB, Debtors have agreed to pay SFBB its standard hourly billing rates and will also require reimbursement for out-of-pocket expenses. The hourly rates charged by the attorneys and paralegals anticipated to work on the captioned cases range from \$150 per hour for paralegals to \$380 per hour for partners. These hourly rates are subject to periodic adjustments to reflect economic and other conditions, and to reflect the individual attorneys' and paralegals' increased experience and expertise in their respective areas of law.

10. To the best of Debtor's knowledge and in reliance upon the attached Affidavits of Scott J. Goldstein, Nicholas A. Franke and Lisa A. Epps in Support of Application for Order Authorizing Employment of Spencer Fane Britt & Browne LLP as Attorneys for Debtors and Disclosure Statement Pursuant to Code §§ 328(a), 329 and 504 and Bankruptcy Rules 2014(a) and 2016(b) (the "Affidavit"), SFBB does not hold or represent any interest adverse to Debtors' estates and is disinterested within the meaning of Code §§ 101(14) and 327.

11. In addition, except as otherwise stated herein or in the Affidavits, to the best of Debtors' knowledge, SFBB has no material connections with Debtors, their estates, their creditors, or any other party in interest, their respective attorneys or accountants, the United

States Trustee, or any person employed in the office of the United States Trustee and is disinterested within the meaning of Code §§ 101(14) and 327.

12. SFBB has not represented any creditors of Debtors in connection with any matters related to or adverse to Debtors, or in any capacity in which confidential knowledge of a creditor has been acquired that would bear on the proposed retention by Debtors.

13. Debtors understand that SFBB intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Code, the Bankruptcy Rules, this Court's Local Rules and any Order of the Court permitting interim fee applications and compensation. Compensation for services rendered in these proceedings by SFBB shall be subject to the ultimate allowance by this Court and, as to the timing of payment, upon the availability of sufficient assets and funds in the estates.

WHEREFORE, Debtors respectfully request that the Court enter an Order approving Debtors' employment of Spencer Fane Britt & Browne LLP as counsel for Debtor under the

terms specified herein to represent them as debtors in possession in the captioned cases and granting such other and further relief as the Court deems just and proper.

February 8, 2009

SPENCER FANE BRITT & BROWNE LLP

s/ Lisa A. Epps

Scott J. Goldstein KS Fed. # 70505

Nicholas A. Franke MO #37402

Lisa A. Epps KS #18480

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ATTORNEYS FOR DEBTORS AND
DEBTORS-IN-POSSESSION

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

In Re:) **In Proceedings Under Chapter 11**
)
CRESCENT FUELS, INC., et al.,) **Case No. 09-_____ -**
)
Debtors.) **Jointly Administered**

**AFFIDAVIT OF SCOTT J. GOLDSTEIN IN SUPPORT OF
APPLICATION FOR ORDER AUTHORIZING EMPLOYMENT OF
SPENCER FANE BRITT & BROWNE LLP AS ATTORNEYS FOR DEBTORS AND
DISCLOSURE STATEMENT PURSUANT TO BANKRUPTCY CODE §§ 328(a),
329 AND 504 AND BANKRUPTCY RULES 2014(a) AND 2016(b)**

STATE OF MISSOURI)
) ss:
COUNTY OF JACKSON)

Scott J. Goldstein, being first duly sworn to oath, deposes and says:

1. I am an attorney at law and a partner in the law firm of Spencer Fane Britt & Browne LLP (“SFBB”), which maintains offices at the following locations: 1000 Walnut, Suite 1400, Kansas City, Missouri 64106; 9401 Indian Creek Parkway, Suite 700, Building 40, Overland Park, Kansas 66210; 1 North Brentwood Boulevard, Suite 1000, St. Louis (Clayton), Missouri 63105; and 9420 Underwood Avenue, Suite 200, Omaha, Nebraska 68114.

2. I submit this Affidavit in connection with the captioned application of the captioned Debtors for an Order approving Debtors’ retention of SFBB as their attorneys in the captioned cases, in compliance with sections 328(a), 329 and 504 of title 11, United States Code (the “Code”) and to provide the disclosure required under Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Rules”). Unless otherwise stated in this Affidavit, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires amendment or modification due to SFBB’s completion of further

analysis or additional creditor information becoming available, a supplemental Affidavit will be submitted to the Court reflecting the same.

3. Neither I, SFBB, nor any partner of SFBB, any attorney who is of counsel to SFBB, nor any associate thereof, insofar as I have been able to ascertain, represents any other party in interest in these Chapter 11 cases, or their respective attorneys and accountants.

4. Neither I, SFBB, nor any partner, of counsel or associate thereof, insofar as I have been able to ascertain, has any financial connections with Debtors, their estates, or any of their other attorneys and accountants.

5. In preparing this Affidavit, I and others at SFBB under my direction utilized a set of procedures established by SFBB to ensure compliance with the Code and the Rules regarding the retention of professionals by debtors under the Code.

6. In that connection, I and others at SFBB under my direction caused the names of Debtors' secured lenders, all creditors listed on Debtors' vendor list, and all parties in interest in the captioned cases that are known to me after inquiry to be submitted for review under the conflict check system and adverse party index maintained by SFBB.

7. SFBB maintains and systematically updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records. The conflict check system and adverse party index maintained by SFBB is designed to include every matter on which the firm is now or has been engaged, the entity by which the firm is now or has been engaged, and, in each instance, it is to include and record the identity of related parties and adverse parties and the attorney in the firm that is knowledgeable about the matter. It is the policy of SFBB that no new matter may be accepted or opened within the firm without the information necessary to check each such matter for conflicts, including the identity of the

prospective client, the matter and related and adverse parties being completed and submitted to those charged with maintaining the conflict check system and adverse party index. Accordingly, the database is regularly updated for every new matter undertaken by SFBB. The scope of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

8. Through diligent inquiry, I have ascertained that, to the best of my knowledge and belief based upon such inquiry, there is no connection (as such term is utilized in Code § 101(14)(E) and Rule 2014(a)) between SFBB and (i) the United States Trustee or any person employed by the Office of the United States Trustee, (ii) any officers, directors, or members of Debtors and their non-Debtor employers, if any, (iii) any creditor of Debtors, or (iv) any attorneys, accountants, financial consultants and investment bankers who represent or may represent claimants or parties in interest in the captioned cases, except as may be set forth herein. As part of its practice, SFBB appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants and investment bankers, some of which now or may in the future represent claimants and parties in interest in this case. SFBB has not represented and will not represent any of such entities in relation to Debtors and these Chapter 11 cases or have any relationship with any such entity, attorneys, accountants, financial consultants, and investment bankers which would be adverse to Debtors or their estates.

9. SFBB, its partners and associates, and attorneys who are of counsel to SFBB may have in the past represented, may currently represent and may in the future represent entities that may assert claims against Debtors, or who may otherwise be parties in interest in this case, or in matters totally unrelated to Debtors' Chapter 11 cases. SFBB, which employs approximately 130 attorneys, has a large and diversified legal practice that encompasses the representation of

many financial institutions and commercial corporations, some of which are, or may consider themselves to be, creditors, equity security holders, or parties in interest in Debtors' Chapter 11 cases or otherwise have interest in these cases. SFBB does not, and will not, represent any of the aforementioned creditors, or any of their respective affiliates or subsidiaries, in matters related to Debtors or their Chapter 11 cases.

10. Except as otherwise set forth herein, to the best of my knowledge and belief, SFBB has no connection with Debtors, their creditors, any other parties in interest, their respective attorneys and accountants, the United States Trustee, or any other person employed in the office of the United States Trustee, except for those entities listed on **Exhibit A**, for whom SFBB has provided legal services from time to time. I understand further that SFBB does not, and will not, represent any of these persons or entities, or their affiliates, with respect to these Chapter 11 Proceedings, nor does SFBB's other representation conflict with the interests of Debtors, their estates or SFBB's representation of Debtors herein. To the extent that I become aware of any additional such unrelated representation subsequent to the date of this Affidavit, I intend to supplement this Affidavit accordingly.

11. To the extent that SFBB determines that any representation of Debtors in the captioned proceedings against those persons or entities listed on Exhibit A conflicts with SFBB's prior representation of said persons or entities, SFBB shall recuse itself from such specific representation, or perform such other acts as may be necessary.

12. To the best of my knowledge, information, and belief, SFBB does not hold or represent any interest adverse to Debtors or Debtors' estates and is disinterested within the meaning of Code § 327. In addition, except as otherwise described herein, to the best of my knowledge, information, and belief, SFBB has no material connections with Debtors, Debtors'

creditors, or any party in interest, their respective attorneys or accounts, the United States Trustee, or any person employed in the office of the United States Trustee.

13. Based upon the information available to me, after following the procedures described herein, and except as otherwise described herein, SFBB holds no interest adverse to Debtors or their estates as to the matters for which it is to be employed.

14. Accordingly, I submit that SFBB is a “disinterested person” as that term is defined in Code § 101(14), as modified by Code § 1107(b).

15. Prior to the Filing Date, SFBB received approximately \$50,000 in payment of professional fees and expenses previously provided by SFBB to Debtors in connection with the captioned Chapter 11 cases. SFBB has been paid in full as of the Filing Date or has irrevocably released or forgiven any amounts owing. SFBB will provide to the United States Trustee (and others as requested) further information as to those payments. Notwithstanding this Court’s granting of the Application, all such payments shall be subject to such subsequent review.

16. SFBB holds a retainer of \$200,000 (the “Retainer”) for fees and expenses to be rendered to Debtors in the captioned proceedings.

17. SFBB intends to apply for compensation for professional services rendered, and for reimbursement of expenses incurred, in connection with these cases at its customary hourly rates, in accordance with the provisions of the Code, Rules, and the local rules and orders of this Court.

18. Substantially all of SFBB’s services will be provided by persons in the Kansas City and St. Louis offices. SFBB’s current customary hourly rates, subject to change from time to time, are:

- a. Partners: \$265-\$470 per hour
- b. Counsel/Associates \$210-\$360 per hour

c. Paraprofessionals \$110-150 per hour

19. No promises have been received by SFBB or any partner of SFBB, any attorney who is of counsel to SFBB, or any associate of SFBB, as to payment or compensation in connection with these cases other than in accordance with the provisions of the Code, the Rules, or the Local Rules. SFBB has no agreement with any other entity to share with such entity any compensation received by SFBB.

20. Based on the foregoing, I believe that I am a “disinterested person” within the meaning of Code §§ 101(14) and 327, as well as SFBB.

21. The foregoing constitutes the statement of SFBB pursuant to Code §§ 328(a), 329 and 504 and Rules 2014(a) and 2016(b).

Date: February 7, 2009

s/ Scott J. Goldstein
Scott J. Goldstein

State of Missouri)
) ss.
County of Jackson)

Sworn to and subscribed before me, a Notary Public, for the State and County aforesaid, on this 8th day of February, 2009.

s/ Opal I. DeYaeghere
Notary Public

My Commission expires: January 9, 2010
Commission #06399884

EXHIBIT A

AT&T
Bank of Blue Valley
Bank of Oklahoma
Citizens Bank
Commercial Bank
Community National Bank
Embarq
Enterprise Bank
Gold Bank (predecessor to M&I Marshall & Isley Bank)
KCP&L
Neumayer Equipment
Pitney Bowes
Travelers
Valero Energy Corporation
Valley View State Bank
Westar Energy

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

In Re:) **In Proceedings Under Chapter 11**
)
CRESCENT FUELS, INC., et al.,) **Case No. 09-_____ -**
)
Debtors.) **Jointly Administered**

**AFFIDAVIT OF NICHOLAS A. FRANKE IN SUPPORT OF
APPLICATION FOR ORDER AUTHORIZING EMPLOYMENT OF
SPENCER FANE BRITT & BROWNE LLP AS ATTORNEYS FOR DEBTORS AND
DISCLOSURE STATEMENT PURSUANT TO BANKRUPTCY CODE §§ 328(a),
329 AND 504 AND BANKRUPTCY RULES 2014(a) AND 2016(b)**

STATE OF MISSOURI)
) ss:
COUNTY OF JACKSON)

Nicholas A. Franke, being first duly sworn to oath, deposes and says:

1. I am an attorney at law and a partner in the law firm of Spencer Fane Britt & Browne LLP (“SFBB”), which maintains offices at the following locations: 1000 Walnut, Suite 1400, Kansas City, Missouri 64106; 9401 Indian Creek Parkway, Suite 700, Building 40, Overland Park, Kansas 66210; 1 North Brentwood Boulevard, Suite 1000, St. Louis (Clayton), Missouri 63105; and 9420 Underwood Avenue, Suite 200, Omaha, Nebraska 68114.

2. I submit this Affidavit in connection with the captioned application of the captioned Debtors for an Order approving Debtors’ retention of SFBB as their attorneys in the captioned cases, in compliance with sections 328(a), 329 and 504 of title 11, United States Code (the “Code”) and to provide the disclosure required under Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Rules”). Unless otherwise stated in this Affidavit, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires amendment or modification due to SFBB’s completion of further

analysis or additional creditor information becoming available, a supplemental Affidavit will be submitted to the Court reflecting the same.

3. Neither I, SFBB, nor any partner of SFBB, any attorney who is of counsel to SFBB, nor any associate thereof, insofar as I have been able to ascertain, represents any other party in interest in these Chapter 11 cases, or their respective attorneys and accountants.

4. Neither I, SFBB, nor any partner, of counsel or associate thereof, insofar as I have been able to ascertain, has any financial connections with Debtors, their estates, or any of their other attorneys and accountants.

5. In preparing this Affidavit, I and others at SFBB under my direction utilized a set of procedures established by SFBB to ensure compliance with the Code and the Rules regarding the retention of professionals by debtors under the Code.

6. In that connection, I and others at SFBB under my direction caused the names of Debtors' secured lenders, all creditors listed on Debtors' vendor list, and all parties in interest in the captioned cases that are known to me after inquiry to be submitted for review under the conflict check system and adverse party index maintained by SFBB.

7. SFBB maintains and systematically updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records. The conflict check system and adverse party index maintained by SFBB is designed to include every matter on which the firm is now or has been engaged, the entity by which the firm is now or has been engaged, and, in each instance, it is to include and record the identity of related parties and adverse parties and the attorney in the firm that is knowledgeable about the matter. It is the policy of SFBB that no new matter may be accepted or opened within the firm without the information necessary to check each such matter for conflicts, including the identity of the

prospective client, the matter and related and adverse parties being completed and submitted to those charged with maintaining the conflict check system and adverse party index. Accordingly, the database is regularly updated for every new matter undertaken by SFBB. The scope of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

8. Through diligent inquiry, I have ascertained that, to the best of my knowledge and belief based upon such inquiry, there is no connection (as such term is utilized in Code § 101(14)(E) and Rule 2014(a)) between SFBB and (i) the United States Trustee or any person employed by the Office of the United States Trustee, (ii) any officers, directors, or members of Debtors and their non-Debtor employers, if any, (iii) any creditor of Debtors, or (iv) any attorneys, accountants, financial consultants and investment bankers who represent or may represent claimants or parties in interest in the captioned cases, except as may be set forth herein. As part of its practice, SFBB appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants and investment bankers, some of which now or may in the future represent claimants and parties in interest in this case. SFBB has not represented and will not represent any of such entities in relation to Debtors and these Chapter 11 cases or have any relationship with any such entity, attorneys, accountants, financial consultants, and investment bankers which would be adverse to Debtors or their estates.

9. SFBB, its partners and associates, and attorneys who are of counsel to SFBB may have in the past represented, may currently represent and may in the future represent entities that may assert claims against Debtors, or who may otherwise be parties in interest in this case, or in matters totally unrelated to Debtors' Chapter 11 cases. SFBB, which employs approximately 130 attorneys, has a large and diversified legal practice that encompasses the representation of

many financial institutions and commercial corporations, some of which are, or may consider themselves to be, creditors, equity security holders, or parties in interest in Debtors' Chapter 11 cases or otherwise have interest in these cases. SFBB does not, and will not, represent any of the aforementioned creditors, or any of their respective affiliates or subsidiaries, in matters related to Debtors or their Chapter 11 cases.

10. Except as otherwise set forth herein, to the best of my knowledge and belief, SFBB has no connection with Debtors, their creditors, any other parties in interest, their respective attorneys and accountants, the United States Trustee, or any other person employed in the office of the United States Trustee, except for those entities listed on **Exhibit A**, for whom SFBB has provided legal services from time to time. I understand further that SFBB does not, and will not, represent any of these persons or entities, or their affiliates, with respect to these Chapter 11 Proceedings, nor does SFBB's other representation conflict with the interests of Debtors, their estates or SFBB's representation of Debtors herein. To the extent that I become aware of any additional such unrelated representation subsequent to the date of this Affidavit, I intend to supplement this Affidavit accordingly.

11. To the extent that SFBB determines that any representation of Debtors in the captioned proceedings against those persons or entities listed on Exhibit A conflicts with SFBB's prior representation of said persons or entities, SFBB shall recuse itself from such specific representation, or perform such other acts as may be necessary.

12. To the best of my knowledge, information, and belief, SFBB does not hold or represent any interest adverse to Debtors or Debtors' estates and is disinterested within the meaning of Code § 327. In addition, except as otherwise described herein, to the best of my knowledge, information, and belief, SFBB has no material connections with Debtors, Debtors'

creditors, or any party in interest, their respective attorneys or accounts, the United States Trustee, or any person employed in the office of the United States Trustee.

13. Based upon the information available to me, after following the procedures described herein, and except as otherwise described herein, SFBB holds no interest adverse to Debtors or their estates as to the matters for which it is to be employed.

14. Accordingly, I submit that SFBB is a “disinterested person” as that term is defined in Code § 101(14), as modified by Code § 1107(b).

15. Prior to the Filing Date, SFBB received approximately \$50,000 in payment of professional fees and expenses previously provided by SFBB to Debtors in connection with the captioned Chapter 11 cases. SFBB has been paid in full as of the Filing Date or has irrevocably released or forgiven any amounts owing. SFBB will provide to the United States Trustee (and others as requested) further information as to those payments. Notwithstanding this Court’s granting of the Application, all such payments shall be subject to such subsequent review.

16. SFBB holds a retainer of \$200,000 (the “Retainer”) for fees and expenses to be rendered to Debtors in the captioned proceedings.

17. SFBB intends to apply for compensation for professional services rendered, and for reimbursement of expenses incurred, in connection with these cases at its customary hourly rates, in accordance with the provisions of the Code, Rules, and the local rules and orders of this Court.

18. Substantially all of SFBB’s services will be provided by persons in the Kansas City and St. Louis offices. SFBB’s current customary hourly rates, subject to change from time to time, are:

- a. Partners: \$265-\$470 per hour
- b. Counsel/Associates \$210-\$360 per hour

c. Paraprofessionals \$110-150 per hour

19. No promises have been received by SFBB or any partner of SFBB, any attorney who is of counsel to SFBB, or any associate of SFBB, as to payment or compensation in connection with these cases other than in accordance with the provisions of the Code, the Rules, or the Local Rules. SFBB has no agreement with any other entity to share with such entity any compensation received by SFBB.

20. Based on the foregoing, I believe that I am a “disinterested person” within the meaning of Code §§ 101(14) and 327, as well as SFBB.

21. The foregoing constitutes the statement of SFBB pursuant to Code §§ 328(a), 329 and 504 and Rules 2014(a) and 2016(b).

Date: February 7, 2009

s/ Nicholas A. Franke
Nicholas A. Franke

State of Missouri)
) ss.
County of Jackson)

Sworn to and subscribed before me, a Notary Public, for the State and County aforesaid, on this 8th day of February, 2009.

s/ Opal I. DeYaeghere
Notary Public

My Commission expires: January 9, 2010
Commission #06399884

EXHIBIT A

AT&T
Bank of Blue Valley
Bank of Oklahoma
Citizens Bank
Commercial Bank
Community National Bank
Embarq
Enterprise Bank
Gold Bank (predecessor to M&I Marshall & Isley Bank)
KCP&L
Neumayer Equipment
Pitney Bowes
Travelers
Valero Energy Corporation
Valley View State Bank
Westar Energy

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

In Re:) **In Proceedings Under Chapter 11**
)
CRESCENT FUELS, INC., et al.,) **Case No. 09-_____ -**
)
Debtors.) **Jointly Administered**

**AFFIDAVIT OF LISA A. EPPS IN SUPPORT OF
APPLICATION FOR ORDER AUTHORIZING EMPLOYMENT OF
SPENCER FANE BRITT & BROWNE LLP AS ATTORNEYS FOR DEBTORS AND
DISCLOSURE STATEMENT PURSUANT TO BANKRUPTCY CODE §§ 328(a),
329 AND 504 AND BANKRUPTCY RULES 2014(a) AND 2016(b)**

STATE OF MISSOURI)
) ss:
COUNTY OF JACKSON)

Lisa A. Epps, being first duly sworn to oath, deposes and says:

1. I am an attorney at law and a partner in the law firm of Spencer Fane Britt & Browne LLP (“SFBB”), which maintains offices at the following locations: 1000 Walnut, Suite 1400, Kansas City, Missouri 64106; 9401 Indian Creek Parkway, Suite 700, Building 40, Overland Park, Kansas 66210; 1 North Brentwood Boulevard, Suite 1000, St. Louis (Clayton), Missouri 63105; and 9420 Underwood Avenue, Suite 200, Omaha, Nebraska 68114.

2. I submit this Affidavit in connection with the captioned application of the captioned Debtors for an Order approving Debtors’ retention of SFBB as their attorneys in the captioned cases, in compliance with sections 328(a), 329 and 504 of title 11, United States Code (the “Code”) and to provide the disclosure required under Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Rules”). Unless otherwise stated in this Affidavit, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires amendment or modification due to SFBB’s completion of further

analysis or additional creditor information becoming available, a supplemental Affidavit will be submitted to the Court reflecting the same.

3. Neither I, SFBB, nor any partner of SFBB, any attorney who is of counsel to SFBB, nor any associate thereof, insofar as I have been able to ascertain, represents any other party in interest in these Chapter 11 cases, or their respective attorneys and accountants.

4. Neither I, SFBB, nor any partner, of counsel or associate thereof, insofar as I have been able to ascertain, has any financial connections with Debtors, their estates, or any of their other attorneys and accountants.

5. In preparing this Affidavit, I and others at SFBB under my direction utilized a set of procedures established by SFBB to ensure compliance with the Code and the Rules regarding the retention of professionals by debtors under the Code.

6. In that connection, I and others at SFBB under my direction caused the names of Debtors' secured lenders, all creditors listed on Debtors' vendor list, and all parties in interest in the captioned cases that are known to me after inquiry to be submitted for review under the conflict check system and adverse party index maintained by SFBB.

7. SFBB maintains and systematically updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records. The conflict check system and adverse party index maintained by SFBB is designed to include every matter on which the firm is now or has been engaged, the entity by which the firm is now or has been engaged, and, in each instance, it is to include and record the identity of related parties and adverse parties and the attorney in the firm that is knowledgeable about the matter. It is the policy of SFBB that no new matter may be accepted or opened within the firm without the information necessary to check each such matter for conflicts, including the identity of the

prospective client, the matter and related and adverse parties being completed and submitted to those charged with maintaining the conflict check system and adverse party index. Accordingly, the database is regularly updated for every new matter undertaken by SFBB. The scope of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

8. Through diligent inquiry, I have ascertained that, to the best of my knowledge and belief based upon such inquiry, there is no connection (as such term is utilized in Code § 101(14)(E) and Rule 2014(a)) between SFBB and (i) the United States Trustee or any person employed by the Office of the United States Trustee, (ii) any officers, directors, or members of Debtors and their non-Debtor employers, if any, (iii) any creditor of Debtors, or (iv) any attorneys, accountants, financial consultants and investment bankers who represent or may represent claimants or parties in interest in the captioned cases, except as may be set forth herein. As part of its practice, SFBB appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants and investment bankers, some of which now or may in the future represent claimants and parties in interest in this case. SFBB has not represented and will not represent any of such entities in relation to Debtors and these Chapter 11 cases or have any relationship with any such entity, attorneys, accountants, financial consultants, and investment bankers which would be adverse to Debtors or their estates.

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many financial institutions and commercial corporations, some of which are, or may consider themselves to be, creditors, equity security holders, or parties in interest in Debtors' Chapter 11 cases or otherwise have interest in these cases. SFBB does not, and will not, represent any of the aforementioned creditors, or any of their respective affiliates or subsidiaries, in matters related to Debtors or their Chapter 11 cases.

10. Except as otherwise set forth herein, to the best of my knowledge and belief, SFBB has no connection with Debtors, their creditors, any other parties in interest, their respective attorneys and accountants, the United States Trustee, or any other person employed in the office of the United States Trustee, except for those entities listed on **Exhibit A**, for whom SFBB has provided legal services from time to time. I understand further that SFBB does not, and will not, represent any of these persons or entities, or their affiliates, with respect to these Chapter 11 Proceedings, nor does SFBB's other representation conflict with the interests of Debtors, their estates or SFBB's representation of Debtors herein. To the extent that I become aware of any additional such unrelated representation subsequent to the date of this Affidavit, I intend to supplement this Affidavit accordingly.

11. To the extent that SFBB determines that any representation of Debtors in the captioned proceedings against those persons or entities listed on Exhibit A conflicts with SFBB's prior representation of said persons or entities, SFBB shall recuse itself from such specific representation, or perform such other acts as may be necessary.

12. To the best of my knowledge, information, and belief, SFBB does not hold or represent any interest adverse to Debtors or Debtors' estates and is disinterested within the meaning of Code § 327. In addition, except as otherwise described herein, to the best of my knowledge, information, and belief, SFBB has no material connections with Debtors, Debtors'

creditors, or any party in interest, their respective attorneys or accounts, the United States Trustee, or any person employed in the office of the United States Trustee.

13. Based upon the information available to me, after following the procedures described herein, and except as otherwise described herein, SFBB holds no interest adverse to Debtors or their estates as to the matters for which it is to be employed.

14. Accordingly, I submit that SFBB is a “disinterested person” as that term is defined in Code § 101(14), as modified by Code § 1107(b).

15. Prior to the Filing Date, SFBB received approximately \$50,000 in payment of professional fees and expenses previously provided by SFBB to Debtors in connection with the captioned Chapter 11 cases. SFBB has been paid in full as of the Filing Date or has irrevocably released or forgiven any amounts owing. SFBB will provide to the United States Trustee (and others as requested) further information as to those payments. Notwithstanding this Court’s granting of the Application, all such payments shall be subject to such subsequent review.

16. SFBB holds a retainer of \$200,000 (the “Retainer”) for fees and expenses to be rendered to Debtors in the captioned proceedings.

17. SFBB intends to apply for compensation for professional services rendered, and for reimbursement of expenses incurred, in connection with these cases at its customary hourly rates, in accordance with the provisions of the Code, Rules, and the local rules and orders of this Court.

18. Substantially all of SFBB’s services will be provided by persons in the Kansas City and St. Louis offices. SFBB’s current customary hourly rates, subject to change from time to time, are:

- a. Partners: \$265-\$470 per hour
- b. Counsel/Associates \$210-\$360 per hour

c. Paraprofessionals \$110-150 per hour

19. No promises have been received by SFBB or any partner of SFBB, any attorney who is of counsel to SFBB, or any associate of SFBB, as to payment or compensation in connection with these cases other than in accordance with the provisions of the Code, the Rules, or the Local Rules. SFBB has no agreement with any other entity to share with such entity any compensation received by SFBB.

20. Based on the foregoing, I believe that I am a “disinterested person” within the meaning of Code §§ 101(14) and 327, as well as SFBB.

21. The foregoing constitutes the statement of SFBB pursuant to Code §§ 328(a), 329 and 504 and Rules 2014(a) and 2016(b).

Date: February 7, 2009

s/ Lisa A. Epps
Lisa A. Epps

State of Missouri)
) ss.
County of Jackson)

Sworn to and subscribed before me, a Notary Public, for the State and County aforesaid, on this 8th day of February, 2009.

s/ Opal I. DeYaeghere
Notary Public

My Commission expires: January 9, 2010
Commission #06399884

EXHIBIT A

AT&T
Bank of Blue Valley
Bank of Oklahoma
Citizens Bank
Commercial Bank
Community National Bank
Embarq
Enterprise Bank
Gold Bank (predecessor to M&I Marshall & Isley Bank)
KCP&L
Neumayer Equipment
Pitney Bowes
Travelers
Valero Energy Corporation
Valley View State Bank
Westar Energy