

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

<b>In Re:</b>	)	<b>In Proceedings Under Chapter 11</b>
	)	
<b>CRESCENT FUELS, INC.,</b>	)	<b>Case No. 09-20258</b>
	)	
<b>Debtors.</b>	)	

**MOTION FOR ORDER AUTHORIZING MAINTENANCE  
OF EXISTING CASH MANAGEMENT SYSTEM, MAINTENANCE OF  
BANK ACCOUNTS AND CONTINUED USE OF BUSINESS FORMS**

Debtors Crescent Fuels, Inc., *et al.*, (collectively, “Debtors”), for their Motion for Order Authorizing Maintenance of Existing Cash Management System, Maintenance of Bank Accounts and Continued Use of Business Forms (the “Motion”), 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 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. This Court has jurisdiction over the Motion pursuant to 28 U.S.C. § 1334 and the Amended General Order of the United States District Court for the District of Kansas as amended. Venue of the captioned cases and the Motion in this district are proper pursuant to 28 U.S.C. §§ 1408 and 1409.
5. Established in 1987, Debtors have served fuel distribution and convenience store markets for over 20 years. Corporate offices are located at 116 W. Myrtle, Independence, Kansas. Debtors distribute petroleum to over 340 locations in Kansas, Oklahoma, Arkansas,

Missouri, Illinois and Louisiana. Debtor Crescent Stores Corporation (“CSC”) operates 35 convenience stores at various locations in Kansas, Missouri, Arkansas, and Louisiana. Debtors distributed 282 million gallons of petroleum in 2007. For the nine months ending September 30, 2008, Debtors distributed 215 million gallons of petroleum.

6. For the year ending December 31, 2007, Crescent Fuels, Inc. (“CFI”), on a consolidated basis, experienced a loss of \$3,475,000 on sales of \$728,000,000. The most significant sources of loss were the cost of discontinuation of the unprofitable “commission” business unit of COI and operating losses of CSC. For the year ending December 31, 2008, CFI, on a consolidated basis, experienced an estimated loss of \$12,780,000 on revenues of \$910,000,000. During 2008, Debtors experienced extremely volatile fuel prices and margins, combined with continuing losses in CSC and, as Debtors’ debt increased, they were required to bear extremely high interest and finance charges. As of the Filing Date, Debtors had assets of \$85,292,000 and the liabilities \$88,815,000 on a consolidated basis.

7. COI is a wholly owned subsidiary of CFI, engaged in the distribution of motor fuels, including supply to its sister corporation, CSC. For the year ending December 31, 2007, COI experienced a loss of \$2,487,000 on revenues of \$693,000,000. For the year ending December 31, 2008, COI experienced a loss of \$1,770,000 on sales of \$821,000,000. Losses were attributable to the discontinuation of the unprofitable “commission” business division, high financing costs and extremely weak fuel margins in the fourth quarter of 2008. At the Filing Date, COI had assets of \$68,693,000 and liabilities of \$65,649,000. COI has approximately 76 employees.

8. CSC is a wholly owned subsidiary of CFI, engaged in the operation of convenience stores in Kansas, Missouri, Oklahoma, Arkansas and Louisiana. For the year

ending December 31, 2007, CSC experienced a loss of \$1,120,000 on sales of \$103,000,000. For the year ending December 31, 2008, CSC experienced a loss of \$2,214,000 on sales of \$100,500,000. The routine acquisition and development of various “c-store” operations contributed heavily to losses in both years due to start-up and divestment costs. At the Filing Date, CSC had assets of \$4,268,000 and liabilities of \$2,029,000, with 243 full and part-time employees operating at 35 locations.

9. Crescent Realty Incorporated (“CRI”) is a wholly owned subsidiary of CFI, which owns four parcels of real estate, all used in connection with the operations of its sister companies. CRI has no employees.

10. Crescent Business Development Corporation (“CBDC”) is a wholly owned subsidiary of CFI, which owns four parcels of real estate all used in connection with the operations of its sister companies. CBDC has no employees.

#### **DESCRIPTION OF BANKING SYSTEM**

11. Debtors maintain a complex banking system (the “Cash Management System”) to process their revenues and expenses. The Cash Management System is comprised of ten accounts for COI, CFI, CRI and CBDC at the following financial institutions: Bank of America, Bank of Oklahoma, M&I Bank (Marshall & Ilsley), First National Bank, Community National Bank, and First Federal Savings & Loan (at times, collectively, the “Banks”). The financial entities, account numbers and a general description of the purpose of the accounts are set forth on **Exhibit A**. In addition, Debtors maintain a set of 66 accounts for CSC, which is comprised of two main corporate operating accounts and an account for each convenience store. The financial entities, account numbers and a general description of the purpose of the CSC accounts are set forth on **Exhibit B**.

12. The Cash Management System operates as follows:

a. Each of the five Crescent companies has at least one account for its receipts and disbursements. The accounts are maintained separately and independently of one another. *See Exhibits A and B.*

b. COI maintains six accounts. The first, at M&I Bank, is the principal trade account. It is used to pay for fuel, excise taxes and some trucking, and it is used for collections from customers. Almost all activity is in electronic form.

c. COI's second account, at Bank of America, was its principal trade account before it opened the M&I account. The Bank of America account is now used for electronic receipts and disbursements for activity from Fuel Man and Comdata, which fund truckers' costs.

d. COI's third account is at Bank of Oklahoma. It is a backup for ACH activity.

e. COI's fourth account, at First National Bank, is used to pay all payroll and payroll taxes.

f. COI's fifth account, at First National Bank MMIA, is used as cash collateral for certain miscellaneous letters of credit.

g. COI's sixth account, at Community National Bank, is its principal non-trade accounts. Deposits consist of check receipts from fuel customers; some rent income; and inter-company transfers, for example, CSC paying COI for the costs of fuel supplied to CSC's stores.

h. CFI has two bank accounts, both at First National Bank. The first is used for receipts and disbursements. This account is used to pay rent, bank payments, parent-level fees, taxes, and miscellaneous expenses. The second is used for wind-up receipts and disbursements from the 2005 corporate split-up of Midwestern Holdings, in which Debtors once held an interest.

i. CRI has one account for its receipts, which are rents, and disbursements, which are secured debt payments made per the debt schedule.

j. CBDC has one account for its receipts, which are rents, and disbursements, which are secured debt payments made per the debt schedule.

k. CSC has three bank accounts, which it calls "corporate" accounts. The corporate accounts are used to "sweep" funds from each store's individual, local account into the corresponding corporate account. The first corporate account, at Community National, covers all stores except those in Oklahoma; the second, at Arvest Bank, covers all Oklahoma stores; the third, at Mid-First Bank, was used for Oklahoma stores before CSC opened the Arvest Bank account. The Mid-First account is currently inactive and contains only a few thousand dollars. In addition to maintaining corporate accounts, it is

essential that each store maintain a separate local account in order to track individual store deposits and to make disbursements at the store-level when necessary. CSC prefers to keep the minimum required amounts in the stores' accounts, so it performs "sweeps" to collect funds from each account, either electronically or by check, and deposit them into the central corporate accounts. The corporate accounts are used to pay major vendor bills, reimburse COI's payroll account for CSC wages, and pay the cost of fuel supplied by COI. *See Exhibit B.*

13. The Cash Management System is governed by numerous documents, agreements, internal procedures and understandings between Debtors and the various Banks. Debtors believe that the rights and remedies afforded to the Banks are consistent with the rights and remedies afforded to any financial institution providing cash management services of the magnitude of the system.

#### **Relief Requested**

14. Because of the size, scope and automated nature of the Cash Management System, it would be extremely difficult, disruptive and expensive for Debtors to close their existing accounts and open new accounts. Additionally, any disruption of the existing system would not only impair current operations, it would interrupt and delay financial reporting by Debtors to the Court because the internal existing accounting system is based on the availability of the data generated as a by-product of the Cash Management System.

15. Maintaining Debtors' existing accounts will preserve business continuity and lessen the confusion among employees, vendors and customers that often follows a Chapter 11 filing. Opening new bank accounts would be unduly burdensome, disrupt Debtors' ongoing business operations during this critical initial stage of the Chapter 11 process and the proposed Code § 363 asset sale and in several cases would take weeks to complete. Furthermore, Debtors have preprinted check stock which would require unnecessary time and expense to replace.

16. To prevent the possibility of the payment of pre-petition obligations, Debtors have or will have by the time the Motion is heard, ordered a stop-pay with the Banks for any check

drawn on the accounts payable accounts numbered below a particular number (the number is at least 20 above the last check Debtors wrote on each account pre-petition unless otherwise ordered by the Court). Invoices subsequently entered into the system for payment are systematically put on "hold" until individually reviewed by accounting. Based on the invoice date, delivery date, services date, etc., accounting will release those invoices related to post-petition and follow up on those determined to be partially or completely pre-petition. Debtors' proposed letters to the Banks are attached as **Exhibit C**.

17. To effectuate the foregoing and to implement Debtors' debtor-in-possession financing arrangements (if such authorization is granted by this Court), the Banks should be directed to consolidate Debtors' funds in accordance with pre-Filing Date practices, to avoid the Banks from offsetting, freezing, recouping, affecting or otherwise impeding the use or transfer of or access to any funds of Debtors contained or deposited in the payroll accounts and the general operating accounts on or subsequent to the Filing Date for any reason or on account of any "claim" (as defined in Code § 101(5)) of the Banks, consistent with the debtors-in-possession financing arrangements (if such authority is granted by this Court).

18. Debtors propose to pay the Banks any reasonable fees and reimbursable expenses that they may incur post-Filing Date pursuant to reasonable pre-Filing Date practices.

19. Code § 345 requires that any deposit or other investment made by Debtors, except those insured or guaranteed by the United States or by a department, agency or instrumentality of the United States or backed by the full faith and credit of the United States, must be secured by a bond in favor of the United States of a corporate surety approved by the United States Trustee or the deposit of securities of the kind specified in 31 U.S.C. § 9303.

20. At this time, Debtors do not seek a waiver of any of the requirements of Code § 345, Debtors will work with the United States Trustee's office in the District of Kansas to develop a program for the maintenance of accounts in accordance with the Code. Debtors, however, reserve the right to request at a later date that this Court waive certain requirements of Code § 345 in a motion for order approving investment guidelines.

21. By virtue of the substantial size and complexity of Debtor's operations, it would be difficult for Debtor to successfully preserve and enhance its value as a going concern if there is any disruption in the System. Bankruptcy courts routinely grant Chapter 11 debtors authority to continue utilizing existing cash management systems. *See In re Wire Rope Corporation of America, Incorporated*, Case No. 02-50493 (Bankr. W.D. Mo. 2002); *In re Farmland Industries, Inc.*, Case No. 02-50557 (Bankr. W.D. Mo. 2002); *In re Valley Food Services, LLC*, Case No. 06-50038 (Bankr. W.D. Mo. 2006); and *In re Weld Wheel Industries, Inc.*, Case No. 06-42105 (August 17, 2006). *See also In re The Charter Co.*, 778 F.2d 617, 621 (11th Cir. 1985) (holding that it was "entirely consistent" with the provisions of the Bankruptcy Code for the bankruptcy court to authorize the debtor to use its pre-petition "routine cash management system"). The bankruptcy court in the Columbia Gas bankruptcy case explained that a centralized cash management system "allows efficient utilization of cash resources and recognizes the impracticabilities of maintaining separate cash accounts for the many different purposes that require cash." *In re Columbia Gas Sys., Inc.*, 136 B.R. 930, 934 (Bankr. D. Del. 1993), *aff'd in part and rev'd in part*, 997 F.2d 1039 (3d Cir. 1993), *cert. denied sub nom Official Comm. of Unsecured Creditors v. Columbia Gas Transmission Corp.*, 114 S. Ct. 1050 (1994). The Third Circuit agreed, emphasizing that a requirement to maintain all accounts separately "would be a huge administrative burden and economically inefficient." *Columbia Gas*, 997 F.2d at 1061.

*See also In re Southmark Corp.*, 49 F.3d 1111, 1114 (5th Cir. 1995) (cash management systems allows debtor “to administer more efficiently and effectively its financial operations and assets”). For the reasons set forth herein, Debtors believe that their complex financial affairs, coupled with the protections afforded to the Banks and other creditors, warrant continuation of the Cash Management System.

22. It is essential to Debtors’ successful reorganization that there be a minimal disruption to their ordinary business affairs. Significantly, the Cash Management System is familiar to Debtors, their employees and the Banks.

23. The nature and scope of Debtors’ business and the numerous suppliers of goods and services and others with whom Debtors transact business require that Debtors be permitted to continue to use their existing correspondence, business forms (including, but not limited to letterhead, purchase orders, invoices, etc.) and checks without alteration or change to those used before the Filing Date, without reference to their status as debtor-in-possession. Changing correspondence and business forms would be unnecessary, burdensome to Debtors’ estates, expensive and disruptive to business operations. For these reasons, Debtors request that they be authorized to use existing business forms without placing the label “debtors-in-possession” on each such form. Given the provision for a 100 check gap between pre-Filing Date and post-Filing Date checks, there is no risk of payment confusion by the Banks. *See In re Farmland Industries, Inc.*, Case No. 02-50557 (Bankr. W.D. Mo. 2002); *In re Valley Food Services, LLC*, Case No. 06-50038 (Bankr. W.D. Mo. 2006); and *In re Weld Wheel Industries, Inc.*, Case No. 06-42105 (August 17, 2006). *See also In re Gold-Standard Baking, Inc.*, 179 B.R. 98, 105-06 (Bankr. N.D. Ill. 1995) (holding bankruptcy administrator’s requirement prohibiting issuance of checks without “debtor-in-possession” designation to be unenforceable); *In re Johnson*, 106 B.R.

623 (Bankr. D. Neb. 1989) (holding that debtor not required to obtain new checks imprinted with “debtor-in-possession”).

WHEREFORE, Debtors respectfully request entry of an Order authorizing the relief requested herein and granting such other and further relief as is just and proper.

1. Authorizing Debtors to maintain the Cash Management System;
2. Authorizing Debtors to continue utilizing the existing accounts with the proposed number gap in pre- and post-petition check numbers, and directing the Banks where those accounts are maintained to allow transfers to be made from and deposits to be placed in those accounts are maintained to allow transfers to be made from and deposits to be placed in those accounts in the same manner as transfers and deposits were made prior to the Filing date;
3. Approving Debtors’ investment and deposit practices and authorizing the institutions and depositories used by Debtors to accept deposits and hold or invest funds of Debtors;
4. Approving the use of Debtors’ existing business forms without the necessity of placing the legend “Debtors in Possession” on those forms; and
5. Granting such other and further relief as the Court deems just and proper.

Date: February 9, 2009

SPENCER FANE BRITT & BROWNE LLP

s/ Lisa A. Epps  
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Lisa A. Epps              KS #18480  
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ATTORNEYS FOR DEBTOR AND DEBTOR-IN-  
POSSESSION

## Crescent Entities Bank Account Listings

Crescent Oil Company, Inc.		
Bank	Account Number	Account Type
Bank of America 501 N. Penn Independence, KS 67301	005042682601	Operating
Bank of Oklahoma PO Box 2300 Tulsa, OK 74192	208349871	Operating
M & I Bank (Marshall & Ilsley) PO Box 2045 Milwaukee, WI 53201-2045	1410050823	Operating
First National Bank 113 N. Penn Independence, KS 67301	00019933	Payroll Account
Community National Bank 115 N. Penn PO Box 687 Independence, KS 67301	1910000094	Operating Account
First National Bank 113 N. Penn PO Box 868 Independence, KS 67301	0709727	Money Mkt Acct Secures Letters of Credit

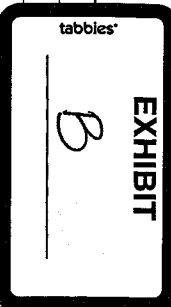
Crescent Fuels, Inc.		
Bank	Account Number	Account Type
First National Bank PO Box 868 Independence, KS 67301	01-922-4	Operating Account
First National Bank PO Box 868 Independence, KS 67301	01-974-7	"Midwestern" Operating Account

Crescent Realty, Inc.		
Bank	Account Number	Account Type
First Federal Savings & Loan Myrtle and 6th Independence, KS 67301	016501273074	Operating

Crescent Business Development		
Bank	Account Number	Account Type
Bank of America 501 N. Penn Independence, KS 67301	005042984257	Operating

**CRESCENT STORES CORP. - BANK ACCOUNTS**

BANK	ACCOUNT #	NAME ON ACCOUNT	STORE #	TYPE OF ACCOUNT
Community National Bank 125 N. Penn Independence, KS 67301	1510000550 1510001077	Crescent Stores Corp. Crescent Stores Inc, dba CSC #87	CSC #87	Corporate Operating Account Store Checking Account
U S Bank 17946 Hwy 13 South Branson, MO 65737	152301395918	Crescent Oil Co., dba Jumpstart #33	CSC #5	Store Checking Account
Bank of the Ozarks 725 Hwy 62-65 North Harrison, AR 72601	2106013481 2106013507	Crescent Stores Corp., dba CSC #32 Crescent Stores Corp., dba CSC #43	CSC #32 CSC #43	Store Checking Account
Citizens Bank & Trust Co. P O Box 469 Van Buren, AR 72957-0469	507149300	Crescent Oil Co., Inc. dba Fast Lane Truck Plaza	CSC #34	Store Checking Account
Equity Bank 555 N Webb Rd. Wichita, KS 67206	200003003	Crescent Oil Co., Inc., dba CSC #35 Crescent Oil Co., Inc., dba CSC #71	CSC #35 CSC #71	Store Checking Account
Farmers Merchants Bank & Trust 100 S Main St. Breaux Bridge, LA 70517	11216770	Crescent Stores Corp. #36, Bayou Belle Truck Stop	CSC #36	Store Checking Account
Kansas State Bank 206 Leavenworth Manhattan, KS 66502	1061550	Crescent Stores Corporation	CSC #39	Inactive - In process of closing account
Community 1st National Bank 210 Tuttle Creek Manhattan, KS 66502	510793	Crescent Stores Corp., dba CSC #39	new CSC #39	Store Checking Account
Morgan City Bank & Trust Co. P O Drawer 2000 Morgan City, LA 70381	117705200	Crescent Oil Co., dba CSC #40	CSC #40	Store Checking Account
Chisholm Trail State Bank P O Box 4658 Wichita, KS 67204	534455 534862	Crescent Stores Corp. Crescent Stores Corp., dba CSC #89	CSC #42 CSC #89	Store Checking Account Account open - no funds - store not open yet
Southwest Missouri Bank 110 N Neosho Blvd. Neosho, MO 64850	310440079	Crescent Oil Co., Inc. dba Oak Tree Mart	CSC #44	Store Checking Account



**CRESCENT STORES CORP - BANK ACCOUNTS**

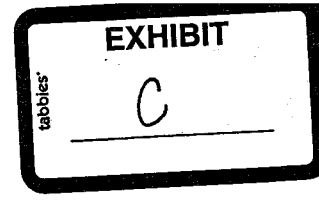
<b>BANK</b>	<b>ACCOUNT #</b>	<b>NAME ON ACCOUNT</b>	<b>STORE #</b>	<b>TYPE OF ACCOUNT</b>
Citizen Bank & Trust 701 Kansas Ave. Topeka, KS 66601	10900702 10900710 10900729 10904902 10909041 10907162	Crescent Stores, CSC #48 Crescent Stores, CSC #49 Crescent Stores, CSC #50 Crescent Stores, CSC #51 Crescent Stores, CSC #63 Crescent Stores, CSC #69	CSC #48 CSC #49 CSC #50 CSC #51 CSC #63 CSC #69	Store Checking Account Store Checking Account Store Checking Account Store Checking Account Store Checking Account Store Checking Account
Bank of America P O Box 25118 Tampa, FL 33622-5118	518001795068 518001795055 48802114461 354005302394	Crescent Stores Corp., CSC #52 Crescent Stores Corp., CSC #67 Crescent Stores Corp. Crescent Stores Corp., CSC Store #93	CSC #52 CSC #67 CSC #91 CSC #93	Store Checking Account Store Checking Account Account open - Store not open yet Store Checking Account
Bank of the West 4610 S. Nolan Road Independence, MO 64055	328070842 316000348 374065670	Crescent Stores Corp., CSC 60 Crescent Stores Corp., CSC #64 Crescent Stores Corp, dba CSC 65	CSC #60 CSC #64 CSC #65	Store Checking Account Store Checking Account Store Checking Account
Peoples Bank 7404 W 199th Street Stilwell, KS 66085	30005643 111503	Crescent Stores Corp., dba CSC #61 Crescent Stores Corp., dba CSC #30	CSC #61 CSC #30	Store Checking Account Store Checking Account
Enterprise Bank & Trust 445 E US Hwy 69 Kansas City, MO 64119-3118	1700522592	Crescent Oil Co., Inc., CSC #62	CSC #62	Store Checking Account
Comer Bank P O Box 545 Winfield, KS 67156-0545	315680 315648	Crescent Stores Corp., dba CSC #70 Crescent Stores Corp., dba CSC #73	CSC #70 CSC #73	Store Checking Account Store Checking Account
First Bank Kansas 235 S. Santa Fe Salina, KS 67201	7133510	Crescent Stores Corp dba CSC #77	CSC #77	Store Checking Account
Bank of Commerce & Trust Co. P O Box 529 Wellington, KS 67152-0529	310956	Crescent Stores Corp., dba CSC #79	CSC #79	Store Checking Account
Southwest National Bank P O Box 1401 Wichita, KS 67201	1083902	Crescent Oil Co., Inc., CSC #80	CSC #80	Store Checking Account
Emprise Bank P O Box 2970	74056050 74069063	Crescent Stores Corp., dba CSC #81 Crescent Stores Corp., CSC #90	CSC #81 CSC #90	Store Checking Account Store not open yet

**CRESCENT STORES CORP - BANK ACCOUNTS**

<b>BANK</b>	<b>ACCOUNT #</b>	<b>NAME ON ACCOUNT</b>	<b>STORE #</b>	<b>TYPE OF ACCOUNT</b>
Wichita, KS 67201-2970				
Core First Bank & Trust 3035 SW Topeka Topeka, KS 66611	1098071 1097938	Crescent Stores Corp, Store 84 Crescent Stores Corp, Store 85	CSC #84 CSC #85	Store Checking Account Store Checking Account
Security National Bank P O Box 1272 Enid, OK 73702	3575501	Crescent Stores Corp, dba CSC #86	CSC #86	Store not open yet
Derision State Bank 421 New York Ave. Holton, KS 66436	6114105	Crescent Stores Corp	CSC #92	Store Checking Account
Citizens National Bank 822 N Main McPherson, KS 67460	904821	Crescent Stores Corp, dba CSC #88	CSC #88	Store not open yet
Blue Ridge Bank 4315 Sterling Ave. Kansas City, MO 64133	200801309	Crescent Stores Corp, dba CSC #82	CSC #82	Store not open yet
Arvest Bank P O Box 999 Bartlesville, OK 74005	13230841 12747335 13232072 13232085	Crescent Stores Corp, Operating Account Crescent Stores Corp, dba CSC #113 Crescent Stores Corp, dba CSC #97 Crescent Stores Corp, dba CSC #98	CSC #113 CSC #97 CSC #98	Oklahoma Corporate Operating Account Store Checking Account Store Checking Account Store Checking Account
	14555745	Crescent Stores Corp, dba CSC #109	CSC #109	Store Checking Account
	14558797	Crescent Stores Corp, dba CSC #100	CSC #100	Store Checking Account
	14558807	Crescent Stores Corp, dba CSC #101	CSC #101	Store Checking Account
	14558810	Crescent Stores Corp, dba CSC #107	CSC #107	Store Checking Account
	14558823	Crescent Stores Corp, dba CSC #110	CSC #110	Store Checking Account
	14558849	Crescent Stores Corp, Oklahoma Lottery		No Lottery at this time
	14558852	Crescent Stores Corp, dba CSC #102	CSC #102	Store Checking Account
	14558865	Crescent Stores Corp, dba CSC #94	CSC #94	Store Checking Account
	14558878	Crescent Stores Corp, dba CSC #108	CSC #108	Store Checking Account
	14558881	Crescent Stores Corp, dba CSC #96	CSC #96	Store Checking Account
	20446385	Crescent Stores Corp, dba CSC #108	CSC #108	Store Checking Account
	20447465	Crescent Stores Corp, dba CSC #112	CSC #112	Store Checking Account
	20447478	Crescent Stores Corp, dba CSC #114	CSC #114	Store Checking Account
	20447481	Crescent Stores Corp, dba CSC #115	CSC #115	Store Checking Account
	20447494	Crescent Stores Corp, dba CSC #105	CSC #105	Store Checking Account

**CRESCENT STORES CORP - BANK ACCOUNTS**

<b>BANK</b>	<b>ACCOUNT #</b>	<b>NAME ON ACCOUNT</b>	<b>STORE #</b>	<b>TYPE OF ACCOUNT</b>
Citizens Security Bank 381 E 141st St. Glennpool, OK 74033	2090868	Crescent Stores Corp., dba CSC #118	CSC #118	Store Checking Account
First Bank Oklahoma 1 North Broadway Inola, OK 74036	5400005083	Crescent Stores Corp., dba CSC #119	CSC #119	Store Checking Account
First State Bank 51 Main Dr. Chouteau, OK 74337	8000370	Crescent Stores Corp., dba CSC #111	CSC #111	Store Checking Account
Mid First Bank Tulsa, OK	7601002546	Crescent Stores Corporation		Corporate Account - Oklahoma



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File No. 5015307/1

**VIA FIRST CLASS MAIL**

The Banks

Re: *In re Crescent Oil Company, et al.*, Case No. 09-20258, United States Bankruptcy Court, District of Kansas

Dear Sirs:

Please be advised that on February 7, 2009, debtor Crescent Oil Company filed its petition for relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Kansas (the "Court"). On February 8, 2009, four of its affiliates, Crescent Fuels, Inc., Crescent Realty Inc., Crescent Business Development Corporation, and Crescent Stores Corporation (collectively, "Debtors") filed similar separate voluntary petitions.

Pursuant to bankruptcy law, as you can confirm with your attorneys, you should not honor any checks drawn on the accounts described below issued before February 7, 2009, unless otherwise ordered by the Court. Debtors will be issuing checks on such accounts dated February 9, 2009 and thereafter, which much by honored by the Bank in the ordinary course of business. To assist you in this first month the cases in distinguishing pre- and post-petition checks, Debtors will be using a higher check stock number. Any check below this designated number should not be honored absent Court authorization. Listed below are the first check numbers for each referenced account:

<u>Bank Name</u>	<u>Bank Address</u>	<u>Account #</u>	<u>Name on Account</u>	<u>Type of Account</u>	<u>Post-Petition Starting Check No.</u>
Bank of America	501 N. Penn Independence, KS 67301	005042682601	Crescent Oil Company, Inc.	Operating account	
Bank of Oklahoma	P.O. Box 2300 Tulsa, OK 74192	208349871	Crescent Oil Company, Inc.	Operating account	
M&I Bank (Marshall & Ilsley)	P.O. Box 2045 Milwaukee, WI 53201	1410050823	Crescent Oil Company, Inc.	Operating account	

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<u>Bank Name</u>	<u>Bank Address</u>	<u>Account #</u>	<u>Name on Account</u>	<u>Type of Account</u>	<u>Post-Petition Starting Check No.</u>
First National Bank	113 N. Penn Independence, KS 67301	00019933	Crescent Oil Company, Inc.	Payroll account	
Community National Bank	115 N. Penn P.O. Box 687 Independence, KS 67301	1910000094	Crescent Oil Company, Inc.	Operating account	
First National Bank	113 N. Penn P.O. Box 868 Independence, KS 67301	0709727	Crescent Oil Company, Inc.	Money market account to secure letters of credit	
First National Bank	113 N. Penn P.O. Box 868 Independence, KS 67301	01-922-4	Crescent Fuels, Inc.	Operating account	
First National Bank	113 N. Penn P.O. Box 868 Independence, KS 67301	01-974-7	Crescent Fuels, Inc.	"Midwestern" operating account	
First Federal Savings & Loan	Myrtle and 6th Independence, KS 67301	016501273074	Crescent Realty, Inc.	Operating account	
Bank of America	501 N. Penn Independence, KS 67301	005042984257	Crescent Business Development Corp.	Operating account	
Community National Bank	125 N. Penn Independence, KS 67301	1510000550	Crescent Stores Corp.	Corporate operating account	
Arvest Bank	P.O. Box 999 Bartlesville, OK 74005	13230841	Crescent Stores Corp.	Oklahoma corporate operating account	
Mid First Bank	321 South Boston Ave. Tulsa, OK 74103	7601002546	Crescent Stores Corp.	Oklahoma corporate operating account	

We anticipate obtaining a Court Order this week authorizing you to honor pre-petition payroll checks. Once we obtain such an Order, we will forward a copy to you immediately.

1 North Brentwood Boulevard, Suite 1000

St. Louis, Missouri 63105-3925

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**SPENCER FANE**  
BRITT & BROWNE LLP

ATTORNEYS & COUNSELORS AT LAW

February 9, 2009  
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Please call me if you have any questions or concerns regarding anything discussed in this letter. Debtors appreciate your support and look forward to continuing a mutually beneficial relationship.

Sincerely,

Lisa A. Epps

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