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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE: § Chapter 11
§
CORNERSTONE E&P COMPANY, L.P., § Case No. 09-35228-bjh
et al., § (Jointly Administered)
§
Debtors. §

**SMITH INTERNATIONAL AND THOMAS ENERGY SERVICES' JOINDER TO
(I) RESPONSE IN SUPPORT OF MOTION OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR CLARIFICATION OF FINAL CASH
COLLATERAL/VENDOR FINANCING ORDER ENTERED AUGUST 25, 2009
(DOC. 81) OR IN THE ALTERNATIVE FOR RELIEF FROM SAME PURSUANT
TO RULE 60(B) OF BAKER HUGHES OILFIELD OPERATIONS, INC.,
SCHLUMBERGER TECHNOLOGY CORPORATION, SIMONS PETROLEUM,
INC., TEXAS CES, INC., T.K. STANLEY, INC., PUMPCO ENERGY SERVICES,
INC., I.E. MILLER SERVICES, INC., BRIDGEPORT TANK TRUCKS, LLC AND
(II) MOTION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
CLARIFICATION OF FINAL CASH COLLATERAL/VENDOR FINANCING
ORDER ENTERED AUGUST 25, 2009 (DOC. 81) OR IN THE ALTERNATIVE
FOR RELIEF FROM SAME PURSUANT TO RULE 60(B)**

[Related to Dkt. Nos. 334 and 363]

Smith International, Inc. ("Smith") and Thomas Energy Services, LLC d/b/a Thomas Tools ("Thomas," and together with Smith, the "Smith Entities") submit this *Smith International and Thomas Energy Services' Joinder* (the "Joinder") to (I) *Response in Support of Motion of Official Committee of Unsecured Creditors for Clarification of Final Cash Collateral/Vendor Financing Order Entered August 25, 2009 (Doc. 81) or in the Alternative for Relief From Same Pursuant to Rule 60(b) of Baker Hughes Oilfield Operations, Inc., Schlumberger Technology Corporation, Simons Petroleum, Inc., Texas CES, Inc., T.K. Stanley, Inc., Pumpco Energy Services, Inc., I.E. Miller services, Inc., Bridgeport Tank Trucks, LLC and Select Energy Services, LLC d/b/a Tejas Oilfield Services* (the "Baker Hughes Response") and (II) *Motion of Official Committee of Unsecured Creditors for Clarification of final Cash Collateral/Vendor Financing Order Entered August 25, 2009 (Doc. 81) or in the Alternative for Relief From Same Pursuant to Rule 60(b)* (the "Committee Motion"), and respectfully state as follows:

I. BACKGROUND

1. The Smith Entities incorporate the factual background provided in the Baker Hughes Response and the Committee Motion. In addition, the Smith Entities state that each Smith Entity furnished goods, material, supplies, machinery, equipment and labor under contract with the Debtors in connection with oil and gas operations conducted by the Debtors in Texas and Oklahoma for which the Smith Entities have not been paid. The Smith Entities' claims for unpaid materials and services are secured by (i) statutory mineral liens and (ii) mineral subcontractor liens, under applicable state law.

2. The Smith Entities timely filed and perfected statutory mineral liens against the interests owned by (i) the Debtors and (ii) non-operating working interest owners in the oil and

gas wells listed on **Exhibit A** and associated units, leases, leasehold interests, property and rights described.

II. JOINDER

3. In the interest of avoiding repetition and duplicative pleadings, the Smith Entities hereby join in the Baker Hughes Response and Committee Motion and adopt the arguments set forth therein. The arguments are well reasoned and apply equally to the Smith Entities, and this Joinder should be read as if those arguments are set forth in their entirety herein.

4. The Smith Entities request the same relief sought by the Committee and those lien claimants identified in the Baker Hughes Response.

III. CONCLUSION

5. For the reasons set forth above and in the Baker Hughes Response and Committee Motion, the Smith Entities requests tat the Court grant the *Motion of Official Committee of Unsecured Creditors for Clarification of final Cash Collateral/Vendor Financing Order Entered August 25, 2009 (Doc. 81) or in the Alternative for Relief From Same Pursuant to Rule 60(b)*.

Dated: Houston, Texas
May 7, 2010

Respectfully submitted,

LOCKE LORD BISSELL & LIDDELL LLP

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*Attorneys for Smith International, Inc. and
Thomas Energy Services, LLC*

CERTIFICATE OF SERVICE

I hereby certify that on May 7, 2010 a true and correct copy of the foregoing document has been transmitted to all parties receiving ECF notice in these cases.

/s/ Philip G. Eisenberg