

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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 In re: : Chapter 11
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 EMERGE ENERGY SERVICES LP, *et al.*,¹ : Case No. 19-11563 (KBO)
 :
 Debtors. : Jointly Administered
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**NOTICE OF *SECOND AMENDED*² AGENDA OF MATTERS SCHEDULED FOR
HEARING ON AUGUST 14, 2019 AT 11:00 A.M. (ET)³**

I. RESOLVED MATTERS:

1. Debtors’ Application for Order Under 11 U.S.C. §§ 327 and 328, Fed. R. Bankr. P. 2014, and Del. Bankr. L.R. 2014-1 Authorizing Employment and Retention of Kurtzman Carson Consultants LLC as Administrative Advisor *Nunc Pro Tunc* to Petition Date [Docket No. 88; filed July 24, 2019]

Response/Objection Deadline: August 7, 2019 at 4:00 p.m. (ET); extended to August 9, 2019 at 4:00 p.m. (ET) for the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”)

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Emerge Energy Services LP (2937), Emerge Energy Services GP LLC (4683), Emerge Energy Services Operating LLC (2511), Superior Silica Sands LLC (9889), and Emerge Energy Services Finance Corporation (9875). The Debtors’ address is 5600 Clearfork Main Street, Suite 400, Fort Worth, Texas 76109.

² **Amended agenda items appear in bold.**

³ The hearing will be before The Honorable Karen B. Owens at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 1, Wilmington, Delaware 19801. Any party who wishes to appear telephonically at such hearing must contact COURTCALL, LLC at 866-582-6878 prior to **12:00 p.m. (noon) (Eastern Time) on Tuesday, August 13, 2019**, to register his/her telephonic appearance in accordance with the *Instructions for Telephonic Appearances Effective January 5, 2005, Revised May 11, 2018*.



Responses/Objections Received:

- A. Informal comment from the Office of the United States Trustee

Related Documents:

- i. Supplemental Declaration of Robert Jordan in Support of Debtors' Application for Order Under 11 U.S.C. §§ 327 and 328, Fed. R. Bankr. P. 2014, and Del. Bankr. L.R. 2014-1 Authorizing Employment and Retention of Kurtzman Carson Consultants LLC as Administrative Advisor *Nunc Pro Tunc* to Petition Date [Docket No. 140; filed August 8, 2019]
- ii. Certification of Counsel Regarding Order Under 11 U.S.C. §§ 327 and 328, Fed. R. Bankr. P. 2014, and Del. Bankr. L.R. 2014-1 Authorizing Employment and Retention of Kurtzman Carson Consultants LLC as Administrative Advisor for Debtors *Nunc Pro Tunc* to Petition Date [Docket No. 141; filed August 9, 2019]
- iii. Order Under 11 U.S.C. §§ 327 and 328, Fed. R. Bankr. P. 2014, and Del. Bankr. L.R. 2014-1 Authorizing Employment and Retention of Kurtzman Carson Consultants LLC as Administrative Advisor for Debtors *Nunc Pro Tunc* to Petition Date [Docket No. 154; filed August 9, 2019]

Status: On August 9, 2019, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.

2. Debtors' Motion for an Administrative Order Under 11 U.S.C. §§ 105(a) and 331, Fed. R. Bankr. P. 2016(a) and Del. Bankr. L.R. 2016-2 Establishing Procedures for Interim Compensation and Reimbursement of Professionals [Docket No. 116; filed July 31, 2019]

Response/Objection Deadline: August 7, 2019 at 4:00 p.m. (ET); extended to August 9, 2019 at 4:00 p.m. (ET) for the U.S. Trustee

Responses/Objections Received:

- A. Informal comment from the Office of the United States Trustee

Related Documents:

- i. Certification of Counsel Regarding Order Under 11 U.S.C. §§ 105(a) and 331, Fed. R. Bankr. P. 2016(a), and Del. Bankr. L.R. 2016-2 Establishing Procedures for Interim Compensation and Reimbursement of Professionals [Docket No. 142; filed August 9, 2019]

- ii. Order Under 11 U.S.C. §§ 105(a) and 331, Fed. R. Bankr. P. 2016(a), and Del. Bankr. L.R. 2016-2 Establishing Procedures for Interim Compensation and Reimbursement of Professionals [Docket No. 155; filed August 9, 2019]

Status: On August 9, 2019, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.

3. Motion of Debtors for Entry of an Order Pursuant to Bankruptcy Rule 3003(c)(3) and Local Rule 2002-1(e) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim (Including for Administrative Expense Claims Arising Under Section 503(b)(9) of the Bankruptcy Code) and Approving the Form and Manner of Notice Thereof [Docket No. 117; filed July 31, 2019]

Response/Objection Deadline: August 7, 2019 at 4:00 p.m. (ET); extended to August 9, 2019 at 4:00 p.m. (ET) for the U.S. Trustee

Responses/Objections Received:

- A. Informal comment from the Office of the United States Trustee

Related Documents:

- i. Certification of Counsel Regarding Order Pursuant to Bankruptcy Rule 3003(c)(3) and Local Rule 2002-1(e) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim (Including for Administrative Expense Claims Arising Under Section 503(b)(9) of the Bankruptcy Code) and Approving the Form and Manner of Notice Thereof [Docket No. 153; filed August 9, 2019]
- ii. Order Pursuant to Bankruptcy Rule 3003(c)(3) and Local Rule 2002-1(e) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim (Including for Administrative Expense Claims Arising Under Section 503(b)(9) of the Bankruptcy Code) and Approving the Form and Manner of Notice Thereof [Docket No. 157; filed August 9, 2019]
- iii. Notice of Deadline for the Filing of Proofs of Claim, Including for Claims Asserted Under Section 503(b)(9) of the Bankruptcy Code [Docket No. 158; filed August 9, 2019]

Status: On August 9, 2019, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.

II. MATTERS FILED UNDER CERTIFICATION:

4. Debtors' Motion for Entry of Orders Under 11 U.S.C. §§ 105(a), 345, 363, 503(b), and 507(a), Fed. R. Bankr. P. 6003 and 6004, and Del. Bankr. L.R. 2015-2 (I) Authorizing Continued Use of Existing Cash Management System, Including

Maintenance of Existing Bank Accounts, Checks, and Business Forms, (II) Authorizing Continuation of Existing Deposit Practices, (III) Approving the Continuation of Intercompany Transactions, and (IV) Granting Administrative Expense Status to Certain Postpetition Intercompany Claims [Docket No. 4; filed July 15, 2019]

Response/Objection Deadline: August 7, 2019 at 4:00 p.m. (ET); extended to August 9, 2019 at 4:00 p.m. (ET) for the U.S. Trustee and the Official Committee of Unsecured Creditors (the “**Committee**”)

Responses/Objections Received:

A. Informal comment from the Office of the United States Trustee and the Committee

Related Documents:

- i. Interim Order Under 11 U.S.C. §§ 105(a), 345, 363, 503(b), and 507(a), Fed. R. Bankr. P. 6003 and 6004, and Del. Bankr. L.R. 2015-2 (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks, and Business Forms, (II) Authorizing Continuation of Existing Deposit Practices, (III) Approving the Continuation of Intercompany Transactions, and (IV) Granting Administrative Expense Status to Certain Postpetition Intercompany Claims [Docket No. 58; filed July 17, 2019]
- ii. Notice of (A) Entry of Interim Order Under 11 U.S.C. §§ 105(a), 345, 363, 503(b), and 507(a), Fed. R. Bankr. P. 6003 and 6004, and Del. Bankr. L.R. 2015-2 (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks, and Business Forms, (II) Authorizing Continuation of Existing Deposit Practices, (III) Approving the Continuation of Intercompany Transactions, and (IV) Granting Administrative Expense Status to Certain Postpetition Intercompany Claims; and (B) Final Hearing Thereon [Docket No. 77; filed July 18, 2019]
- iii. Certification of Counsel Regarding Final Order Under 11 U.S.C. §§ 105(a), 345, 363, 503(b), and 507(a), Fed. R. Bankr. P. 6003 and 6004, and Del. Bankr. L.R. 2015-2 (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks, and Business Forms, (II) Authorizing Continuation of Existing Deposit Practices, (III) Approving the Continuation of Intercompany Transactions, and (IV) Granting Administrative Expense Status to Certain Postpetition Intercompany Claims [Docket No. 166; filed August 12, 2019]
- iv. **Final Order Under 11 U.S.C. §§ 105(a), 345, 363, 503(b), and 507(a), Fed. R. Bankr. P. 6003 and 6004, and Del. Bankr. L.R. 2015-2 (I) Authorizing**

Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks, and Business Forms, (II) Authorizing Continuation of Existing Deposit Practices, (III) Approving the Continuation of Intercompany Transactions; and (IV) Granting Administrative Expense Status to Certain Postpetition Intercompany Claims [Docket No. 187; filed August 13, 2019]

Status: On August 13, 2019, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.

5. Debtors' Motion for Entry of Orders Under 11 U.S.C. §§ 105(a), 363(b) and 363(c) and Fed. R. Bankr. P. 6003 and 6004 Authorizing the Debtors to Continue Their Customer Programs [Docket No. 5; filed July 15, 2019]

Response/Objection Deadline: August 7, 2019 at 4:00 p.m. (ET); extended to August 9, 2019 at 4:00 p.m. (ET) for the U.S. Trustee

Responses/Objections Received:

- A. Informal comment from the Office of the United States Trustee and the Committee

Related Documents:

- i. Interim Order Under 11 U.S.C. §§ 105(a), 363(b) and 363(c) and Fed. R. Bankr. P. 6003 and 6004 Authorizing the Debtors to Continue Their Customer Programs [Docket No. 60; filed July 17, 2019]
- ii. Notice of (A) Entry of Interim Order Under 11 U.S.C. §§ 105(a), 363(b) and 363(c) and Fed. R. Bankr. P. 6003 and 6004 Authorizing the Debtors to Continue Their Customer Programs; and (B) Final Hearing Thereon [Docket No. 73; filed July 18, 2019]
- iii. Certification of Counsel Regarding Final Order Under 11 U.S.C. §§ 105(a), 363(b) and 363(c) and Fed. R. Bankr. P. 6003 and 6004 Authorizing the Debtors to Continue Their Customer Programs [Docket No. 168; filed August 12, 2019]
- iv. **Final Order Under 11 U.S.C. §§ 105(a), 363(b) and 363(c) and Fed. R. Bankr. P. 6003 and 6004 Authorizing the Debtors to Continue Their Customer Programs [Docket No. 189; filed August 13, 2019]**

Status: On August 13, 2019, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.

6. Debtors' Motion for Entry of Orders Under 11 U.S.C. §§ 105(a), 363(b), 507(a)(8), and 541 and Fed. R. Bankr. P. 6003 and 6004 Authorizing Payment of Prepetition Taxes and Fees [Docket No. 6; filed July 15, 2019]

Response/Objection Deadline: August 7, 2019 at 4:00 p.m. (ET); extended to August 9, 2019 at 4:00 p.m. (ET) for the U.S. Trustee

Responses/Objections Received:

- A. Informal comment from the Office of the United States Trustee and the Committee

Related Documents:

- i. Interim Order Under 11 U.S.C. §§ 105(a), 363(b), 507(a)(8), and 541 and Fed. R. Bankr. P. 6003 and 6004 Authorizing Payment of Prepetition Taxes and Fees [Docket No. 61; filed July 17, 2019]
- ii. Notice of (A) Entry of Interim Order Under 11 U.S.C. §§ 105(a), 363(b), 507(a)(8), and 541 and Fed. R. Bankr. P. 6003 and 6004 Authorizing Payment of Prepetition Taxes and Fees; and (B) Final Hearing Thereon [Docket No. 71; filed July 18, 2019]
- iii. Supplement to the Debtors' Motion for Entry of Orders Under 11 U.S.C. §§ 105(a), 363(b), 507(a)(8), and 541 and Fed. R. Bankr. P. 6003 and 6004 Authorizing Payment of Prepetition Taxes and Fees [Docket No. 136; filed August 8, 2019]
- iv. Certification of Counsel Regarding Final Order Under 11 U.S.C. §§ 105(a), 363(b), 507(a)(8), and 541 and Fed. R. Bankr. P. 6003 and 6004 Authorizing Payment of Prepetition Taxes and Fees [Docket No. 173; filed August 12, 2019]
- v. **Final Order Under 11 U.S.C. §§ 105(a), 363(b), 507(a)(8), and 541 and Fed. R. Bankr. P. 6003 and 6004 Authorizing Payment of Prepetition Taxes and Fees [Docket No. 190; filed August 13, 2019]**

Status: **On August 13, 2019, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.**

7. Debtors' Motion for Entry of Orders Under 11 U.S.C. §§ 105(a), 363(b), 506(b), 541, 1107(a), and 1108 and Fed. R. Bankr. P. 6003 (I) Authorizing Debtors to Pay Certain Prepetition Claims of Shippers, Lien Claimants, and Royalty Interest Owners, (II) Confirming Administrative Expense Priority of Undisputed and Outstanding Prepetition Orders, and (III) Granting Related Relief [Docket No. 7; filed July 15, 2019]

Response/Objection Deadline: August 7, 2019 at 4:00 p.m. (ET); extended to August 9, 2019 at 4:00 p.m. (ET) for the U.S. Trustee

Responses/Objections Received:

A. Informal comment from the Office of the United States Trustee and the Committee

Related Documents:

- i. Interim Order Under 11 U.S.C. §§ 105(a), 363(b), 506(b), 541, 1107(a), and 1108 and Fed. R. Bankr. P. 6003 (I) Authorizing Debtors to Pay Certain Prepetition Claims of Shippers, Lien Claimants, and Royalty Interest Owners, (II) Confirming Administrative Expense Priority of Undisputed and Outstanding Prepetition Orders, and (III) Granting Related Relief [Docket No. 62; filed July 17, 2019]
- ii. Notice of (A) Entry of Interim Order Under 11 U.S.C. §§ 105(a), 363(b), 506(b), 541, 1107(a), and 1108 and Fed. R. Bankr. P. 6003 (I) Authorizing Debtors to Pay Certain Prepetition Claims of Shippers, Lien Claimants, and Royalty Interest Owners, (II) Confirming Administrative Expense Priority of Undisputed and Outstanding Prepetition Orders, and (III) Granting Related Relief; and (B) Final Hearing Thereon [Docket No. 74; filed July 18, 2019]
- iii. Certification of Counsel Regarding Final Order Under 11 U.S.C. §§ 105(a), 363(b), 506(b), 541, 1107(a), and 1108 and Fed. R. Bankr. P. 6003 (I) Authorizing Debtors to Pay Certain Prepetition Claims of Shippers, Lien Claimants, and Royalty Interest Owners, (II) Confirming Administrative Expense Priority of Undisputed and Outstanding Prepetition Orders, and (III) Granting Related Relief [Docket No. 171; filed August 12, 2019]
- iv. **Final Order Under 11 U.S.C. §§ 105(a), 363(b), 506(b), 541, 1107(a), and 1108 and Fed. R. Bankr. P. 6003 (I) Authorizing Debtors to Pay Certain Prepetition Claims of Shippers, Lien Claimants, and Royalty Interest Owners, (II) Confirming Administrative Expense Priority of Undisputed and Outstanding Prepetition Orders, and (III) Granting Related Relief [Docket No. 191; filed August 13, 2019]**

Status: **On August 13, 2019, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.**

8. Debtors' Motion for Entry of Orders Under 11 U.S.C. §§ 105(a), 362(d), 363(b), 364(c) and 503(b) Authorizing Debtors to (I) Pay Their Prepetition Insurance Obligations, (II) Pay Their Prepetition Bonding Obligations, (III) Maintain Their Postpetition Insurance Coverage, (IV) Maintain Their Bonding Program, and (V) Maintain Postpetition Financing of Insurance Premiums [Docket No. 8; filed July 15, 2019]

Response/Objection Deadline: August 7, 2019 at 4:00 p.m. (ET); extended to August 9, 2019 at 4:00 p.m. (ET) for the U.S. Trustee

Responses/Objections Received:

- A. Informal comment from the Office of the United States Trustee and the Committee

Related Documents:

- i. Interim Order Under 11 U.S.C. §§ 105(a), 362(d), 363(b), 364(c) and 503(b) Authorizing Debtors to (I) Pay Their Prepetition Insurance Obligations, (II) Pay Their Prepetition Bonding Obligations, (III) Maintain Their Postpetition Insurance Coverage, (IV) Maintain Their Bonding Program, and (V) Maintain Postpetition Financing of Insurance Premiums [Docket No. 63; filed July 17, 2019]
- ii. Notice of (A) Entry of Interim Order Under 11 U.S.C. §§ 105(a), 362(d), 363(b), 364(c) and 503(b) Authorizing Debtors to (I) Pay Their Prepetition Insurance Obligations, (II) Pay Their Prepetition Bonding Obligations, (III) Maintain Their Postpetition Insurance Coverage, (IV) Maintain Their Bonding Program, and (V) Maintain Postpetition Financing of Insurance Premiums; and (B) Final Hearing Thereon [Docket No. 72; filed July 18, 2019]
- iii. Certification of Counsel Regarding Final Order Under 11 U.S.C. §§ 105(a), 362(d), 363(b), 364(c) and 503(b) Authorizing Debtors to (I) Pay Their Prepetition Insurance Obligations, (II) Pay Their Prepetition Bonding Obligations, (III) Maintain Their Postpetition Insurance Coverage, (IV) Maintain Their Bonding Program, and (V) Maintain Postpetition Financing of Insurance Premiums [Docket No. 170; filed August 12, 2019]
- iv. **Final Order Under 11 U.S.C. §§ 105(a), 362(d), 363(b), 364(c) and 503(b) Authorizing Debtors to (I) Pay Their Prepetition Insurance Obligations, (II) Pay Their Prepetition Bonding Obligations, (III) Maintain Their Postpetition Insurance Coverage, (IV) Maintain Their Bonding Program, and (V) Maintain Postpetition Financing of Insurance Premiums [Docket No. 192; filed August 13, 2019]**

Status: **On August 13, 2019, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.**

9. Debtors' First Omnibus Motion for Entry of an Order Authorizing the Debtors to (I) Reject Certain Executory Contracts and Unexpired Leases *Nunc Pro Tunc* to the Petition Date and (II) Abandon any Remaining Personal Property in Connection Therewith [Docket No. 10; filed July 16, 2019]

Response/Objection Deadline: July 30, 2019 at 4:00 p.m. (ET); extended to August 9, 2019 at 4:00 p.m. (ET) for the U.S. Trustee

Responses/Objections Received:

- A. Tidewater's Objection to Debtors' Motions for Entry of an Order Authorizing the Debtors to (1) Reject Certain Railcar Lease Agreements *Nunc Pro Tunc* to the Petition Date, and Enter into Proposed New Railcar Lease Agreements Effective as of the Petition Date; and (2) Reject Certain Executory Contracts and Unexpired Leases *Nunc Pro Tunc* to the Petition Date and Abandon any Personal Property in Connection Therewith [Docket No. 110; filed July 30, 2019]
- B. Informal comment from Wells Fargo Rail Company
- C. **Informal comment from Iron Mountain Trap Rock Company, as successor in interest to Fred Weber, Inc.**

Related Documents:

- i. Notice of Motion and Hearing [Docket No. 46; filed July 16, 2019]
- ii. Notice of Withdrawal of Tidewater's Objection to Debtors' Motions for Entry of an Order Authorizing the Debtors to (1) Reject Certain Railcar Lease Agreements *Nunc Pro Tunc* to the Petition Date, and Enter into Proposed New Railcar Lease Agreements Effective as of the Petition Date; and (2) Reject Certain Executory Contracts and Unexpired Leases *Nunc Pro Tunc* to the Petition Date and Abandon any Personal Property in Connection Therewith [Docket No. 161; filed August 9, 2019]
- iii. Certification of Counsel Regarding Order Authorizing the Debtors to (I) Reject Certain Executory Contracts and Unexpired Leases *Nunc Pro Tunc* to the Petition Date and (II) Abandon any Remaining Personal Property in Connection Therewith [Docket No. 176; filed August 12, 2019]
- iv. Notice of Withdrawal [Docket No. 184; filed August 12, 2019]
- v. Certification of Counsel Regarding Order Authorizing the Debtors to (I) Reject Certain Executory Contracts and Unexpired Leases *Nunc Pro Tunc* to the Petition Date and (II) Abandon any Remaining Personal Property in Connection Therewith [Docket No. 185; filed August 12, 2019]
- vi. **Notice of Withdrawal [Docket No. 201; filed August 13, 2019]**
- vii. **Certification of Counsel Regarding Order Authorizing the Debtors to (I) Reject Certain Executory Contracts and Unexpired Leases *Nunc Pro Tunc* to the Petition Date and (II) Abandon Any Remaining Personal**

Property in Connection Therewith [Docket No. 202; filed August 13, 2019]

Status: On August 13, 2019, the Debtors filed a proposed form of final order under certification of counsel in connection with this matter. Accordingly a hearing with respect to this matter is only required to the extent that the Court has any questions or concerns.

10. Debtors' Motion for Entry of Orders Under 11 U.S.C. §§ 105(a), 362(d), 363(b), 507(a), 541, 553, 1107(a), and 1108 and Fed. R. Bankr. P. 6003 (I) Authorizing (A) Payment of Prepetition Workforce Obligations and (B) Continuation of Workforce Programs on Postpetition Basis, (II) Authorizing Payment of Payroll-Related Taxes, (III) Confirming the Debtors' Authority to Transmit Payroll Deductions, (IV) Authorizing Payment of Prepetition Claims Owing to Administrators, and (V) Directing Banks to Honor Prepetition Checks and Fund Transfers for Authorized Payments [Docket No. 11; filed July 16, 2019]

Response/Objection Deadline: August 7, 2019 at 4:00 p.m. (ET); extended to August 9, 2019 at 4:00 p.m. (ET) for the U.S. Trustee and the Committee

Responses/Objections Received:

- A. Informal comment from the Office of the United States Trustee and the Committee

Related Documents:

- i. Interim Order (I) Authorizing (A) Payment of Prepetition Workforce Obligations and (B) Continuation of Workforce Programs on Postpetition Basis, (II) Authorizing Payment of Payroll-Related Taxes, (III) Confirming the Debtors' Authority to Transmit Payroll Deductions, (IV) Authorizing Payment of Prepetition Claims Owing to Administrators, and (V) Directing Banks to Honor Prepetition Checks and Fund Transfers for Authorized Payments [Docket No. 59; filed July 17, 2019]
- ii. Notice of (A) Entry of Interim Order (I) Authorizing (A) Payment of Prepetition Workforce Obligations and (B) Continuation of Workforce Programs on Postpetition Basis, (II) Authorizing Payment of Payroll-Related Taxes, (III) Confirming the Debtors' Authority to Transmit Payroll Deductions, (IV) Authorizing Payment of Prepetition Claims Owing to Administrators, and (V) Directing Banks to Honor Prepetition Checks and Fund Transfers for Authorized Payments; and (B) Final Hearing Thereon [Docket No. 76; filed July 18, 2019]
- iii. Certification of Counsel Regarding Final Order (I) Authorizing (A) Payment of Prepetition Workforce Obligations and (B) Continuation of Workforce Programs on Postpetition Basis, (II) Authorizing Payment of Payroll-Related

Taxes, (III) Confirming the Debtors' Authority to Transmit Payroll Deductions, (IV) Authorizing Payment of Prepetition Claims Owing to Administrators, and (V) Directing Banks to Honor Prepetition Checks and Fund Transfers for Authorized Payments [Docket No. 172; filed August 12, 2019]

- iv. **Final Order (I) Authorizing (A) Payment of Prepetition Workforce Obligations and (B) Continuation of Workforce Programs on Postpetition Basis, (II) Authorizing Payment of Payroll-Related Taxes, (III) Confirming the Debtors' Authority to Transmit Payroll Deductions, (IV) Authorizing Payment of Prepetition Claims Owing to Administrators, and (V) Directing Banks to Honor Prepetition Checks and Fund Transfers for Authorized Payments [Docket No. 193; filed August 13, 2019]**

Status: On August 13, 2019, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.

11. Debtors' Motion for Entry of Orders Under 11 U.S.C. §§ 105(a) and 366 (I) Prohibiting Utility Companies from Altering or Discontinuing Service on Account of Prepetition Invoices, (II) Approving Deposit as Adequate Assurance of Payment, and (III) Establishing Procedures for Resolving Requests by Utility Companies for Additional Assurance of Payment [Docket No. 13; filed July 16, 2019]

Response/Objection Deadline: August 7, 2019 at 4:00 p.m. (ET); extended to August 9, 2019 at 4:00 p.m. (ET) for the U.S. Trustee

Responses/Objections Received:

- A. Informal comment from Waste Management
- B. Informal comment from the Office of the United States Trustee
- C. Informal comment from Synergy Community Cooperative Inc.
- D. Informal comment from Marabou Energy Management, LLC
- E. Informal comment from Marabou Superior Pipeline, LLC

Related Documents:

- i. Interim Order Under 11 U.S.C. §§ 105(a) and 366 (I) Prohibiting Utility Companies from Altering or Discontinuing Service on Account of Prepetition Invoices, (II) Approving Deposit as Adequate Assurance of Payment, and (III) Establishing Procedures for Resolving Requests by Utility Companies for Additional Assurance of Payment [Docket No. 57; filed July 17, 2019]

- ii. Notice of (A) Entry of Interim Order Under 11 U.S.C. §§ 105(a) and 366 (I) Prohibiting Utility Companies from Altering or Discontinuing Service on Account of Prepetition Invoices, (II) Approving Deposit as Adequate Assurance of Payment, and (III) Establishing Procedures for Resolving Requests by Utility Companies for Additional Assurance of Payment; and (B) Final Hearing Thereon [Docket No. 75; filed July 18, 2019]
- iii. Certification of Counsel Regarding Final Order Under 11 U.S.C. §§ 105(a) and 366 (I) Prohibiting Utility Companies from Altering or Discontinuing Service on Account of Prepetition Invoices, (II) Approving Deposit as Adequate Assurance of Payment, and (III) Establishing Procedures for Resolving Requests by Utility Companies for Additional Assurance of Payment [Docket No. 169; filed August 12, 2019]
- iv. **Final Order Under 11 U.S.C. §§ 105(a) and 366 (I) Prohibiting Utility Companies from Altering or Discontinuing Service on Account of Prepetition Invoices, (II) Approving Deposit as Adequate Assurance of Payment, and (III) Establishing Procedures for Resolving Requests by Utility Companies for Additional Assurance of Payment [Docket No. 195; filed August 13, 2019]**

Status: On August 13, 2019, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.

12. Debtors' Motion for an Order Authorizing the Employment and Payment of Professionals Utilized in Ordinary Course of Business [Docket No. 86; filed July 24, 2019]

Response/Objection Deadline: August 7, 2019 at 4:00 p.m. (ET); extended to August 9, 2019 at 4:00 p.m. (ET) for the U.S. Trustee

Responses/Objections Received:

- A. Informal comment from the Office of the United States Trustee

Related Documents:

- i. Certification of Counsel Regarding Order Authorizing Employment and Payment of Professionals Utilized in Ordinary Course of Business [Docket No. 167; filed August 12, 2019]
- ii. **Order Authorizing Employment and Payment of Professionals Utilized in Ordinary Course of Business [Docket No. 196; filed August 13, 2019]**

Status: On August 13, 2019, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.

13. Debtors' Motion for Entry of Order Under 11 U.S.C. §§ 105(a), 363(b), 503(b)(9), 1107(a), and 1108 and Fed. R. Bankr. P. 6003 (I) Authorizing Payment of Prepetition Claims of the Critical Vendors; (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers; and (III) Granting Related Relief [Docket No. 87; filed July 24, 2019]

Response/Objection Deadline: August 7, 2019 at 4:00 p.m. (ET); extended to August 9, 2019 at 4:00 p.m. (ET) for the U.S. Trustee

Responses/Objections Received:

- A. Informal comment from the Office of the United States Trustee and the Committee

Related Documents:

- i. Certification of Counsel Regarding Order Under 11 U.S.C. §§ 105(a), 363(b), 503(b)(9), 1107(a), and 1108 and Fed. R. Bankr. P. 6003 (I) Authorizing Payment of Prepetition Claims of the Critical Vendors; (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers; and (III) Granting Related Relief [Docket No. 175; filed August 12, 2019]
- ii. **Order Under 11 U.S.C. §§ 105(a), 363(b), 503(b)(9), 1107(a), and 1108 and Fed. R. Bankr. P. 6003 (I) Authorizing Payment of Prepetition Claims of the Critical Vendors; (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers; and (III) Granting Related Relief [Docket No. 197; filed August 13, 2019]**

Status: **On August 13, 2019, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.**

14. Application of Debtors to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors Pursuant to Section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Rule 2014-1, *Nunc Pro Tunc* to the Petition Date [Docket No. 91; filed July 24, 2019]

Response/Objection Deadline: August 7, 2019 at 4:00 p.m. (ET); extended to August 9, 2019 at 4:00 p.m. (ET) for the U.S. Trustee

Responses/Objections Received:

- A. Informal comment from the Office of the United States Trustee

Related Documents:

- i. Supplemental Declaration of Bryan M. Gaston in Support of the Application of Debtors to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors Pursuant to Section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Rule 2014-1, *Nunc Pro Tunc* to the Petition Date [Docket No. 163; filed August 12, 2019]
- ii. Certification of Counsel Regarding Order Authorizing Debtors to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors Pursuant to Section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Rule 2014-1, *Nunc Pro Tunc* to the Petition Date [Docket No. 164; filed August 12, 2019]
- iii. **Order Authorizing the Debtors to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors Pursuant to Section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Rule 2014-1, *Nunc Pro Tunc* to the Petition Date [Docket No. 198; filed August 13, 2019]**

Status: **On August 13, 2019, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.**

III. MATTERS GOING FORWARD:

15. Debtors' Omnibus Motion for Entry of an Order Authorizing the Debtors to (I) Reject Certain Railcar Lease Agreements *Nunc Pro Tunc* to the Petition Date, and (II) Enter into Proposed New Railcar Lease Agreements Effective as of the Petition Date [Docket No. 9, filed July 16, 2019]

Response/Objection Deadline: July 30, 2019 at 4:00 p.m. (ET); extended to August 9, 2019 at 4:00 p.m. (ET) for the U.S. Trustee; extended to August 12, 2019 at 5:00 p.m. for the Committee

Responses/Objections Received:

- A. Tidewater's Objection to Debtors' Motions for Entry of an Order Authorizing the Debtors to (1) Reject Certain Railcar Lease Agreements *Nunc Pro Tunc* to the Petition Date, and Enter into Proposed New Railcar Lease Agreements Effective as of the Petition Date; and (2) Reject Certain Executory Contracts and Unexpired Leases *Nunc Pro Tunc* to the Petition Date and Abandon any Personal Property in Connection Therewith [Docket No. 110; filed July 30, 2019]

- B. Objection to the Official Committee of Unsecured Creditors to Debtors' Omnibus Motion for Entry of an Order Authorizing the Debtors to (I) Reject Certain Railcar Lease Agreements *Nunc Pro Tunc* to the Petition Date, and (II) Enter into Proposed New Railcar Lease Agreements Effective as of the Petition Date (SEALED) [Docket No. 180; filed August 12, 2019]
- C. Objection to the Official Committee of Unsecured Creditors to Debtors' Omnibus Motion for Entry of an Order Authorizing the Debtors to (I) Reject Certain Railcar Lease Agreements *Nunc Pro Tunc* to the Petition Date, and (II) Enter into Proposed New Railcar Lease Agreements Effective as of the Petition Date (REDACTED) [Docket No. 181; filed August 12, 2019]
- D. **Informal comment from the Office of the United States Trustee**

Related Documents:

- i. Notice of Motion and Hearing [Docket No. 45; filed July 16, 2019]
- ii. Notice of Withdrawal of Tidewater's Objection to Debtors' Motions for Entry of an Order Authorizing the Debtors to (1) Reject Certain Railcar Lease Agreements *Nunc Pro Tunc* to the Petition Date, and Enter into Proposed New Railcar Lease Agreements Effective as of the Petition Date; and (2) Reject Certain Executory Contracts and Unexpired Leases *Nunc Pro Tunc* to the Petition Date and Abandon any Personal Property in Connection Therewith [Docket No. 161; filed August 9, 2019]
- iii. Motion for Entry of an Order Authorizing the Official Committee of Unsecured Creditors to File Under Seal the Objection of the Official Committee of Unsecured Creditors to Debtors' Omnibus Motion for Entry of an Order Authorizing the Debtors to (I) Reject Certain Railcar Lease Agreements *Nunc Pro Tunc* to the Petition Date, and (II) Enter into Proposed New Railcar Lease Agreements Effective as of the Petition Date [Docket No. 182; filed August 12, 2019]

Status: The Debtors have resolved the objection from Tidewater in connection with this matter. **The Debtors have resolved the objection from the Committee by revising the proposed form of order with respect to this matter. The Debtors intend to present such revised order reflecting such resolutions at the hearing. The informal comment of the U.S. Trustee remains unresolved. The Debtors may file a declaration in support of this motion prior to the Hearing.** The hearing on this matter will go forward.

- 16. Debtors' Motion (I) Pursuant to 11 U.S.C. §§ 105, 361, 362, 363 and 364 Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing, (B) Grant Liens and Superpriority Administrative Expense Status, (C) Use Cash Collateral of Prepetition Secured Parties and (D) Grant Adequate Protection to Prepetition Secured Parties; (II) Scheduling a Final Hearing

Pursuant to Bankruptcy Rules 4001(b) and 4001(c); and (III) Granting Related Relief [Docket No. 20; filed July 16, 2019]

Response/Objection Deadline: August 7, 2019 at 4:00 p.m. (ET); extended to August 9, 2019 at 4:00 p.m. (ET) for the U.S. Trustee; extended to August 12, 2019 at 5:00 p.m. (ET) for the Committee

Responses/Objections Received:

- A. The Texas Taxing Authorities' Objection to the Debtors' Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Certain Protections to Prepetition Secured Parties, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief [Docket No. 93; filed July 25, 2019]
- B. Limited Objection of Pownall Services LLC to Debtors' Motion (I) Pursuant to 11 U.S.C. §§ 105, 361, 362, 363 and 364 Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing, (B) Grant Liens and Superpriority Administrative Expense Status, (C) Use Cash Collateral of Prepetition Secured Parties and (D) Grant Adequate Protection to Prepetition Secured Parties; (II) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and 4001(c); and (III) Granting Related Relief [Docket No. 132; filed August 7, 2019]
- C. Combined Objection of Market and Johnson, Inc., Stout Excavating Group LLC, and A-1 Excavating, Inc. to Debtors' Motion (I) Pursuant to 11 U.S.C. §§ 105, 361, 362, 363 and 364 Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing, (B) Grant Liens and Superpriority Expense Status, (C) Use Cash Collateral of Prepetition Secured Parties and (D) Grant Adequate Protection to Prepetition Secured Parties; (II) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and 4001(c); and (III) Granting Related Relief [Docket No. 134; filed August 7, 2019]
- D. Objection of the Official Committee of Unsecured Creditors to Debtors' Motion (I) Pursuant to 11 U.S.C. §§ 105, 361, 362, 363 and 364 Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing, (B) Grant Liens and Superpriority Expense Status, (C) Use Cash Collateral of Prepetition Secured Parties and (D) Grant Adequate Protection to Prepetition Secured Parties; (II) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and 4001(c); and (III) Granting Related Relief [Docket No. 162; filed August 10, 2019]
- E. Informal comment from the Office of the United States Trustee

Related Documents:

- i. Declaration of Adam Dunayer in Support of Motion (I) Pursuant to 11 U.S.C. §§ 105, 361, 362, 363 and 364 Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing, (B) Grant Liens and Superpriority Administrative Expense Status, (C) Use Cash Collateral of Prepetition Secured Parties and (D) Grant Adequate Protection to Prepetition Secured Parties; (II) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and 4001(c); and (III) Granting Related Relief [Docket No. 21; filed July 16, 2019]
- ii. Declaration of Bryan M. Gaston in Support of Motion (I) Pursuant to 11 U.S.C. §§ 105, 361, 362, 363 and 364 Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing, (B) Grant Liens and Superpriority Administrative Expense Status, (C) Use Cash Collateral of Prepetition Secured Parties and (D) Grant Adequate Protection to Prepetition Secured Parties; (II) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and 4001(c); and (III) Granting Related Relief [Docket No. 22; filed July 16, 2019]
- iii. Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Certain Protections to Prepetition Secured Parties, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief [Docket No. 64; filed July 17, 2019]
- iv. Notice of (A) Entry of Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Certain Protections to Prepetition Secured Parties, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief; and (B) Final Hearing Thereon [Docket No. 78; filed July 18, 2019]
- v. Notice of Withdrawal of the Texas Taxing Authorities' Objection to the Debtors' Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Certain Protections to Prepetition Secured Parties, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief [Docket No. 165; filed August 12, 2019]
- vi. Notice of Filing of Proposed Form of Final DIP Order [Docket No. 177; filed August 12, 2019]

Status: **The Debtors have reached agreements in principle resolving the objection filed by the Committee and the objection filed by Market and Johnson, Inc., Stout Excavating Group LLC, and A-1 Excavating, Inc. with respect to this matter. The objection filed by Pownall Services LLC and the objection filed by the Texas Taxing Authorities have been resolved. The Debtors intend to present a revised proposed form of order reflecting such resolutions at the hearing. The informal comment from the U.S. Trustee has not been resolved.**

17. Debtors' Application for the Entry of an Order Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code (A) Authorizing the Employment and Retention of Houlihan Lokey Capital, Inc. as Financial Advisor and Investment Banker to the Debtors, *Nunc Pro Tunc* to the Petition Date, (B) Waiving Certain Time-Keeping Requirements Pursuant to Local Rule 2016-2(h) and (C) Granting Related Relief [Docket No. 89; filed July 24, 2019]

Response/Objection Deadline: August 7, 2019 at 4:00 p.m. (ET); extended to August 9, 2019 at 4:00 p.m. (ET) for the U.S. Trustee; extended to August 12, 2019 at 12:00 p.m. (ET) for the Committee

Responses/Objections Received:

- A. Informal comment from the Office of the United States Trustee
- B. **Informal comment from the Committee**

Related Documents:

- i. Reservation of Rights of the Official Committee of Unsecured Creditors to Debtors' Regarding Debtors' Application for the Entry of an Order Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code (A) Authorizing the Employment and Retention of Houlihan Lokey Capital, Inc. as Financial Advisor and Investment Banker to the Debtors, *Nunc Pro Tunc* to the Petition Date, (B) Waiving Certain Time-Keeping Requirements Pursuant to Local Rule 2016-2(h) and (C) Granting Related Relief [Docket No. 174; filed August 12, 2019]

Status: **The Debtors are working to resolve the informal comment from the U.S. Trustee prior to the hearing.** The hearing on this matter will go forward.

18. Debtors' Motion to Retain Ankura Consulting Group, LLC, *Nunc Pro Tunc* to the Petition Date, to Provide the Debtors with a Chief Restructuring Officer, Restructuring Officer, and Additional Personnel [Docket No. 90; filed July 24, 2019]

Response/Objection Deadline: August 7, 2019 at 4:00 p.m. (ET); extended to August 9, 2019 at 4:00 p.m. (ET) for the U.S. Trustee and the Committee

Responses/Objections Received:

- A. Informal comment from the Office of the United States Trustee

Related Documents:

- i. **Supplemental Declaration of Bryan M. Gatson in Support of Debtors' Motion to Employ and Retain Ankura Consulting Group, LLC, *Nunc Pro***

***Tunc* to the Petition Date, to Provide the Debtors with a Chief Restructuring Officer, Restructuring Officer, and Additional Personnel [Docket No. 188; filed August 13, 2019]**

- ii. **Certification of Counsel Regarding Order Authorizing the Debtors to Retain Ankura Consulting Group, LLC, *Nunc Pro Tunc* to the Petition Date, to Provide the Debtors with a Chief Restructuring Officer, Restructuring Officer, and Additional Personnel [Docket No. 194; filed August 13, 2019]**
- iii. **Order Authorizing the Debtors to Retain Ankura Consulting Group, LLC, *Nunc Pro Tunc* to the Petition Date, to Provide the Debtors with a Chief Restructuring Officer, Restructuring Officer, and Additional Personnel [Docket No. 200; filed August 13, 2019]**

Status: On August 13, 2019, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.

Dated: August 14, 2019
Wilmington, Delaware

/s/ Travis J. Cuomo

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