

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re: : Chapter 11  
: :  
EMERGE ENERGY SERVICES LP, *et al.*,<sup>1</sup> : Case No. 19-11563 (KBO)  
: :  
Debtors. : Jointly Administered  
: :  
: Re: Docket No. 89  
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**SUPPLEMENTAL DECLARATION OF ADAM DUNAYER IN SUPPORT OF  
APPLICATION OF THE DEBTORS 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**

I, Adam Dunayer, declare as follows:

1. I am familiar with the matters set forth herein and, if called as a witness, I could and would testify thereto. Unless otherwise defined, all capitalized terms used herein have the meanings ascribed to them in the Application.

2. I am a Managing Director of Houlihan Lokey Capital, Inc. (“**Houlihan Lokey**”) and am duly authorized to execute this supplemental declaration (the “**Supplemental Declaration**”) on behalf of Houlihan Lokey.

3. I submit this Supplemental Declaration to supplement my original declaration (the “**Original Declaration**”) in support of the *Application of the Debtors for the Entry of an Order*

<sup>1</sup> 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.



*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] (the “**Application**”).*<sup>2</sup> This Supplemental Declaration seeks to clarify certain facts regarding Houlihan Lokey’s engagement by the Debtors and certain language in the Original Declaration.

4. This Supplemental Declaration seeks to clarify certain language in the Original Declaration. Paragraph 8(a) of the Original Declaration states as follows:

From time to time, Houlihan Lokey’s Financial Restructuring Group, which is providing the services in this case, has provided services, and likely will continue to provide services to certain attorneys, other professionals, creditors (including lenders) and/or security holders of the Debtors and various other parties, some of whom may be providing services to, or may be adverse to, or may be otherwise connected to, the Debtors, in each case in matters unrelated to these Chapter 11 Cases.

Subparagraph (a) is hereby revised as follows:

From time to time, Houlihan Lokey Capital, Inc. and its affiliates, which are providing the services in these cases through Houlihan Lokey’s Financial Restructuring Group, have provided services, and likely will continue to provide services to certain attorneys, other professionals, creditors (including lenders) and/or security holders of the Debtors and various other parties, some of whom may be providing services to, or may be adverse to, or may be otherwise connected to, the Debtors, in each case in matters unrelated to these Chapter 11 Cases and unrelated to these Debtors.

By way of further clarification, Houlihan Lokey’s Financial Restructuring Group is a business unit of Houlihan Lokey Capital, Inc.

5. This Supplemental Declaration also seeks to clarify Paragraph 8(b) of the Original Declaration. Houlihan Lokey, Inc. is the direct parent of Houlihan Lokey Capital, Inc. and the

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<sup>2</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

term “Houlihan Lokey Group,” as used in the Original Declaration and this Supplemental Declaration includes all of the affiliates of Houlihan Lokey, Inc. and all of the affiliates of Houlihan Lokey Capital, Inc. Additionally, Paragraph 8(b) states in part as follows:

In the ordinary course of business, investment funds affiliated with the Houlihan Lokey Group and certain of the Houlihan Lokey Group’s employees, as well as investment funds in which such employees may have financial interests, but over whose investment decisions such employees have no input or control, may acquire, hold or sell, long or short positions, or trade or otherwise effect transactions, in debt, equity, and other securities and financial instruments (including bank loans and other obligations) of, or investments in, the Debtors or other parties that may have an interest in these Chapter 11 Cases or have other relationships with such parties. With respect to any such securities, financial instruments, and/or investments, all rights in respect of such securities, financial instruments, and investments, including any voting rights, will be exercised by the holder of the rights, in its sole discretion. Moreover, the Houlihan Lokey employees who are working on these Chapter 11 Cases are subject to compliance mechanisms and policies and procedures designed to prevent confidential, non-public information from being improperly shared.

By way of further clarification, no employees of Houlihan Lokey, Inc. nor Houlihan Lokey Capital Inc. or any of its affiliates own shares in the Debtors. In fact, the Debtors were added to the restricted list on November 6, 2018, prior to the date of Houlihan Lokey’s current engagement, and thus preventing employees from purchasing stock of the Debtors as of that date. Additionally, the phrase “but over whose investment decisions such employees have no control” in Paragraph 8(b) is intended to apply both to (a) investment funds affiliated with the Houlihan Lokey Group and certain of the Houlihan Lokey Group’s employees and (b) investment funds in which such employees may have financial interests. Houlihan Lokey does not have input or control over the investment decisions of the affiliated investment funds referenced in clause (a) of the previous sentence.

6. Houlihan Lokey further clarifies Paragraph 8(f) of the Original Declaration to state that Houlihan Lokey is not advising any of the Debtors’ creditors with respect to matters involving

the Debtors. Additionally, Houlihan Lokey has similarly not supplied, nor will supply materials relating to the Debtors or the Debtors' creditors without the Debtors' consent.

7. Paragraph 11, subsection (iii) of the Original Declaration states that, to the best of my knowledge, other than as disclosed in the Original Declaration, neither Houlihan Lokey nor any of its professionals or employees participating in or connected with Houlihan Lokey's engagement by the Debtor "has advised any Interested Party, except for the Debtors, in connection with these Chapter 11 Cases." Subparagraph (iii) is hereby restated as follows: "(iii) has advised any Interested Party, except for the Debtors, in connection with these Chapter 11 Cases or the Debtors."

8. This Supplemental Declaration also seeks to clarify Paragraph 10 of the Original Declaration, which states that Schedule 2, attached thereto, details the connections check performed by Houlihan Lokey and identifies any connections discovered through such investigation that members of the Houlihan Lokey Group have with any Interested Parties in these Chapter 11 Cases (as described in Paragraph 10 of the Original Declaration, the "Connections Check"). By way of further clarification, Schedule 2 includes two annexes, of which Annex A identifies the parties in interest that were checked against Houlihan Lokey's client database, and Annex B identifies the matches that resulted from the Connections Check where the parties in interest were either a Houlihan Lokey client or the subject party of a Houlihan Lokey engagement (by way of example, in engagements where Houlihan Lokey is engaged by: (i) an ad hoc committee of creditors or equity holders, whether in- or out-of-court, or (ii) by an official committee of creditors or equity holders, the borrower or debtor would be the subject party of such engagement).

9. To further clarify Schedule 2, Annex B attached to the Original Declaration, the parties under heading “Board Membership” and Houlihan Lokey, Inc. were inadvertently included in the results of the Connections Check.

10. Additionally, Schedule 2, Annex B was a list of Interested Parties to which Houlihan Lokey has provided, and could reasonably be expected to continue to provide, services unrelated to the Debtors’ Chapter 11 Cases. The list included, among other parties, HPS Investment Partners, LLC (“**HPS**”), Insight Equity Management Company LLC (“**Insight**”) and PNC Bank, National Association (“**PNC**”). With respect to prior engagements for HPS, Insight, and PNC, Houlihan Lokey’s revenue received on account of any such engagement for any one of the previous three years did not exceed one percent (1%) of Houlihan Lokey’s annual revenue in any such year.

11. In addition, Houlihan Lokey U.S. officers were sent a survey that asked generally: (i) whether such professionals have or had within the past 3 years, or if such professionals were aware of Houlihan Lokey Capital, Inc., or any of its employees or affiliates having or having had within the past 3 years, any actual or potential business or other relationships with any of the Debtors, and (ii) whether such professionals were aware of the Debtors being, currently or in the past 3 years, a party-in-interest in any engagement. No incremental connections were identified to me as a result of the survey. Further, Houlihan Lokey inquired with Debtors’ management as to situations, currently or within the past 3 years, where the Debtors were a party-in-interest and experienced an adverse outcome. Debtors’ management provided additional counterparty names that were researched in an incremental Connections Check. Based on those surveys, the Debtors’ management inquiry and the Connections Checks, to the best of my knowledge and belief, I, the Houlihan Lokey Group, our professionals or employees participating in or connected with

Houlihan Lokey's engagement with the Debtors are disinterested and all known connections to Interested Parties, including the Debtors, have been disclosed. A revised version of Schedule 2, Annex A and Annex B, is attached hereto as Exhibit 2, as a redline to the original Schedule 2 for the incremental parties in interest.

12. I continue to reserve the right to supplement Houlihan's disclosures in the event that Houlihan learns of any additional connections that require disclosure. If any new material, relevant facts, or relationships are discovered or arise, Houlihan will promptly file another supplemental declaration pursuant to Rule 2014 of the Federal Rules of Bankruptcy Procedure.

13. Houlihan Lokey did not receive a retainer in connection with its engagement in these Chapter 11 Cases.

14. An accounting summary of payments made to Houlihan Lokey in the 90 days prior to the Petition Date is attached hereto as Exhibit 1.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: September 12, 2019

/s/ Adam Dunayer

Adam Dunayer  
Managing Director

**EXHIBIT 1**

**Accounting Summary of Payments**



Client	Date of Retainer	Date of Invoice	Invoice Number	Invoice Period	Amount Invoiced	Professional Fees	Out of Pocket Expenses	check	Cash Received	Pmt. Date	Balance Due
Emerge Energy Services cl#63161 cs#87452	12/31/2018	4/29/2019	32834	4/30/19-5/30/19	\$ 126,495.55	\$ 125,000.00	\$ 1,495.55	-	\$ 126,495.55	5/3/2019	\$ -
Emerge Energy Services cl#63161 cs#87452	12/31/2018	5/29/2019	33036	5/31/19-6/29/19	\$ 126,227.79	\$ 125,000.00	\$ 1,227.79	-	\$ 126,227.79	5/31/2019	\$ -
Emerge Energy Services cl#63161 cs#87452	12/31/2018	6/20/2019	33226	6/30/19-7/30/19	\$ 129,817.85	\$ 125,000.00	\$ 4,817.85	-	\$ 129,817.85	6/21/2019	\$ -

**EXHIBIT 2**

**Schedule 2, Annex A and Annex B**

**SCHEDULE 2 - ANNEX A**

1. **Debtors and Affiliated Entities**

Emerge Energy Services LP  
Emerge Energy Services Operating LLC  
Superior Silica Sands LLC  
Emerge Energy Services Finance Corporation  
Emerge Energy Services GP LLC  
Emerge Energy Services Holdings LLC  
Insight Equity Management Company LLC  
AEC Resources LLC  
Superior Silica Resources LLC

2. **Debtors' Previous Names and Previously Owned Entities**

Allied Energy Company LLC  
Allied Renewable Energy, LLC  
Direct Fuels, LLC  
Emerge Energy Distributors Inc.

3. **Debtors' Restructuring Professionals**

Latham & Watkins LLP  
~~Houlihan-Lokey, Inc.~~  
KCC

Ankura Consulting Group, LLC  
Richards, Layton & Finger, P.A.

4. **Debtors' Ordinary Course Professionals**

A.T. Tax Advisory  
Jackson Walker

Shook Hardy & Bacon  
Opportune LLP

5. **Letter of Credit Issuers**

PNC Bank, National Association

6. **Major Secured Lenders (Including Current and Former Administrative Agents)**

PNC Bank, National Association  
HPS Investment Partners, LLC  
Mezzanine Management III, LLC  
MPIII Offshore Mezzanine Investments,  
L.P.  
AP Mezzanine Partners III, L.P.  
OC II LVS III LP  
OHA-CDP ESCF, L.P.  
OHA BCSS SSD, L.P.

OHA MPS SSD, L.P.  
The Coca-Cola Company Master Retirement  
Trust  
OHA Enhanced Credit Strategies GenPar,  
LLC  
Future Fund Board of Guardians  
Indiana Public Retirement System  
Lerner Enterprises, LLC  
OCA OHA Credit Fund LLC

PIMCO  
Oakhill  
OHA Centre Street Partnership, L.P.  
Oregon Public Employees Retirement Fund  
OHA AD Customized Credit Fund  
(International) BL I, L.P.

Master SIF SICA V-SIF  
Finlandia Credit Fund, L.P.  
US Bank National Association

7. **Other Secured Creditors and Parties Who Have Filed Liens**

Bollenbach Concrete, Inc.  
Capital Plumbing, LP  
EnDeCo Engineers, Inc.  
Engineered Software Products, Inc.  
Market & Johnson, Inc.  
B&B Electric Inc.  
Airing Equipment Company Inc.  
ASA  
Cahill Gordon & Reindel LLP  
Barron Electric Cooperative  
FABCO Equipment Inc.  
First National Bank Mahanomen Twin Valley  
John Deere Credit  
John Deere Financial  
Kinetic Leasing, Inc.  
Ascentium Capital LLC  
Ahern Rentals, Inc.

Texas First Rentals LLC  
Vantage Mechanical, LLC  
Zapata Construction Services  
TMT Solutions, Inc.  
Corporation Service Company  
CT Lien Solutions  
Deere Credit, Inc.  
Komatsu Financial Limited Partnership  
Caterpillar Financial Services Corporation  
The CIT Group/Equipment Financing, Inc.  
RDO Equipment Co.  
U.S. Bank National Association  
Wells Fargo Vendor Financial Services,  
LLC  
RB Scott Company, Inc.

8. **Counsel/Professionals to Major Secured Lenders**

Weil, Gotshal & Manges LLP  
Holland & Knight LLP

9. **Holders of 1% or More of Outstanding Common Equity Securities of the Debtors**

Insight Equity Management Company LLC  
Ted W. Beneski  
HPS Investment Partners, LLC or affiliates

10. **Current and Former Officers and Directors of General Partner**

Ted W. Beneski (Chairman)  
Rick Shearer (CEO and Director)  
Warren Bonham (VP and Director)  
Kevin Clark (Director)  
Mark Gottfredson (Director)  
Peter Jones (Director)

Francis J. Kelly, III (Director)  
Eliot E. Kerlin, Jr. (Director)  
Victor L. Vescovo (Director)  
Eugene I. Davis (Director)  
Deborah Deibert (CFO)  
Christopher Loy (CFO)

Nadya Kurani (CAO)  
William Transier (Director)  
Robby Myers (VP of Finance)

Roy Messing (CRO)  
Bryan Gaston (Restructuring Officer)  
Bill Transier (Director)

11. **Major Suppliers, Vendors, and Other Parties**

United Rentals (North America), Inc.  
Ingram Readymix Inc.  
Trinity Industries Leasing Company  
MUL Railcars Leasing, LLC  
SMBC Rail Services LLC  
CIT Rail LLC  
TIAA Commercial Finance Inc. (f/k/a  
Everbank Commercial Finance Inc.)  
Diversity Technologies Corp  
Evergreen Transloading Terminal LTD  
Tidewater Logistics Corp  
Tidewater Logistics Operating LLC  
Susser Petroleum Operating Company LLC  
Sunoco LP  
Materials Holding Company, Inc.  
Osburn Materials, Inc.  
Osburn Sand Co.  
South Lehr, Inc.  
AquaSmart Enterprises LLC  
Cooper Engineering Company, Inc.  
Westward Environmental, Inc.  
Union Pacific Railroad Company  
BNSF Railway Company  
Canadian National Railway  
ConocoPhillips  
Rango  
Prairie Transportation, Inc.  
Iowa Northern Railway Company  
EES Offshore, LLC  
Vista Proppants and Logistics, LLC  
EP Energy Corporation  
Sanchez Energy Corporation  
Sierra Resources, LLC  
Hexion  
Lewis Energy Group, LP  
Marathon Oil Corporation  
ISCO Industries, Inc.  
RSI Logistics, Inc.  
Graceland Rental  
Southern Refractories, Inc.  
WildHorse Resource Development Corp.

Penn Virginia Corporation  
Boomtown Oil  
FTS International Services, LLC  
Patterson – UTI Energy Inc.  
CSP-Permian LLC  
Oak Hill Advisors  
Escanaba & Lake Superior Railroad Co.  
Rail Logix Alamo Junction, LLC  
Creative Railcar Marketing Services, LLC  
Viper Rail Car Storage  
Horseheads Sand and Transloading  
Terminal  
Canadian Pacific Railway Company  
Fort Worth & Western Railroad  
Texas Pacifico Transportation, Ltd.  
BNSF Railway Corporation  
Norfolk Southern Railway Company  
CSX Transportation  
A-1 Excavating, Inc.  
A-1 Express Trucking, Inc.  
Stout Excavating Group, LLC  
Price River Terminal LLC  
Process Engineering and Equipment Corp.  
CN Customs Brokerage Services  
Gerard Daniel Worldwide  
Hychem, Inc.  
Minnesota Commercial Railway  
Cooper Engineering Company  
Rotex Global, LLC  
The Ultimate Service Group  
Progressive Rail Inc. (dba Wisconsin  
Northern Railroad)  
Nova Healthcare, P.A.  
PNC Bank N.A.  
Citizens Community Federal N.A.  
Geoflight Aerial Mapping  
Blake, Cassels & Graydon LLP  
Pirinate Consulting Group, LLC  
Grant Thornton LLP  
Nexus Program Management Group, LLC  
Lyons, Beneson & Co.

PricewaterhouseCoopers LLP  
BDO USA, LLP

12. **Foreign Vendors**

Di-Corp Sand Transloading LP  
Torq Transloading Inc.  
ANC Transloading, Inc.  
Argus  
BA Hunter Holdings, LLC  
Boy Scouts of America  
Calfrac Canada  
Canader Enterprises LTD  
Carlos Clark  
CDE Global Ltd.  
Central Manitoba Railway, Inc.  
Encana Services Company, LTD  
Fleetwatch Systems, Inc  
Hughson Trucking  
Iron Horse Energy Services  
MapTown  
Van der Graaf Drum Motors  
2022573 Alberta Inc. (Torq Energy Buick)

Maxie's Excavating  
Nelson Machinery & Equipment  
OnPayroll.ca Canada Corp.  
Outotec  
Patricia Walters  
Premier Industrial Hose Manufacturing  
LTD  
Promix Mixing Equipment & Engg. LTD  
Sand Source Services  
Service Stream  
Source Energy Services  
STEP Energy Services LTD  
Tandet Logistics, Inc  
Terracor Logistics (USA) Inc  
Tervita Corporation  
Transand Inc.

13. **Utility Providers**

Anchored Oak, LLC  
Anderson Sanitation  
Apache Disposal  
AT&T  
AT&T Dallas  
AT&T Long Distance  
Barron County Finance  
Barron Electric  
Barron Light & Water  
Bloomer Telephone  
Century Link  
Charter Communications Operating, LLC  
Chippewa Valley Energy  
Cimarron Electric Cooperative Inc.  
Citizens Connected  
City Public Service  
Entergy  
Jackson Electric

Marabou Energy Management, LLC  
Marabou Superior Pipeline, LLC  
Mosaic  
New Auburn Utilities  
Pioneer Telephone Cooperative, Inc.  
Red Gap Communications, Inc.  
Republic Services, Inc.  
Suburban Propane  
Streetwater Sanitation  
Synergy Community Cooperative Inc.  
Verizon Wireless  
Waste Connections Management Services,  
Inc.  
Waste Management of WI-MN  
WE Energies  
Xcel Energy

14. **Potential Major Unsecured Creditors (including all Counterparties to Major Contracts)**

16 Sands, LLC  
RBS Scott Company, Inc.  
Marabou Superior Pipeline, LLC  
Iron Mountain Trap Rock Co.  
BMT Consulting Group, LLC  
Di-Corp Sand Transloading LP  
Engineered Software Products, Inc.  
H&K Electrical  
Rail Logix Alamo Junction, LLC  
Motion Industries  
Relevant Solutions  
DRT Bio-Solids, Inc.  
City Public Service Board (CPS Energy)  
J & S Materials, LLC (Madden Materials)  
WIScale, LLC  
Utility Energy Systems, Inc.  
Motion Engineering, Inc.  
Wells Fargo Rail Corporation  
Chicago Freight Car Leasing Co.  
Martin Engineering  
Investors Bank  
Espey Silica Sand Co., Inc.  
Brian Nelson Trucking, Inc.  
Techline Pipe LP  
Morlandt Electric Company  
Texas Crane Services  
Randall J. Slaby

Modern Material Services, Inc. (dba Arrow  
Material Services)  
Fred Weber, Inc.  
Elliot Electric Supply, Inc.  
AmeriTex Pipe & Products LLC  
Conveyer Components Company  
Ally Bank Lease Trust  
Capital Aggregates Inc.  
Traut Companies  
Wells Fargo  
Lone Star Construction  
Keokuk Junction Railway Co.  
Wisconsin Great Northern Railroad  
Total Excavating, LLC  
Shawn Lombardo  
Cat Financial  
Industrial Tax Consulting  
Clearfork Office 1, LP  
Ford Motor Credit Company LLC (d/b/a  
Ford Credit)  
Herc-U-Lift, Inc.  
Industrial Construction Specialists LLC  
K.C. Electric, Inc.  
Knapp Railroad Builders, Inc.  
James M. Warner  
Olson Explosives Inc.

15. **Significant Customers**

Liberty Oilfield Services, LLC  
EP Energy E&P Company, L.P.  
Devon Energy Production Company, L.P.  
BJ Services, LLC  
EOG Resources, Inc.  
Texas Specialty Sands, LLC

Hawkwood Energy Operating, LLC  
Chesapeake Operating, L.L.C.  
Schlumberger Technology Corporation  
Universal Pressure Pumping, Inc.  
Stevens Tanker Division, LLC

16. **Counterparties to Significant Real Property and Personal Property Leases (including Royalty Interest Owners)**

Cory Picknell

Wisconsin Sand Distributors, LLC



Janelle Picknell  
David Lundequam  
Marlys Lundequam  
Kevin L. Pietz  
Elizabeth C. Oietz  
Dennis C. Culver  
Patsy L. Culver  
Christopher C. Culver  
Linda M. Culver  
Tonya Nicole Glaser  
Robert W. Hass  
Darlene Hass  
David F. Dobbs  
Bonnie K. Dobbs  
Lary R. Boese  
Anna M. Boese  
Nicole Boese  
Linda C. Best Trust  
Albertina Larson  
Phillip Larson  
Eric Larson  
Lacee Larson  
Kenneth Larson  
Lorna Larson  
10K International  
Allen Filla  
Robert Smith  
Kristin Little-Smith  
Andrew Puchalla  
Carol Puchalla  
Town of Clinton, WI  
Town of Sioux Creek, WI  
Barron County Highway Department

Fred Weber, Inc.  
Terry L. Thompson  
Monte E. Thompson  
Rhonda M. Thompson  
Wax Worms, Inc.  
Joseph M. Diedrich  
Sonja J. Deidrich  
Bryan D. Yenter  
Sara J. Yenter  
Kevin Yenter  
John W. VanBeek  
Mary J. VanBeek  
Robert J. Schaaf  
Sioux Creek Landowners, LLC  
Tainter Creek Sand, LLC  
Dale Scribner  
Debra Scribner  
David Fall  
Pamela Fall  
Dennis Korpall  
Rosemary Korpall  
Kevin Welein  
Kristine Benusa  
Ryan, LLC  
Scott Weaver  
Truat Companies  
Edward J. Grulkowski Living Trust  
Gregory Korpall  
Sand Depot 2, LLC  
Wheeling & Lake Erie Railway Company  
Denny Culver  
Gerald Glaser

17. **Parties to Litigation**

**Plaintiffs**

Jennifer Fernandez (Individually and as a Representative for the Estate of Rodney Fernandez)  
CAI Rail, Inc.  
The Andersons Inc.  
Capitol Aggregates, Inc.  
3-B Dozer Service, LLC  
Pownall Services LLC  
Greenbrier Leasing Company, LLC  
OmniTrax Logistics Services, LLC  
Midwest Frac & Sand, LLC

18. **Beneficiaries of Guarantees, Performance or Payment/Surety Bonds**

Barron County Soil and Water Conservation Department  
 Chippewa County Department of Land Conservation and Forest Management  
 State of Oklahoma  
 State of Wisconsin

19. **Major Benefits Administrators or Additional Third Party Administrators**

The Ultimate Software Group, Inc.	Benefit Strategies, LLC
HSA Bank	Metropolitan Life Insurance Company
BB&T Retirement Services	VSP Global
Temporary Staffing Agency	Mutual of Omaha Insurance Company
Blue Cross Blue Shield	AFLAC Inc.
UnitedHealthcare	

20. **Insurers, Brokers, and Issuers of Surety Bonds**

Aspen Specialty Insurance Co.	Endurance American Insurance Co.
Starr Indemnity & Liability Co.	Great American Insurance Co.
Colony Insurance Co.	Zurich American Insurance Co.
Covington Specialty Insurance Co.	AFCO Credit Corporation
Indian Harbor Insurance Co.	Willis of Texas, Inc.
Markel American Insurance Co.	Merchants Bonding Company Mutual
Freedom Specialty Insurance Co.	Atlantic Specialty Insurance Company
XL Specialty Insurance Co.	Conservation and Forest Management
Illinois National Insurance Co.	Everest Reinsurance Company
Allied World National Assurance Co.	One Beacon Insurance Group

21. **Major Competitors**

U.S. Silica Holdings Inc.  
 Hi-Crush  
 Covia Holdings Corporation  
 Monarch Silica  
 Black Mountain Sand

22. **Taxing and Other Significant Governmental Authorities**

Canada Revenue Agency	Town of Auburn, WI
Texas Department of Revenue	Bexar County, TX
City of Barron, WI	Barron County, Wisconsin
Town of Alma, WI	Tarrant County, TX
Town of Arland, WI	Town of Dovre, WI

Village of New Auburn, WI  
Delaware Division of Revenue  
IRS Department of Treasury

City of Barron, WI

23. **United States Bankruptcy Judges in the District of Delaware**

The Honorable Brendan L. Shannon  
The Honorable Christopher S. Sontchi,  
Chief Judge  
The Honorable Kevin Gross  
The Honorable John T. Dorsey

The Honorable Karen B. Owens  
The Honorable Kevin J. Carey  
The Honorable Laurie Selber Silverstein  
The Honorable Mary F. Walrath

24. **Staff for the Honorable**

Claire Brady  
Marquetta Lopez

25. **United States Trustee for the District of Delaware (and Key Staff Members)**

Benjamin Hackman, Trial Attorney  
Christine Green, Paralegal Specialist  
David Buchbinder, Trial Attorney  
Diane Giordano, Bankruptcy Analyst  
Dion Wynn, Paralegal Specialist  
Edith A. Serrano, Paralegal Specialist  
Hannah M. McCollum, Trial Attorney  
Holly Dice, Auditor (Bankruptcy)  
Jaclyn Weissgerber, Trial Attorney  
James R. O'Malley, Bankruptcy Analyst  
Jane Leamy, Trial Attorney  
Jeffrey Heck, Bankruptcy Analyst  
Juliet Sarkessian, Trial Attorney

Karen Starr, Bankruptcy Analyst  
Linda Casey, Trial Attorney  
Linda Richenderfer, Trial Attorney  
Lauren Attix, OA Assistant  
Michael Panacio, Bankruptcy Analyst  
Michael West, Bankruptcy Analyst  
Ramona Vinson, Paralegal Specialist  
Richard Schepacarter, Trial Attorney  
Shakima L. Dortch, Paralegal Specialist  
T. Patrick Tinker, Assistant U.S. Trustee  
Timothy J. Fox, Jr., Trial Attorney

26. **Clerk of Court and Deputy for the District of Delaware**

Stephen Grant, Chief Deputy Clerk  
Una O'Boyle, Clerk of Court

27. **Past Adverse Counterparties**

[Interstate Industrial Sands, LLC](#)  
[Northern Industrial Sand](#)  
[Sanjel \(USA\) Inc.](#)  
[Sanjel Canada, LTD](#)  
[Transload and Logistics LLC](#)  
[Wildcat Minerals](#)

**SCHEDULE 2 - ANNEX B**

**Results of Relationship Check**

**Board Membership**

~~Ben Van De Bunt~~

~~Hideto Nishitani~~

~~Jacqueline B. Kosecoff~~

~~Paul E. Wilson~~

~~Robert A. Schriesheim~~

~~Robert J. B. Lenhardt~~

~~Ronald K. Barger~~

**Houlihan Lokey Corporate Finance – Active Engagements**

Susquehanna International Group LLC

**Houlihan Lokey Corporate Finance – Closed Engagements**

BB&T Retirement Services

Blue Cross Blue Shield

Chesapeake Operating, L.L.C.

Grant Thornton LLP

~~Houlihan Lokey, Inc.~~

HPS Investment Partners, LLC

Insight Equity Management Company LLC

John Deere Credit

Liberty Oilfield Services, LLC

Oakhill

PIMCO

The CIT Group/Equipment Financing, Inc.

Wells Fargo

**Houlihan Lokey Financial Advisory Services – Active Engagements**

Ally Bank Lease Trust

Ascentium Capital LLC

AT&T

BJ Services, LLC

Blue Cross Blue Shield

Chesapeake Operating, L.L.C.

Lerner Enterprises, LLC

Metropolitan Life Insurance Company

The CIT Group/Equipment Financing, Inc.

~~**Houlihan Lokey Financial Advisory Services – Active Engagements**~~

Wells Fargo

**Houlihan Lokey Financial Advisory Services – Closed Engagements**

AFLAC Inc.

Ally Bank Lease Trust

Ascentium Capital LLC

AT&T

BJ Services, LLC  
Blue Cross Blue Shield  
Chesapeake Operating, L.L.C.  
Encana Services Company, LTD  
First National Bank Mahanomen Twin Valley  
Ford Motor Credit Company LLC (d/b/a Ford Credit)  
Grant Thornton LLP  
Greenbrier Leasing Company  
Hexion  
Hi-Crush

**Houlihan Lokey Financial Advisory Services – Closed Engagements (cont.)**

Holland & Knight LLP  
HPS Investment Partners, LLC  
Insight Equity Management Company LLC  
Investors Bank  
IRS Department of Treasury  
Latham & Watkins LLP  
Lerner Enterprises, LLC  
Metropolitan Life Insurance Company  
Mosaic  
Oakhill  
Penn Virginia Corporation  
PIMCO  
PricewaterhouseCoopers LLP  
RDO Equipment Co.  
Republic Services, Inc.  
Richards, Layton & Finger, P.A.  
Sanchez Energy Corporation  
Shook Hardy & Bacon  
State of Wisconsin  
Susser Petroleum Operating Company LLC

**Houlihan Lokey Financial Advisory Services – Closed Engagements**

The CIT Group/Equipment Financing, Inc.  
The Ultimate Software Group, Inc.  
TIAA Commercial Finance Inc. (f/k/a Everbank Commercial Finance Inc.)  
U.S. Silica Holdings Inc.  
US Bank National Association  
Verizon Wireless  
Weil, Gotshal & Manges LLP  
Wells Fargo

**Houlihan Lokey Strategic Consulting – Closed Engagements**

Blue Cross Blue Shield  
City Public Service Board (CPS Energy)