

**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)
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 Debtors. : Jointly Administered
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**NOTICE OF AMENDED² AGENDA OF MATTERS SCHEDULED FOR
HEARING ON OCTOBER 30, 2019 AT 9:30 A.M. (ET)³**

I. PLAN CONFIRMATION:

1. First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code (Solicitation Version) [Docket No. 362; filed September 11, 2019]

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 is a continuation of the hearing commenced on October 30, 2019 at 9:30 a.m. The November 4, 6, 7, 8 and 13, 2019 hearings** 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 or 2, Wilmington, Delaware 19801. Any party who wishes to appear telephonically at such hearing must contact COURTCALL, LLC at 866-582-6878 to register his/her telephonic appearance in accordance with the *Instructions for Telephonic Appearances Effective January 5, 2005, Revised May 11, 2018*.



Confirmation Objection Deadline: October 11, 2019 at 4:00 p.m. (ET); extended to October 15, 2019 at 4:00 p.m. (ET) for Sunoco, LLC; extended to October 16, 2019 at 11:59 p.m. (ET) for the United States Trustee (the “U.S. Trustee”); extended to October 18, 2019 for the Official Committee of Unsecured Creditors; reply deadline extended to October 25, 2019 at 7:00 p.m. (ET) for HPS Investment Partners, LLC

Confirmation Responses/Objections Received:

- A. Texas Taxing Authorities’ Objection to the First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 386; filed September 19, 2019]

Status: The Debtors will propose language in an effort to resolve this objection. To the extent unresolved, the hearing on this objection will go forward.

- B. Supplemental Objection of the Securities and Exchange Commission to Confirmation of the Debtors’ Joint Chapter 11 Plan [Docket No. 424; filed October 3, 2019]

Status: The Debtors will propose language in an effort to resolve the objection to the Plan exculpation provisions. The hearing with respect to all other issues raised by the SEC will go forward.

- C. Pownall Services, LLC’s Objection to Debtors’ First Amended Joint Plan of Reorganization [Docket No. 466; filed October 11, 2019]

Status: The hearing on this objection will go forward **at a date to be determined** with respect to the valuation of the Kingfisher Property pursuant to a stipulation between the parties.

- D. Joinder and Objection of RB Scott Company, Inc. to Confirmation of First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 468; filed October 11, 2019]

Status: The hearing on this objection will go forward **at a date to be determined** with respect to the valuation of the Kingfisher Property. The hearing with respect to the remaining objections will go forward.

- E. Joinder of B & B Electric, Inc. to Objections to Confirmation of First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 470; filed October 11, 2019]

Status: The hearing on this objection will go forward **at a date to be determined** with respect to the valuation of the Kingfisher Property.

- F. Objection of Market and Johnson, Inc.; Stout Excavating Group LLC; and A-1 Excavating, Inc. to Debtors' First Amended Joint Plan of Reorganization [Docket No. 477; filed October 14, 2019]

Status: The hearing on this objection will go forward **at a date to be determined** with respect to the valuation of the Kingfisher Property pursuant to a stipulation between the parties. The Debtors will propose language in an effort to resolve the objection with respect to the retention of liens and return of collateral. To the extent unresolved, the hearing on such objection will go forward. To the extent resolved, the hearing on only the remaining objections will go forward.

- G. Limited Objection to Confirmation of First Amended Joint Prepackaged Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code Filed by Sunoco, LLC [Docket No. 489; filed October 15, 2019]

Status: The parties have agreed to language to be included in an order confirming the Plan. Subject to entry of such an order, this objection has been resolved.

- H. Objection of the Official Committee of Unsecured Creditors to Confirmation of the First Amended Joint Plan of Reorganization of Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code (SEALED) [Docket No. 495; filed October 15, 2019]

Status: The hearing on this objection will go forward.

- I. Minnesota Commercial Railway Company's Objection to Confirmation of First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 498; filed October 15, 2019]

Status: The Debtors will propose language in an effort to resolve the objection with respect to the retention of liens. To the extent unresolved, the hearing on such objection will go forward.

- J. Objection of the United States Trustee to Confirmation of Debtors' First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliated Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 514; filed October 17, 2019]

Status: The Debtors will propose language in an effort to resolve the objections to the Plan exculpation provisions and other provisions relating to Rule 9019 settlements, discharge, the allowance and disallowance of claims, setoff, and certain tax matters. To the extent unresolved, the hearing on such objections will go forward. To the extent resolved, the hearing on only the remaining objections will go forward.

- K. Chippewa County's Objection to the First Amended Joint Plan of Reorganization and Joinder to Atlantic Specialty Insurance Company's Limited Objection [Docket No. 526; filed October 18, 2019]

Status: The Debtors believe that the portion of the objection relating to the impact of the Plan's release, discharge, exculpation, and injunction provisions should be resolved pursuant to language resolving similar issues raised by the EPA. To the extent unresolved, the hearing on such objections will go forward

- L. Objection of the Official Committee of Unsecured Creditors to Confirmation of the First Amended Joint Plan of Reorganization of Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code (REDACTED) [Docket No. 527; filed October 18, 2019]

Status: The hearing on this objection will go forward.

- M. Objection by the United States to the Debtors' First Amended Chapter 11 Plan of Reorganization [Docket No. 541; filed October 22, 2019]

Status: The Debtors will propose language in an effort to resolve this objection. To the extent unresolved, the hearing on such objection will go forward.

Cure Objection Deadline: October 11, 2019 at 4:00 p.m. (ET); extended to October 17, 2019 at 4:00 p.m. (ET) for Marabou Energy Management, LLC; extended to October 18, 2019 at 4:00 p.m. (ET) for The Ultimate Software Group, Inc.

Cure Responses/Objections Received:

- A. Cure Claim Objection Filed by Barron Electric Cooperative [Docket No. 446; filed October 8, 2019]

Status: This cure objection has been resolved.

- B. Objection of Holt Texas, Ltd. to Debtors' Notice of Cure Amounts in Connection with Contracts and Leases [Docket No. 451; filed October 9, 2019]

Status: The Debtors agree that the applicable contract is not executory and will not be assumed. Therefore, this portion of the objection has been resolved. The hearing on the portion of the cure objection related to asserted cure amounts is adjourned to a date to be determined.

- C. Limited Objection and Reservation of Rights of Atlantic Specialty Insurance Company to Notice of Cure Amount in Connection with Contracts and Leases [Docket No. 467; filed October 11, 2019]

Status: The hearing on this cure objection is adjourned to a date and time to be determined.

- D. Caterpillar Financial Services Corporation's Objection to Debtors' Proposed Cure Amounts Related to Executory Contracts and Unexpired Leases [Docket No. 469; filed October 11, 2019]

Status: The Debtors believe they have paid in the ordinary course, or will pay at the time of assumption, all amounts outstanding necessary to cure monetary defaults under the applicable agreements. The remaining objections asserted in this cure objection are adjourned to a date to be determined.

Related Documents:

- i. Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 98; filed July 25, 2019]
- ii. Disclosure Statement for the Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 99; filed July 25, 2019]

- iii. First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 268; filed August 29, 2019]
- iv. Disclosure Statement for First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 269; filed August 29, 2019]
- v. Notice of Filing of Blacklines of Revised Plan and Disclosure Statement [Docket No. 270; filed August 29, 2019]
- vi. First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 324; filed September 5, 2019]
- vii. Disclosure Statement for First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 325; filed September 5, 2019]
- viii. Notice of Filing of Blacklines of Further Revised Plan and Disclosure Statement [Docket No. 327; filed September 6, 2019]
- ix. Disclosure Statement for First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 350; filed September 10, 2019]
- x. Notice of Filing of Blackline of Revised Disclosure Statement [Docket No. 351; filed September 10, 2019]
- xi. Order (I) Approving the Disclosure Statement, (II) Establishing the Voting Record Date, Voting Deadline and Other Dates, (III) Approving Procedures for Soliciting, Receiving and Tabulating Votes on the Plan and for Filing Objections to the Plan, (IV) Approving the Manner and Forms of Notice and Other Related Documents, (V) Approving Procedures for Assumption of Contracts and Leases and Form and Manner of Assumption Notice, and (VI) Granting Related Relief [Docket No. 361; filed September 11, 2019]
- xii. Disclosure Statement for First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 363; filed September 11, 2019]
- xiii. Notice of (I) Plan Confirmation Hearing, (II) Objection and Voting Deadlines and (III) Solicitation and Voting Procedures [Docket No. 364; filed September 11, 2019]

- xiv. Affidavit of Publication of the Notice of (I) Plan Confirmation Hearing, (II) Objection and Voting Deadlines and (III) Solicitation and Voting Procedures in the Wall Street Journal [Docket No. 380; filed September 17, 2019]
- xv. Notice of Cure Amounts in Connection with Contracts and Leases [Docket No. 414; filed September 27, 2019]
- xvi. Notice of Filing of Plan Supplement for the First Amended Joint Prepackaged Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 436; filed October 4, 2019]
- xvii. Declaration of Matthew Rodrigue in Support of the Objection of the Official Committee of Unsecured Creditors to Confirmation of the First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code (SEALED) [Docket No. 497; filed October 15, 2019]
- xviii. Declaration of David M. Posner in Support of the Objection of the Official Committee of Unsecured Creditors to Confirmation of the First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code (SEALED) [Docket No. 499; filed October 15, 2019]
- xix. Declaration of Matthew Rodrigue in Support of the Objection of the Official Committee of Unsecured Creditors to Confirmation of the First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code (REDACTED) [Docket No. 528; filed October 18, 2019]
- xx. Declaration of David M. Posner in Support of the Objection of the Official Committee of Unsecured Creditors to Confirmation of the First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code (REDACTED) [Docket No. 529; filed October 18, 2019]
- xxi. Notice of Rescheduled Confirmation Hearing [Docket No. 533; filed October 21, 2019]
- xxii. Declaration of Michael Paque of Kurtzman Carson Consultants LLC Regarding the Solicitation of Votes and Tabulation of Ballots Cast on First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors [Docket No. 542; filed October 23, 2019]
- xxiii. Memorandum of Law in Support of Confirmation of First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate

Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 546; filed October 24, 2019]

- xxiv. Joinder of HPS Investment Partners, LLC in Support of Confirmation of First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code and Reply to Creditors' Committee Objection to Plan [Docket No. 547; filed October 24, 2019]
- xxv. Certification of Counsel Regarding Order Approving Pre-Trial Stipulation Regarding Confirmation Hearing [Docket No. 556; filed October 26, 2019]
- xxvi. Order Approving Pre-Trial Stipulation Regarding Confirmation Hearing [Docket No. 558; filed October 28, 2019]
- xxvii. Declaration of Bryan M. Gaston in Support of Confirmation of the First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 559; filed October 28, 2019]
- xxviii. Declaration of William L. Transier in Support of Confirmation of the First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code (SEALED) [Docket No. 560; filed October 28, 2019]
- xxix. Declaration of William L. Transier in Support of Confirmation of the First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code (REDACTED) [Docket No. 561; filed October 28, 2019]
- xxx. Declaration of Adam Dunayer in Support of Confirmation of the First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 563; filed October 28, 2019]
- xxxi. Debtors' Motion for Entry of an Order Authorizing Debtors to File Under Seal Certain Information Contained in the Declaration of William L. Transier in Support of Confirmation of the First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 564; filed October 28, 2019]
- xxxii. Certification of Counsel Regarding Order Approving Stipulation Between Debtors and Certain Mechanic's Lien Claimants Regarding Trial Scheduling [Docket No. 565; filed October 28, 2019]

- xxxiii. **Order Authorizing Debtors to File Under Seal Certain Information Contained in the Declaration of William L. Transier in Support of Confirmation of the First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 587; entered October 31, 2019]**
- xxxiv. **Second Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 596; filed November 1, 2019]**
- xxxv. **Notice of Filing of Blackline of Second Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 598; filed November 1, 2019]**
- xxxvi. **Notice of Withdrawal [Docket No. 599; filed November 1, 2019]**

Status: The hearing on this matter will go forward. The individual statuses with respect to the confirmation objections and the cure objections are set forth above.

II. MATTERS GOING FORWARD:

- 2. Motion for Entry of an Order Authorizing the Official Committee of Unsecured Creditors to File Under Seal the (I) Objection of the Official Committee of Unsecured Creditors to Confirmation of the First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code, (II) Declaration of Matthew Rodrigue in Support of the Committee's Confirmation Objection, and (III) Declaration of David Posner in Support of the Committee's Confirmation Objection [Docket No. 501; filed October 15, 2019]

Response/Objection Deadline: At the hearing

Responses/Objections Received: None at this time

Status: The hearing on this matter will go forward.

- 3. Motion for Entry of an Order Authorizing the Official Committee of Unsecured Creditors to Exceed the Page Limits with Respect to the Objection of the Official Committee of Unsecured Creditors to Confirmation of the First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No 502; filed October 15, 2019]

Response/Objection Deadline: At the hearing

Responses/Objections Received: None

Related Documents:

- i. **Order Authorizing the Official Committee of Unsecured Creditors to Exceed the Page Limits with Respect to the Objection of the Official Committee of Unsecured Creditors to Confirmation of the First Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 582; entered October 30, 2019]**

Status: **On October 30, 2019, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.**

Dated: November 3, 2019
Wilmington, Delaware

/s/ Brett M. Haywood

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