

**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.*,¹ : Case No. 19-11563 (KBO)
: :
Debtors. : Jointly Administered
: :
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**SECOND NOTICE OF ADDITION TO LIST OF
ORDINARY COURSE PROFESSIONALS**

PLEASE TAKE NOTICE that, on July 24, 2019, the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) filed the *Debtors’ Motion for an Order Authorizing the Employment and Payment of Professionals Utilized in Ordinary Course of Business* [Docket No. 86] (the “**Motion**”).²

PLEASE TAKE FURTHER NOTICE that, on August 14, 2019, the Court entered the *Order Authorizing the Employment and Payment of Professionals Utilized in Ordinary Course of Business* [Docket No. 196] (the “**Order**”), granting the relief requested in the Motion.

PLEASE TAKE FURTHER NOTICE that, attached to the Order as Exhibit 1, was an initial list of the Debtors’ ordinary course professionals (“**OCPs**”).

PLEASE TAKE FURTHER NOTICE that, pursuant to paragraph 3(1) of the Order, the Debtors are authorized to retain additional OCPs from time to time during these chapter 11 cases by (i) filing with the Court and serving on the Reviewing Parties an amended list of OCPs to be

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 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.



retained (the “**Amended OCP List**”) and (ii) filing with the Court a Declaration of Disinterestedness for each additional professional, within 30 calendar days of the filing of the Amended OCP List.

PLEASE TAKE FURTHER NOTICE that on August 23, 2019, the Debtors filed the *Notice of Additions to List of Ordinary Course Professionals*, amending the initial list of OCPs being retained.

PLEASE TAKE FURTHER NOTICE that the Debtors hereby further amend Exhibit 1 to the Order with the following additional OCP (the “**Additional OCP**”):

Ordinary Course Professional	OCP Address	Type of Service	Applicable OCP Cap
Foley & Lardner LLP	2021 McKinney Avenue, Suite 1600 Dallas, TX 75201	Outside Real Estate and Environmental Counsel	Tier 2 OCP Cap (\$50,000 a month)

PLEASE TAKE FURTHER NOTICE that, attached hereto as Exhibit A, is a current list of the Debtors’ OCPs.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, the Debtors are authorized to employ and retain the Additional OCP effective *nunc pro tunc* to the date of the filing of this Amended OCP List or the applicable date of engagement, provided that the latter is no more than thirty (30) calendar days prior to the filing of this Amended OCP List.

PLEASE TAKE FURTHER NOTICE that, for purposes of complying with the Declaration of Disinterestedness requirement in the Order, the thirty day deadline by which to file the Declaration of Disinterestedness shall run from the date of the filing of this Amended OCP List.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, the Reviewing Parties shall have fourteen calendar days after service of each Declaration of Disinterestedness (the

“Objection Deadline”) to object to the retention of such Additional OCP. Any such objections are to be filed with the Court and served upon the other Reviewing Parties and the relevant Additional OCP by the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, if no objection is received by the Objection Deadline or if any objection submitted is timely resolved, the employment of such Additional OCP shall be deemed approved on the terms set forth in the Order without the need for a hearing or further order by the Court.

Dated: December 10, 2019
Wilmington, Delaware

/s/ Travis J. Cuomo

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Counsel for Debtors and Debtors in Possession

EXHIBIT A**List of Ordinary Course Professionals**

Ordinary Course Professional	OCP Address	Type of Service	Applicable OCP Cap
Reynolds Frizzell LLP	1100 Louisiana Street, # 3500, Houston, Texas 77002	Outside Litigation Counsel	Tier 1 OCP Cap (\$15,000 a month)
Shook Hardy & Bacon	2555 Grand Boulevard Kansas City, Missouri 641108	Outside Corporate/Litigation Counsel	Tier 2 OCP Cap (\$50,000 a month)
A.T. Tax Advisory	40 NE Loop 410, Suite 607 San Antonio, Texas 78216	Property Tax Consultant	Tier 2 OCP Cap (\$50,000 a month)
Deloitte	22000 Ross Ave, Suite 1600 Dallas, Texas 75201	Wisconsin State Sales Tax and Audit Services	Tier 2 OCP Cap (\$50,000 a month)
Jackson Walker	1401 McKinney Street, Suite 1900 Houston, Texas 77010 2323 Ross Avenue, Suite 600 Dallas, Texas 75201	Outside Regulatory Counsel	Tier 2 OCP Cap (\$50,000 a month)
Lexolution	75 Broad Street, Suite 610 New York, NY 10004	Legal Services Firm	Tier 2 OCP Cap (\$50,000 a month)
McKool Smith	One Bryant Park, 47th Floor, New York, NY 10036	Outside Regulatory Counsel	Tier 2 OCP Cap (\$50,000 a month)
Opportune LLP	711 Louisiana Street, Suite 3100 Houston, Texas 77002	Valuation Services	Tier 2 OCP Cap (\$50,000 a month)
Foley & Lardner LLP	2021 McKinney Avenue, Suite 1600 Dallas, TX 75201	Outside Real Estate and Environmental Counsel	Tier 2 OCP Cap (\$50,000 a month)