

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

In re: EMERGE ENERGY SERVICES, LP, <i>et al.</i> ¹ Debtor.	Chapter 11 Case No. 19-11563 (KBO) Jointly Administered
MARKET & JOHNSON, INC., Plaintiff, v. SUPERIOR SILICA SANDS LLC, and HPS INVESTMENT PARTNERS, LLC, Defendant.	Adversary Proceeding No. 19-50728 (KBO)
STOUT EXCAVATING GROUP LLC, Plaintiff, v. SUPERIOR SILICA SANDS LLC, and HPS INVESTMENT PARTNERS, LLC, Defendant.	Adversary Proceeding No. 19-50729 (KBO)

¹ The debtors in these Chapter 11 cases (the “Debtors”), along with the last four digits of each of the Debtors’ 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.



A-1 EXCAVATING, INC.,

Plaintiff,

v.

SUPERIOR SILICA SANDS LLC, and
HPS INVESTMENT PARTNERS, LLC,

Defendant.

Adversary Proceeding No. 19-50730 (KBO)

MIDWEST FRAC AND SANDS LLC,

Plaintiff,

v.

SUPERIOR SILICA SANDS LLC, and
HPS INVESTMENT PARTNERS, LLC,

Defendant.

Adversary Proceeding No. 19-50732 (KBO)

**NOTICE OF AGENDA OF MATTERS SCHEDULED FOR
HEARING ON DECEMBER 18, 2019 AT 2:30 P.M. (ET)**²

I. RESOLVED/ADJOURNED MATTERS:

1. Motion of the Official Committee of Unsecured Creditors for an Order Granting the Committee: (A) Derivative Standing to Assert, Prosecute, and Settle Claims Relating to (1) Certain Unencumbered Property and (2) Lien Avoidance; and (B) Authorization to Hold, Assert and, if Necessary, Waive Privileges on Behalf of the Estates [Docket No. 520; filed October 17, 2019]

² 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 3, 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, December 17, 2019**, to register his/her telephonic appearance in accordance with the *Instructions for Telephonic Appearances Effective January 5, 2005, Revised May 11, 2018*.

Response/Objection Deadline: October 24, 2019 at 4:00 p.m. (ET);
extended to October 29, 2019 at 4:00 p.m.
for HPS Investment Partners, LLC and the
Debtors

Responses/Objections Received:

- A. Debtors' Objection to the Motion of the Official Committee of Unsecured Creditors for an Order Granting the Committee: (A) Derivative Standing to Assert, Prosecute, and Settle Claims Relating to (1) Certain Unencumbered Property and (2) Lien Avoidance; and (B) Authorization to Hold, Assert and, if Necessary, Waive Privileges on Behalf of the Estates [Docket No. 568; filed October 29, 2019]
- B. HPS Investment Partners, LLC's Objection to the Motion of the Official Committee of Unsecured Creditors for an Order Granting the Committee: (A) Derivative Standing to Assert, Prosecute, and Settle Claims Relating to (1) Certain Unencumbered Property and (2) Lien Avoidance; and (B) Authorization to Hold, Assert and, if Necessary, Waive Privileges on Behalf of the Estates [Docket No. 570; filed October 29, 2019]

Status: The hearing on this matter is adjourned to a date to be determined.

- 2. Debtors' Motion Pursuant to 11 U.S.C. § 365(d)(4) for Entry of an Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property [Docket No. 625; filed November 7, 2019]

Response/Objection Deadline: November 21, 2019 at 4:00 p.m. (ET)

Responses/Objections Received: None.

Related Documents:

- i. Certificate of No Objection Regarding Debtors' Motion Pursuant to 11 U.S.C. § 365(d)(4) for Entry of an Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property [Docket No. 654; filed November 22, 2019]
- ii. Order Pursuant to 11 U.S.C. § 365(d)(4) Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property [Docket No. 665; entered December 2, 2019]

Status: On December 2, 2019, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.

3. Complaint (Adv. 19-50728) [Docket No. 549/Adv. Docket No. 1; filed October 15, 2019]

Response/Objection Deadline: November 25 2019 at 4:00 p.m. (ET);
extended to December 23, 2019 at 4:00 p.m.
(ET)

Responses/Objections Received: None at this time.

Related Documents:

- i. Summons and Notice of Pretrial Conference in an Adversary Proceeding [Adv. Docket No. 2; filed October 25, 2019]
- ii. Order Approving Stipulation Extending Response Deadline and Continuing Pretrial Conference [Adv. Docket No. 6; entered December 2, 2019]

Status: The pretrial conference in this adversary proceeding is adjourned to a date to be determined.

4. Complaint (Adv. 19-50729) [Docket No. 551/Adv. Docket No. 1; filed October 15, 2019]

Response/Objection Deadline: November 25 2019 at 4:00 p.m. (ET);
extended to December 23, 2019 at 4:00 p.m.
(ET)

Responses/Objections Received: None at this time.

Related Documents:

- i. Summons and Notice of Pretrial Conference in an Adversary Proceeding [Adv. Docket No. 3; filed October 25, 2019]
- ii. Order Approving Stipulation Extending Response Deadline and Continuing Pretrial Conference [Adv. Docket No. 5; entered December 2, 2019]

Status: The pretrial conference in this adversary proceeding is adjourned to a date to be determined.

5. Complaint (Adv. 19-50730) [Docket No. 552/Adv. Docket No. 1; filed October 15, 2019]

Response/Objection Deadline: November 25 2019 at 4:00 p.m. (ET);
extended to December 23, 2019 at 4:00 p.m.
(ET)

Responses/Objections Received: None at this time.

Related Documents:

- i. Summons and Notice of Pretrial Conference in an Adversary Proceeding [Adv. Docket No. 3; filed October 25, 2019]
- ii. Order Approving Stipulation Extending Response Deadline and Continuing Pretrial Conference [Adv. Docket No. 5; entered December 2, 2019]

Status: The pretrial conference in this adversary proceeding is adjourned to a date to be determined.

6. Complaint (Adv. 19-50732) [Docket No. 567/Adv. Docket No. 1; filed October 28, 2019]

Response/Objection Deadline: November 25 2019 at 4:00 p.m. (ET);
extended to December 23, 2019 at 4:00 p.m.
(ET)

Responses/Objections Received: None at this time.

Related Documents:

- i. Summons and Notice of Pretrial Conference in an Adversary Proceeding [Adv. Docket No. 4; filed October 28, 2019]
- ii. Order Approving Stipulation Extending Response Deadline and Continuing Pretrial Conference [Adv. Docket No. 9; entered December 2, 2019]

Status: The pretrial conference in this adversary proceeding is adjourned to a date to be determined.

II. MATTERS FILED UNDER CERTIFICATION:

7. Motion of Debtors for an Order Extending the Exclusivity Periods to File and Solicit Acceptances of a Chapter 11 Plan and Granting Related Relief [Docket No. 626; filed November 7, 2019]

Response/Objection Deadline: November 21, 2019 at 4:00 p.m. (ET)

Responses/Objections Received:

- A. Objection of the Official Committee of Unsecured Creditors to Motion of Debtors for an Order Extending the Exclusivity Periods to File and Solicit Acceptances of a Chapter 11 Plan and Granting Related Relief [Docket No. 650; filed November 21, 2019]

Related Documents:

- i. Debtors' Reply to the Committee's Objection to their Plan Exclusivity Extension Motion [Docket No. 655; filed November 25, 2019]
- ii. Notice of Withdrawal of Objection of the Official Committee of Unsecured Creditors to Motion of Debtors for an Order Extending the Exclusivity Periods to File and Solicit Acceptances of a Chapter 11 Plan and Granting Related Relief [Docket No. 692; filed December 12, 2019]
- iii. Certificate of No Objection Regarding Motion of Debtors for an Order Extending the Exclusivity Periods to File and Solicit Acceptances of a Chapter 11 Plan and Granting Related Relief [Docket No. 701; filed December 13, 2019]

Status: On December 13, 2019, the Debtors filed a certificate of no objection regarding this matter. Accordingly, a hearing with respect to this matter is only required to the extent that the Court has any questions or concerns.

- 8. Debtors' Supplemental Application for Entry of an Order Authorizing the Debtors to Expand the Scope of Retention and Employment of PricewaterhouseCoopers LLP to Provide Certain Accounting Services to the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to November 11, 2019 [Docket No. 659; filed November 27, 2019]

Response/Objection Deadline: December 11, 2019 at 4:00 p.m. (ET)

Responses/Objections Received:

- A. Informal comments from the Office of the United States Trustee for the District of Delaware

Responses/Objections Received: None.

Related Documents:

- i. Certification of Counsel Regarding Debtors' Supplemental Application for Entry of an Order Authorizing the Debtors to Expand the Scope of Retention and Employment of PricewaterhouseCoopers LLP to Provide Certain Accounting Services to the Debtors and Debtors in Possession

Effective *Nunc Pro Tunc* to November 11, 2019 [Docket No.699; filed December 13, 2019]

Status: On December 13, 2019, the Debtors filed a revised form of 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.

III. MATTER GOING FORWARD:

9. Notice of Filing of Revised Proposed Confirmation Order [Docket No. 703; filed December 16, 2019]

Response/Objection Deadline: December 13, 2019 at 4:00 p.m. (ET)

Responses/Objections Received:

- A. Limited Objection and Reservation of Rights of the United States Trustee to the Form of Confirmation Order [Docket No. 702; filed December 16, 2019]

Related Documents:

- i. Opinion [Docket No. 671; filed December 5, 2019]
- ii. Second Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 682; filed December 10, 2019]
- iii. 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. 683; filed December 10, 2019]
- iv. Notice of Filing of Proposed Confirmation Order [Docket No. 684; filed December 10, 2019]

Status: The hearing on this matter will go forward.

IV. INTERIM FEE APPLICATIONS:

10. First Interim Fee Applications (Exhibit A)

Related Documents:

- i. Certification of Counsel Regarding First Omnibus Order Awarding Interim Allowance of Compensation for Services Rendered and Reimbursement of Expenses [Docket No. 698; filed December 13, 2019]

Status: On December 13, 2019, the Debtors filed a proposed form of order approving the interim fee applications listed on Exhibit A under certification of counsel. Accordingly, a hearing is only necessary to the extent the Court has any questions or concerns.

Dated: December 16, 2019
Wilmington, Delaware

/s/ Travis J. Cuomo

RICHARDS, LAYTON & FINGER, P.A.

John H. Knight (No. 3848)
Paul N. Heath (No. 3704)
Zachary I. Shapiro (No. 5103)
Brett M. Haywood (No. 6166)
Travis J. Cuomo (No. 6501)
One Rodney Square
920 North King Street
Wilmington, DE 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701
E-mail: knight@rlf.com
heath@rlf.com
shapiro@rlf.com
haywood@rlf.com
cuomo@rlf.com

- and -

LATHAM & WATKINS LLP

George A. Davis (admitted *pro hac vice*)
Keith A. Simon (admitted *pro hac vice*)
Hugh K. Murtagh (admitted *pro hac vice*)
Liza L. Burton (admitted *pro hac vice*)
885 Third Avenue
New York, New York 10022
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
E-mail: george.davis@lw.com
keith.simon@lw.com
hugh.murtagh@lw.com
liza.burton@lw.com

Counsel for Debtors and Debtors-in-Possession

EXHIBIT A

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

	X	
In re:	:	Chapter 11
	:	
EMERGE ENERGY SERVICES LP, <i>et al.</i> , ¹	:	Case No. 19-11563 (KBO)
	:	
Debtors.	:	Jointly Administered
	:	
	:	
	:	
	:	
	X	

**INDEX OF INTERIM FEE APPLICATIONS
TO BE CONSIDERED AT THE DECEMBER 18, 2019 HEARING**

1. First Interim Fee Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from July 15, 2019 through September 30, 2019 [Docket No. 642; filed November 15, 2019]

Related Documents:

- A. First Monthly Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from July 15, 2019 through July 31, 2019 [Docket No. 365; filed September 11, 2019]
- B. Certification of No Objection Regarding the First Monthly Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from July 15, 2019 through July 31, 2019 (No Order Required) [Docket No. 420; filed October 2, 2019]
- C. Second Monthly Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from August 1, 2019 through August 31, 2019 [Docket No. 411; filed September 27, 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.

- D. Certification of No Objection Regarding the Second Monthly Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from August 1, 2019 through August 31, 2019 (No Order Required) [Docket No. 525; filed October 18, 2019]
 - E. Third Monthly Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from September 1, 2019 through September 30, 2019 [Docket No. 532; filed October 21, 2019]
 - F. Certification of No Objection Regarding the Third Monthly Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from September 1, 2019 through September 30, 2019 (No Order Required) [Docket No. 636; filed November 13, 2019]
2. Notice of First Interim Fee Application Request of Richards, Layton & Finger, P.A. for the Period from July 15, 2019 through September 30, 2019 [Docket No. 643; filed November 15, 2019]

Related Documents:

- A. First Monthly Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in Possession for the Period from July 15, 2019 through July 31, 2019 [Docket No. 379; filed September 16, 2019]
- B. Certification of No Objection Regarding the First Monthly Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in Possession for the Period from July 15, 2019 through July 31, 2019 (No Order Required) [Docket No. 447; filed October 8, 2019]
- C. Second Monthly Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in Possession for the Period from August 1, 2019 through August 31, 2019 [Docket No. 421; filed October 2, 2019]
- D. Certification of No Objection Regarding the Second Monthly Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in Possession for the Period from August 1, 2019 through August 31, 2019 (No Order Required) [Docket No. 544; filed October 23, 2019]
- E. Third Monthly Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-

Counsel to the Debtors and Debtors in Possession for the Period from September 1, 2019 through September 30, 2019 [Docket No. 606; filed November 4, 2019]

- F. Certification of No Objection Regarding the Third Monthly Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in Possession for the Period from September 1, 2019 through September 30, 2019 (No Order Required) [Docket No. 658; filed November 26, 2019]
- 3. First Interim Fee Application of Kilpatrick Townsend & Stockton LLP for Allowance of Compensation and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from July 30, 2019 through and including September 30, 2019 [Docket No. 644; filed November 15, 2019]

Related Documents:

- A. First Monthly Application of Kilpatrick Townsend & Stockton LLP for Allowance of Compensation and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from July 30, 2019 through and including August 31, 2019 [Docket No. 409; filed September 25, 2019]
- B. Certificate of No Objection Regarding First Monthly Application of Kilpatrick Townsend & Stockton LLP for Allowance of Compensation and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from July 30, 2019 through and including August 31, 2019 [Docket No. 513; filed October 16, 2019]
- C. Second Monthly Application of Kilpatrick Townsend & Stockton LLP for Allowance of Compensation and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from September 1, 2019 through and including September 30, 2019 [Docket No. 593; filed October 31, 2019]
- D. Certificate of No Objection Regarding Second Monthly Application of Kilpatrick Townsend & Stockton LLP for Allowance of Compensation and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from September 1, 2019 through and including September 30, 2019 [Docket No. 651; filed November 21, 2019]
- 4. First Interim Fee Application of Miller Buckfire & Co., L.L.C. and Stifel, Nicolaus & Co., Inc., the Official Committee of Unsecured Creditors' Investment Banker, for Compensation for Services Rendered and Reimbursement of Expenses Incurred from August 2 through September 30, 2019 [Docket No. 645; filed November 15, 2019]

Related Documents:

- A. First Monthly Fee Application of Miller Buckfire & Co., L.L.C. and Stifel, Nicolaus & Co., Inc., the Official Committee of Unsecured Creditors' Investment

Banker, for Compensation for Services Rendered and Reimbursement of Expenses Incurred from August 2 through September 30, 2019 [Docket No. 534; filed October 21, 2019]

- B. Certificate of No Objection Regarding First Monthly Application of Miller Buckfire & Co., L.L.C. and Stifel, Nicolaus & Co., Inc., the Official Committee of Unsecured Creditors' Investment Banker, for Compensation for Services Rendered and Reimbursement of Expenses Incurred from August 2 through September 30, 2019 [Docket No. 637; filed November 13, 2019]
5. First Interim Application for Compensation and Reimbursement of Expenses of Province, Inc., as Financial Advisor to the Official Committee of Unsecured Creditors, for the Period from August 2, 2019 through September 30, 2019 [Docket No. 646; filed November 15, 2019]
- Related Documents:
- A. First Monthly Application for Compensation and Reimbursement of Expenses of Province, Inc., as Financial Advisor to the Official Committee of Unsecured Creditors, for the Period from August 2, 2019 through August 31, 2019 [Docket No. 407; filed September 25, 2019]
 - B. Certificate of No Objection Regarding First Monthly Application for Compensation and Reimbursement of Expenses of Province, Inc., as Financial Advisor to the Official Committee of Unsecured Creditors, for the Period from August 2, 2019 through August 31, 2019 [Docket No. 511; filed October 16, 2019]
 - C. Second Monthly Application for Compensation and Reimbursement of Expenses of Province, Inc., as Financial Advisor to the Official Committee of Unsecured Creditors, for the Period from September 1, 2019 through September 30, 2019 [Docket No. 631; filed November 11, 2019]
 - D. Certificate of No Objection Regarding Second Monthly Application for Compensation and Reimbursement of Expenses of Province, Inc., as Financial Advisor to the Official Committee of Unsecured Creditors, for the Period from September 1, 2019 through September 30, 2019 [Docket No. 668; filed December 4, 2019]
6. First Interim Fee Application of Potter Anderson & Corroon LLP for Compensation for Services Rendered and for Reimbursement of Expenses as Delaware Counsel to the Official Committee of Unsecured Creditors of Emerge Energy Services LP, *et al.*, for the Period July 30, 2019 through September 30, 2019 [Docket No. 647; filed November 15, 2019]

Related Documents:

- A. First Monthly Application of Potter Anderson & Corroon LLP for Compensation for Services Rendered and for Reimbursement of Expenses as Delaware Counsel to the Official Committee of Unsecured Creditors of Emerge Energy Services LP, *et al.*, for the Period July 30, 2019 through August 31, 2019 [Docket No. 408; filed September 25, 2019]
- B. Certificate of No Objection Regarding First Monthly Application of Potter Anderson & Corroon LLP for Compensation for Services Rendered and for Reimbursement of Expenses as Delaware Counsel to the Official Committee of Unsecured Creditors of Emerge Energy Services LP, *et al.*, for the Period July 30, 2019 through August 31, 2019 [Docket No. 512; filed October 16, 2019]
- C. Second Monthly Application of Potter Anderson & Corroon LLP for Compensation for Services Rendered and for Reimbursement of Expenses as Delaware Counsel to the Official Committee of Unsecured Creditors of Emerge Energy Services LP, *et al.*, for the Period September 1, 2019 through September 30, 2019 [Docket No. 536; filed October 21, 2019]
- D. Certificate of No Objection Regarding Second Monthly Application of Potter Anderson & Corroon LLP for Compensation for Services Rendered and for Reimbursement of Expenses as Delaware Counsel to the Official Committee of Unsecured Creditors of Emerge Energy Services LP, *et al.*, for the Period September 1, 2019 through September 30, 2019 [Docket No. 638; filed November 13, 2019]