

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

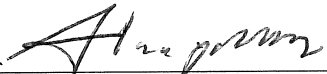
**AFFIDAVIT OF SERVICE**

I, Stanley Y. Martinez, depose and say that I am employed by Kurtzman Carson Consultants LLC (KCC), the claims and noticing agent for the Debtors in the above-captioned case.

On February 5, 2020, at my direction and under my supervision, employees of KCC caused to be served the following document via Electronic Mail upon the service list attached hereto as **Exhibit A**; and via First Class Mail upon the service list attached hereto as **Exhibit B**:

- **Amended First Monthly and Final Fee Application of Houlihan Lokey Capital, Inc. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Financial Advisor and Investment Banker to the Debtors for the Period of July 15, 2019 Through December 20, 2019 [Docket No. 788]**

Dated: February 6, 2020

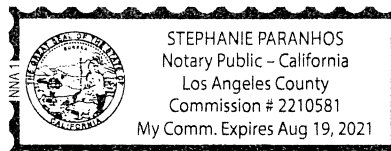
  
Stanley Y. Martinez

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 6<sup>th</sup> day of February, 2020, by Stanley Y. Martinez, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 



<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 6500 West Freeway, Suite 800, Fort Worth, Texas 76116.



# Exhibit A

**Exhibit A**

Core/2002 Service List  
Served via Electronic Mail

DESCRIPTION	COMPANY	CONTACT	EMAIL
Counsel for the Texas Comptroller of Public Accounts	Attorney General's Office	Courtney J. Hull, Assistant Attorney General	bk-chull@oag.texas.gov; sherri.simpson@oag.texas.gov
Counsel to Trinity Industries Leasing Co.	Baker Botts LLP	Omar J. Alaniz, Esq.	omar.alaniz@bakerbotts.com
Co-Counsel for B & B Electric, Inc. and RB Scott Company, Inc.	Bayard, P.A.	Evan T. Miller, Esq. and Sophie E. Macon, Esq.	emiller@bayardlaw.com; smacon@bayardlaw.com
Attorneys for Oracle America, Inc.	Buchalter, A Professional Corporation	Shawn M. Christianson, Esq.	schristianson@buchalter.com
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Counsel to Tidewater Logistics Corporation	Cole Schotz P.C.	Michael D. Warner, Esquire	mwarner@coleschotz.com
Counsel to Tidewater Logistics Corporation	Cole Schotz P.C.	Patrick J. Reilley, Esquire	preilley@coleschotz.com
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Counsel for Pownall Services LLC	Davis & Santos P.C.	Caroline Newman Small, Esquire and Santos Vargas, Esquire	svargas@dslawpc.com; csmall@dslawpc.com
DE AG Office	Delaware Attorney General	Matthew Denn	attorney.general@state.de.us
DE DOJ	Delaware Dept of Justice	Attn Bankruptcy Dept	attorney.general@state.de.us
DE Secretary of State	Delaware Secretary of State	Franchise Tax	dosdoc_bankruptcy@state.de.us
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Counsel to Caterpillar Financial Service Corporation	Dickinson Wright PLLC	James A. Plemmons and Michael L. Dallaire	jplemmons@dickinsonwright.com; mdallaire@dickinsonwright.com
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Attorneys for Minnesota Commercial Railway Company	Fineman Krekstein & Harris PC	Deirdre M. Richards, Esquire	drichards@finemanlawfirm.com
Attorneys for Chicago Freight Car Leasing Co.	Honigman LLP	E. Todd Sable, Esq.	tsable@honigman.com

**Exhibit A**  
Core/2002 Service List  
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DESCRIPTION	COMPANY	CONTACT	EMAIL
Attorneys for Chicago Freight Car Leasing Co.	Honigman LLP	Lawrence A. Lichtman, Esq.	llichtman@honigman.com
DIP Lender	HPS Investment Partners, LLC, as Agent	Brett Pertuz	ir@hpspartners.com; Brett.Pertuz@hpspartners.com
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Attorneys for Insight Equity	Hunton Andrews Kurth LLP	Joseph Rovira	josephrovira@huntonak.com
IRS	Internal Revenue Service	Attn Susanne Larson	SBSE.Insolvency.Balt@irs.gov
Counsel to the Official Committee of Unsecured Creditors of EmERGE Energy Services LP, et al.	Kilpatrick Townsend & Stockton LLP	Lenard M. Parkins	lparkins@kilpatricktownsend.com
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Counsel to Ward County, Bexar County, and Pecos County	Linebarger Goggan Blair & Sampson, LLP	Don Stecker	sanantonio.bankruptcy@publicans.com
Counsel to Tarrant County	Linebarger Goggan Blair & Sampson, LLP	Elizabeth Weller	dallas.bankruptcy@publicans.com
Attorneys for Claimants, The County of Comanche, Texas, The County of Irion, Texas and The County of Limestone, Texas	Mccreary, Veselka, Bragg & Allen, P.C.	Tara LeDay	tleday@mvbalaw.com
Counsel for Waste Management ("WM")	Monzack Mersky McLaughlin and Browder, P.A.	Rachel B. Mersky & Brian J. McLaughlin	rmersky@monlaw.com; bmclaughlin@monlaw.com
US Trustee for District of DE	Office of the United States Trustee Delaware	Juliet M. Sarkessian	juliet.m.sarkessian@usdoj.gov
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Counsel to DIP Agent, DIP Lenders, and Prepetition Secured Parties/Prepetition Agents	Pachulski Stang Ziehl & Jones LLP	Attn: Laura Davis Jones and Timothy P. Cairns	ljones@pszjlaw.com; tcairns@pszjlaw.com
Counsel for MUL Railcars, Inc. and MUL Railcars Leasing, LLC	Pepper Hamilton LLP	David B. Stratton	strattond@pepperlaw.com
Counsel to the Official Committee of Unsecured Creditors of EmERGE Energy Services LP, et al.	Potter Anderson & Corroon LLP	Jeremy W. Ryan, Christopher M. Samis, and D. Ryan Slaugh	jryan@potteranderson.com; csamis@potteranderson.com; rslaugh@potteranderson.com
Co-Counsel for B & B Electric, Inc. and RB Scott Company, Inc.	Ruder Ware, L.L.S.C.	John D. Leary, Esq.	jleary@ruderware.com

**Exhibit A**  
Core/2002 Service List  
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DESCRIPTION	COMPANY	CONTACT	EMAIL
Counsel for Pownall Services LLC	Saul Ewing Arnstein & Lehr LLP	Lucian B. Murley, Esquire	luke.murley@saull.com
SEC Regional Office	Securities & Exchange Commission	G Jeffrey Boujoukos Regional Director	philadelphia@sec.gov
SEC Headquarters	Securities & Exchange Commission	Secretary of the Treasury	SECBankruptcy-OGC-ADO@SEC.GOV
SEC Regional Office	Securities & Exchange Commission NY Office	Marc Berger Regional Director	bankruptcynoticeshr@sec.gov
Attorneys for Market & Johnson, Inc.; Industrial Construction Specialists, LLC; EnDeCo Engineers, Inc.; Stout Excavating Group LLC; A-1 Excavating, Inc.; and Midwest Frac and Sands LLC	Sullivan Hazeltine Allinson LLC	Elihu E. Allinson III, Esq.	zallinson@sha-llc.com
Counsel to Union Pacific Railroad Company	Union Pacific Railroad Company	Tonya W. Conley and Lila L. Howe	bankruptcynotices@up.com
US Attorneys Office	US Attorney for Delaware	David C. Weiss	usade.ecfbankruptcy@usdoj.gov
Counsel for MUL Railcars, Inc. and MUL Railcars Leasing, LLC	Vedder Price	Douglas J. Lipke and Allison B. Hudson	dlipke@vedderprice.com; ahudson@vedderprice.com
Counsel to Di-Corp Sand Transloading LP	Vinson & Elkins LLP	Steven M. Abramowitz	sabramowitz@velaw.com
Counsel to DIP Agent, DIP Lenders, and Prepetition Secured Parties/Prepetition Agents	Weil, Gotshal & Manges LLP	Attn: Matthew S. Barr, David N. Griffiths and Candace M. Arthur	matt.barr@weil.com; david.griffiths@weil.com; candace.arthur@weil.com
Attorneys for Market & Johnson, Inc.; Industrial Construction Specialists, LLC; EnDeCo Engineers, Inc.; Stout Excavating Group LLC; A-1 Excavating, Inc.; and Midwest Frac and Sands LLC	Weld Riley, S.C.	William E. Wallo, Esq.	wwallo@weldriley.com
Attorneys for State of Wisconsin - Department of Natural Resources	Wisconsin Department of Justice	Michael D. Morris, AAG	morrismd@doj.state.wi.us
Counsel to Caterpillar Financial Service Corporation	Womble Bond Dickinson (US) LLP	Matthew P. Ward, Esquire and Morgan L. Patterson, Esquire	morgan.patterson@wbd-us.com; matthew.ward@wbd-us.com
Counsel for CIT Bank, N.A. and The CIT Group/Equipment Financing, Inc. ("CIT")	Young Conaway Stargatt & Taylor, LLP	Sean M. Beach, Andrew L. Magaziner & Betsy L. Feldman	sbeach@ycst.com; amagaziner@ycst.com; bfeldman@ycst.com

# Exhibit B

## Exhibit B

Core/2002 Service List  
Served via First Class Mail

DESCRIPTION	COMPANY	CONTACT	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP
Counsel to Trinity Industries Leasing Co.	Baker Botts LLP	Omar J. Alaniz, Esq.	2001 Ross Avenue Suite 900			Dallas	TX	75201-2980
Co-Counsel for B & B Electric, Inc. and RB Scott Company, Inc.	Bayard, P.A.	Evan T. Miller, Esq. and Sophie E. Macon, Esq.	600 N. King Street, Suite 400			Wilmington	DE	19801
Committee of Unsecured Creditors	BMT Consulting Group, LLC	Attn: Paul McCarthy	36 Redwood Drive			Butte	MT	59701
Attorneys for Oracle America, Inc.	Buchalter, A Professional Corporation	Shawn M. Christianson, Esq.	55 Second Street, 17th Floor			San Francisco	CA	94105-3493
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Counsel to Tidewater Logistics Corporation	Cole Schotz P.C.	Michael D. Warner, Esquire	301 Commerce Street, Suite 1700			Fort Worth	TX	76102
Counsel to Tidewater Logistics Corporation	Cole Schotz P.C.	Patrick J. Reilley, Esquire	500 Delaware Avenue, Suite 1410			Wilmington	DE	19801
Attorneys for Insight Equity	Connolly Gallagher LLP	Jeffrey C. Wisler and Kelly M. Conlan	1201 North Market Street, 20th Floor			Wilmington	DE	19801
DE AG Office	Delaware Attorney General	Matthew Denn	Carvel State Office Building	820 N French St		Wilmington	DE	19801
DE DOJ	Delaware Dept of Justice	Attn Bankruptcy Dept	820 N French St 6th Fl			Wilmington	DE	19801
DE Secretary of State	Delaware Secretary of State	Franchise Tax	401 Federal Street	PO Box 898		Dover	DE	19903
DE State Treasury	Delaware State Treasury		820 Silver Lake Blvd., Suite 100			Dover	DE	19904
Counsel to Caterpillar Financial Service Corporation	Dickinson Wright PLLC	James A. Plemmons and Michael L. Dallaire	500 Woodward Avenue, Suite 4000			Detroit	MI	48226
Counsel to Trinity Industries Leasing Co.	Duane Morris LLP	Jarret P. Hitchings, Esq.	222 Delaware Avenue, Suite 1600			Wilmington	DE	19801-1659
Committee of Unsecured Creditors	Greenbrier Leasing Company, LLC	Attn: John Lawrence	One Centerpointe Drive, Suite 200			Lake Oswego	OR	97035
Counsel to Insight Equity Management Company LLC and Insight Equity	Hunton Andrews Kurth LLP	Attn Timothy A. ("Tad") Davidson II	600 Travis Street, Suite 4200			Houston	TX	77002
Attorneys for Insight Equity	Hunton Andrews Kurth LLP	Joseph Rovira	600 Travis Street			Houston	TX	77002
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IRS	Internal Revenue Service	Centralized Insolvency Operation	PO Box 7346			Philadelphia	PA	19101-7346
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Counsel to the Official Committee of Unsecured Creditors of Emerge Energy Services LP, et al.	Kilpatrick Townsend & Stockton LLP	Todd C. Meyers, David M. Posner, and Kelly Moynihan	The Grace Building	1114 Avenue of the Americas		New York	NY	10036
Counsel to Tarrant County	Linebarger Goggan Blair & Sampson, LLP	Elizabeth Weller	2777 N. Stemmons Freeway Suite 1000			Dallas	TX	75207
US Trustee for District of DE	Office of the United States Trustee Delaware	Juliet M. Sarkessian	844 King St Ste 2207	Lockbox 35		Wilmington	DE	19801

## Exhibit B

Core/2002 Service List  
Served via First Class Mail

DESCRIPTION	COMPANY	CONTACT	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP
Counsel for MUL Railcars, Inc. and MUL Railcars Leasing, LLC	Pepper Hamilton LLP	David B. Stratton	Hercules Plaza	1313 N. Market Street, Suite 5100	P.O. Box 1709	Wilmington	DE	19899-1709
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SEC Regional Office	Securities & Exchange Commission	G Jeffrey Boujoukos Regional Director	1617 JFK Boulevard Ste 520			Philadelphia	PA	19103
SEC Headquarters	Securities & Exchange Commission	Secretary of the Treasury	100 F St NE			Washington	DC	20549
Attorneys for Market & Johnson, Inc.; Industrial Construction Specialists, LLC; EnDeCo Engineers, Inc.; Stout Excavating Group LLC; A-1 Excavating, Inc.; and Midwest Frac and Sands LLC	Sullivan Hazeltine Allinson LLC	Elihu E. Allinson III, Esq.	901 North Market Street, Suite 1300			Wilmington	DE	19801
Committee of Unsecured Creditors	The Andersons, Inc. an Ohio Corporation	Attn: Sean Hankinson	1947 Briarfield Boulevard			Maumee	OH	43537
Committee of Unsecured Creditors	Trinity Industries Leasing Company	Attn: Scott Ewing	2525 N. Stemmons Freeway			Dallas	TX	75207
Counsel to Union Pacific Railroad Company	Union Pacific Railroad Company	Tonya W. Conley and Lila L. Howe	1400 Douglas Street, STOP 1580			Omaha	NE	68179
US Attorneys Office	US Attorney for Delaware	David C. Weiss	1007 Orange St Ste 700	PO Box 2046		Wilmington	DE	19899-2046
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Counsel to Di-Corp Sand Transloading LP	Vinson & Elkins LLP	Steven M. Abramowitz	666 Fifth Avenue, 26th Floor			New York	NY	10103-0040
Counsel to DIP Agent, DIP Lenders, and Prepetition Secured Parties/Prepetition Agents	Weil, Gotshal & Manges LLP	Attn: Matthew S. Barr, David N. Griffiths and Candace M. Arthur	767 Fifth Avenue			New York	NY	10153
Attorneys for Market & Johnson, Inc.; Industrial Construction Specialists, LLC; EnDeCo Engineers, Inc.; Stout Excavating Group LLC; A-1 Excavating, Inc.; and Midwest Frac and Sands LLC	Weld Riley, S.C.	William E. Wallo, Esq.	3624 Oakwood Hills Parkway			Eau Claire	WI	54701
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