

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

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

**NOTICE OF AGENDA OF MATTERS SCHEDULED FOR *TELEPHONIC ONLY*
HEARING ON MARCH 19, 2020 AT 10:00 A.M. (ET)²**

***APPEARANCES AT THE MARCH 19, 2020 HEARING
(INCLUDING OF DELAWARE COUNSEL) ARE BY TELEPHONE***

I. RESOLVED MATTER:

1. Motion of the Reorganized Debtors for an Order Further Extending Period Within Which the Reorganized Debtors May [Remove](#) Actions Pursuant to 28 U.S.C. § 1452 and Rule 9027 of the Federal Rules of Bankruptcy Procedure and Granting Related Relief [Docket No. 792; filed February 10, 2020]

Response/Objection Deadline: February 24, 2020 at 4:00 p.m. (ET)

Responses/Objections Received: None

¹ The Reorganized Debtors in these cases, along with the last four digits of each Reorganized 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 Reorganized Debtors’ address is 6500 West Freeway, Suite 800, Fort Worth, Texas 76116.

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 Wednesday, March 18, 2020**, to register his/her telephonic appearance in accordance with the *Instructions for Telephonic Appearances Effective January 5, 2005, Revised May 11, 2018*.



Related Documents:

- i. Certificate of No Objection Regarding Motion of the Reorganized Debtors for an Order Further Extending Period Within Which the Reorganized Debtors May [Remove](#) Actions Pursuant to 28 U.S.C. § 1452 and Rule 9027 of the Federal Rules of Bankruptcy Procedure and Granting Related Relief [Docket No. 805; filed February 25, 2020]
- ii. Order Further Extending Period Within Which the Reorganized Debtors May [Remove](#) Actions Pursuant to 28 U.S.C. § 1452 and Rule 9027 of the Federal Rules of Bankruptcy Procedure and Granting Related Relief [Docket No. 808; filed February 26, 2020]

Status: On February 26, 2020, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.

II. FINAL FEE APPLICATIONS:

2. Final Fee Applications (Exhibit A)

Status: Parties are working to resolve comments to the Final Fee Applications and anticipate filing a final fee order under certification of counsel.

Dated: March 17, 2020
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 the Reorganized Debtors

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)
	:	
Reorganized Debtors.	:	Jointly Administered
	:	
	X	

**INDEX OF FINAL FEE APPLICATIONS
TO BE CONSIDERED AT THE MARCH 19, 2020 HEARING**

1. Second Interim and Final 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 December 20, 2019 [Docket No. 771; filed January 30, 2020]

Response/Objection Deadline: March 2, 2020 at 4:00 p.m. (ET)

Responses/Objections Received:

- i. Informal comments from the Office of the United States Trustee (the “**U.S. Trustee**”)

Related Documents:

- A. Fourth 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 October 1, 2019 through October 31, 2019 [Docket No. 662; filed November 27, 2019]
- B. Certification of No Objection Regarding the Fourth 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 October 1, 2019 through October 31, 2019 (No Order Required) [Docket No. 723; filed December 18, 2019]

¹ The Reorganized Debtors in these cases, along with the last four digits of each Reorganized 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 Reorganized Debtors’ address is 6500 West Freeway, Suite 800, Fort Worth, Texas 76116.

- C. Fifth 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 November 1, 2019 through November 30, 2019 [Docket No. 731; filed December 20, 2019]
 - D. Certification of No Objection Regarding the Fifth 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 November 1, 2019 through November 30, 2019 (No Order Required) [Docket No. 754; filed January 10, 2020]
 - E. Sixth 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 December 1, 2019 through December 20, 2019 [Docket No. 761; filed January 22, 2020]
 - F. Certification of No Objection Regarding the Sixth 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 December 1, 2019 through December 20, 2019 (No Order Required) [Docket No. 800; filed February 14, 2020]
2. First and Final Application of [BDO USA, LLP](#), as Accountant and Auditor to the Debtors and Debtors in Possession for Interim Compensation for Services Rendered and Reimbursement of Expenses for the Period July 15, 2019 through December 20, 2019 [Docket No. 772; filed January 30, 2020]

Response/Objection Deadline: March 2, 2020 at 4:00 p.m. (ET)

Responses/Objections Received:

- i. Informal comments from the Office of the U.S. Trustee

3. First and Final Fee Application of [Kurtzman Carson Consultants LLC](#), as Administrative Advisor to the Debtors and Debtors in Possession, for the Period from July 15, 2019 through and including December 18, 2019 [Docket No. 774; filed February 3, 2020]

Response/Objection Deadline: March 4, 2020 at 4:00 p.m. (ET)

Responses/Objections Received: None.

Related Documents:

- A. Amended First and Final Fee Application of [Kurtzman Carson Consultants LLC](#), as Administrative Advisor to the Debtors and Debtors in Possession, for the Period from July 15, 2019 through and including December 18, 2019 [Docket No. 802; filed February 14, 2020]

4. Fifth Monthly and Final 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 January 28, 2020 [Docket No. 775; filed February 3, 2020]

Response/Objection Deadline: March 2, 2020 at 4:00 p.m. (ET)

Responses/Objections Received:

- i. Informal comments from the Office of the U.S. Trustee

Related Documents:

- A. Third 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 October 1, 2019 through and including October 31, 2019 [Docket No. 652; filed November 21, 2019]
- B. Certificate of No Objection Regarding Third 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 October 1, 2019 through and including October 31, 2019 [Docket No. 693; filed December 12, 2019]
- C. Fourth 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 November 1, 2019 through and including November 30, 2019 [Docket No. 727; filed December 19, 2019]
- D. Certificate of No Objection Regarding Fourth 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 November 1, 2019 through and including November 30, 2019 [Docket No. 752; filed January 9, 2020]
- E. Certificate of No Objection Regarding Fifth 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 December 1, 2019 through and including January 28, 2020 [Docket No. 809; filed March 3, 2020]
5. Combined Fifth Monthly and Final 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 (I) Monthly Period December 1, 2029 through December 20, 2019 and

the (II) Final Period July 30, 2019 through December 20, 2019 [Docket No. 776; filed February 3, 2020]

Response/Objection Deadline: March 2, 2020 at 4:00 p.m. (ET)

Responses/Objections Received: None.

Related Documents:

- A. Third 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 October 1, 2019 through October 31, 2019 [Docket No. 653; filed November 21, 2019]
- B. Certificate of No Objection Regarding Third 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 October 1, 2019 through October 31, 2019 [Docket No. 694; filed December 12, 2019]
- C. Fourth 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 November 1, 2019 through November 30, 2019 [Docket No. 728; filed December 19, 2019]
- D. Certificate of No Objection Regarding Fourth 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 November 1, 2019 through November 30, 2019 [Docket No. 753; filed January 9, 2020]
- E. Certificate of No Objection Regarding Fifth 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 Monthly Period December 1, 2019 through December 20, 2019 [Docket No. 810; filed March 3, 2020]
- F. Supplement to Combined Fifth Monthly and Final 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 (I) Monthly Period December 1, 2019 through December 20, 2019 and the (I) Final Period July 30, 2019 through December 20, 2019 [Docket No. 814; filed March 5, 2020]

6. Combined Fourth Monthly and Final Application for Compensation and Reimbursement of Expenses of [Province, Inc.](#), as Financial Advisor to the Official Committee of Unsecured Creditors, for the (I) Monthly Period from November 1, 2019 through December 20, 2019, and (II) Final Period from August 2, 2019 through December 20, 2019 [Docket No. 777; filed February 3, 2020]

Response/Objection Deadline: March 2, 2020 at 4:00 p.m. (ET)

Responses/Objections Received: None.

Related Documents:

- A. Third 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 October 1, 2019 through October 31, 2019 [Docket No. 666; filed December 2, 2019]
- B. Certificate of No Objection Regarding Third 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 October 1, 2019 through October 31, 2019 [Docket No. 738; filed December 26, 2019]
- C. Certificate of No Objection Regarding Fourth Monthly Application for Compensation and Reimbursement of Expenses of [Province, Inc.](#), as Financial Advisor to the Official Committee of Unsecured Creditors, for the Monthly Period from November 1, 2019 through December 20, 2019 [Docket No. 811; filed March 3, 2020]
7. Fourth Monthly and Final 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, 2019 through December 20, 2019 [Docket No. 778; filed February 3, 2020]

Response/Objection Deadline: March 2, 2020 at 4:00 p.m. (ET)

Responses/Objections Received:

- i. Informal comments from the Office of the U.S. Trustee

Related Documents:

- A. Second 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 During the Month of October 2019 [Docket No. 657; filed November 25, 2019]

- B. Certificate of No Objection Regarding Second 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 During the Month of October 2019 [Docket No. 714; filed December 17, 2019]
 - C. Third 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 During the Month of November 2019 [Docket No. 757; filed January 13, 2020]
 - D. Certificate of No Objection Regarding Third 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 During the Month of November 2019 [Docket No. 785; filed February 4, 2020]
8. Second Interim and Final 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 December 20, 2019 [Docket No. 779; filed February 3, 2020]

Response/Objection Deadline: March 4, 2020 at 4:00 p.m. (ET)

Responses/Objections Received: None.

Related Documents:

- A. Fourth 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 October 1, 2019 through October 31, 2019 [Docket No. 667; filed December 2, 2019]
- B. Certification of No Objection Regarding the Fourth 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 October 1, 2019 through October 31, 2019 (No Order Required) [Docket No. 739; filed December 26, 2019]
- C. Fifth 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 November 1, 2019 through November 30, 2019 [Docket No. 744; filed January 3, 2020]
- D. Certification of No Objection Regarding the Fifth 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 November 1, 2019 through November 30, 2019 (No Order Required) [Docket No. 764; filed January 24, 2020]

- E. Sixth 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 December 1, 2019 through December 20, 2019 [Docket No. 762; filed January 22, 2020]
 - F. Certification of No Objection Regarding the Sixth 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 December 1, 2019 through December 20, 2019 (No Order Required) [Docket No. 801; filed February 14, 2020]
9. Application of the Official Committee of Unsecured Creditors for Reimbursement of Expenses Incurred by [Committee Members](#) [Docket No. 780; filed February 3, 2020]

Response/Objection Deadline: March 2, 2020 at 4:00 p.m. (ET)

Responses/Objections Received:

- i. Informal comments from the Office of the U.S. Trustee

Related Documents:

- A. Certificate of No Objection Regarding Application of the Official Committee of Unsecured Creditors for Reimbursement of Expenses Incurred by [Committee Members](#) [Docket No. 819; filed March 16, 2020]
10. First and Final Fee Application of [PricewaterhouseCoopers LLP](#) for Compensation for Services Rendered and Reimbursement of Expenses as Tax Advisor to the Debtors for the Period July 15, 2019 through December 20, 2019 [Docket No. 781; filed February 3, 2020]

Response/Objection Deadline: March 4, 2020 at 4:00 p.m. (ET)

Responses/Objections Received:

- i. Objection of the United States Trustee to the First and Final Fee Application of [PricewaterhouseCoopers LLP](#) for Compensation for Services Rendered and Reimbursement of Expenses as Tax Advisor to the Debtors for the Period July 15, 2019 through December 20, 2019 (Dkt. 781) [Docket No. 813; filed March 4, 2020]

Related Documents:

- A. Notice of Filing Supplement to the First and Final Fee Application of [PricewaterhouseCoopers LLP](#) for Compensation for Services Rendered and

Reimbursement of Expenses as Tax Advisor to the Debtors for the Period July 15, 2019 through December 20, 2019 [Docket No. 818; filed March 16, 2020]

11. 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 Final Period of July 15, 2019 through December 20, 2019 [Docket No. 782; filed February 4, 2020]

Response/Objection Deadline: March 4, 2020 at 4:00 p.m. (ET)

Responses/Objections Received:

- i. Informal comments from the Office of the U.S. Trustee

Related Documents:

- A. 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 Final Period of July 15, 2019 through December 20, 2019 [Docket No. 788; filed February 5, 2020]
- B. Notice of Filing Supplement to the 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 Final Period of July 15, 2019 through December 20, 2019 [Docket No. 816; filed March 11, 2020]