IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
EMERGE ENERGY SERVICES LP,	:	Case No. 19-11563 (KBO)
Reorganized Debtor.[1]	:	**Obj. Deadline: June 16, 2021 at 4:00 p.m. (ET)** **Hearing Date: July 8, 2021 at 10:00 a.m. (ET)**

MOTION OF THE REORGANIZED DEBTOR FOR AN ORDER FURTHER EXTENDING THE DEADLINE FOR THE REORGANIZED DEBTOR TO OBJECT TO CLAIMS AND OLD GP/LP EQUITY INTERESTS AND GRANTING RELATED RELIEF

The reorganized debtor in the above-captioned case (the "**Reorganized Debtor**"),[2] by and through its undersigned counsel, respectfully represents as follows:

JURISDICTION

1. This Court has jurisdiction to consider this motion (the "**Motion**") under 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. This is a core proceeding under 28 U.S.C. § 157(b)(2). Venue of the Chapter 11 Case and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

2. On July 15, 2019 (the "**Petition Date**"), the Debtors filed voluntary petitions in this Court commencing the Chapter 11 Case.

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1 The Reorganized Debtor in this case, along with the last four digits of the Reorganized Debtor's federal tax identification number, is Emerge Energy Services LP (2937). The Reorganized Debtor's address is 6500 West Freeway, Suite 800, Fort Worth, Texas 76116.

2 Prior to the occurrence of the Effective Date (as defined below), the Reorganized Debtor was one of five debtors and debtors-in-possession (collectively, and prior to the Effective Date, the "**Debtors**") in the above-captioned chapter 11 case (the "**Chapter 11 Case**").

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3. On December 18, 2019, the Court entered an order [Docket No. 721] (the "**Confirmation Order**") confirming the *Modified Second Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code*, which was attached to the Confirmation Order as Exhibit 1 thereto (the "**Plan**").[3] The Plan became effective, and was substantially consummated, on December 20, 2019 (the "**Effective Date**"). *See* Docket No. 733.

CLAIMS OBJECTION DEADLINE

4. Pursuant to the Plan, the initial deadline to object to prepetition claims (the "**Claims**") was "the latest of (a) one hundred eighty (180) days after the Effective Date; (b) ninety (90) days after the Filing of an applicable Proof of Claim, or (c) such other date as may be specifically fixed by Final Order of the Bankruptcy Court for objecting to such Claim." *See* Plan Article I.C. (definition of "Claims Objection Deadline").[4] Accordingly, the initial deadline to file objections to Claims (the "**Claims Objection Deadline**") was Wednesday, June 17, 2020.

5. Additionally, pursuant to the Plan, the initial deadline to object to Old GP/LP Equity Interests was "the later of (a) one hundred eighty (180) days after the Effective Date or (b) such other date as may be fixed by Final Order of the Bankruptcy Court for objecting to such Old GP/LP Equity Interest." *See* Plan Article I.C. (definition of "Old GP/LP Objection Deadline"). Accordingly, the initial deadline to file objections to Old GP/LP Equity Interests (the "**Old GP/LP Objection Deadline**") was Wednesday, June 17, 2020.

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3 Capitalized terms not otherwise defined herein shall have the meanings given to them in the Confirmation Order or the Plan, as applicable.

4 The Plan also separately sets a deadline to object to Administrative Claims, which is "the later of (a) 120 days after the Effective Date and (b) 60 days after the Filing of the applicable request for payment of Administrative Claims, if applicable, as the same may be modified or extended from time to time by Final Order of the Bankruptcy Court." *See* Confirmation Order ¶ 27; *see also* Plan Article II.A.1. The Reorganized Debtor separately filed a motion seeking an extension of the Administrative Claims Objection Deadline, and the Court has entered an order [Docket No. 992] granting such relief.

6. On June 30, 2020, the Court entered an order [Docket No. 862] extending the initial Claims Objection Deadline and the initial Old GP/LP Objection Deadline (the "**First Claims and Old GP/LP Objection Deadline Extension**") to October 15, 2020.

7. On October 29, 2020, the Court entered an order [Docket No. 924] extending the First Claims and Old GP/LP Objection Deadline Extension (the "**Second Claims and Old GP/LP Objection Deadline Extension**") to February 12, 2021.

8. On February 16, 2021, the Court entered an order [Docket No. 976] extending the Second Claims and Old GP/LP Objection Deadline Extension (the "**Third Claims and Old GP/LP Objection Deadline Extension**") to June 14, 2021.

RELIEF REQUESTED

9. By this Motion, the Reorganized Debtor seeks entry of an order, substantially in the form attached hereto as Exhibit A (the "**Proposed Order**"), extending the Third Claims and Old GP/LP Objection Deadline Extension by approximately 120 days, from June 14, 2021,[5] through and including October 12, 2021, without prejudice to the ability of the Reorganized Debtor to request further extensions.

BASIS FOR RELIEF

10. Section 105(a) of the Bankruptcy Code empowers the Court to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105. *See, e.g., Adelphia Bus. Solutions, Inc. v. Abnos*, 482 F.3d 602, 609 (2d Cir. 2007) ("Section 105(a) grants broad equitable power to the bankruptcy courts to carry out the provisions of the Bankruptcy Code so long as that power is exercised within the confines of

[5] Pursuant to Rule 9006-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "**Local Rules**"), the filing of this Motion prior to the expiration of the current Claims Objection Deadline and Old GP/LP Objection Deadline automatically extends such deadline until such time as the Court rules on this Motion.

the Bankruptcy Code"). Further, the Plan allows both the Claims Objection Deadline and the Old GP/LP Objection Deadline to be extended to "such other date as may be specifically fixed by Final Order of the Bankruptcy Court." *See* Plan Article I.C. (definition of "Claims Objection Deadline"); *see also* Plan Article I.C. (definition of "Old GP/LP Objection Deadline"). Accordingly, this Court has authority to extend such deadlines.

11. The Reorganized Debtor respectfully submits that the proposed extension of the Third Extended Claims and Old GP/LP Objection Deadlines is appropriate and reasonable under the circumstances.

12. Initially, since the Effective Date, the Reorganized Debtor has been reviewing and assessing the Claims and interests filed or asserted in the Chapter 11 Case. Although the Reorganized Debtor has made, and continues to make, progress in the claims reconciliation process, the requested extension is necessary to avoid the Reorganized Debtor having to file objections which could have been avoided if they were given additional time to review, analyze and consensually resolve any potentially disputed Claims and/or interests. Indeed, the Reorganized Debtor submits that it would be a waste of resources to prematurely file objections to Claims and interests at this stage. Accordingly, for that reason alone, the Motion should be granted.

13. Further, due to various "shelter-in-place" laws and "work-from-home" mandates resulting from the national and international emergency caused by the novel coronavirus, the Reorganized Debtor's efforts to resolve and review all Claims and interests, has been significantly slowed. These laws and mandates, while justifiable under the circumstances, have made access to the Debtor's books and records difficult and placed significant hardship on the personnel necessary for the Reorganized Debtor to perform the required analysis of the

Claims. As a result, for at least fourteen to fifteen months and potentially longer, the Reorganized Debtor had difficulty and expects to have difficulty reviewing and reconciling Claims. These facts further support the requested extension of the Third Claims and Old GP/LP Objection Deadline Extension.

14. Accordingly, the requested extension of 120 days is reasonable and will provide additional time for the Reorganized Debtor to pursue consensual resolutions of any disputed Claims and interests and/or file objections where such resolutions cannot be reached.

CONSENT TO JURISDICTION

15. Pursuant to Local Rule 9013-1(f), the Reorganized Debtor consents to the entry of a final judgment or order with respect to the Motion if it is determined that the Court would lack Article III jurisdiction to enter such final order or judgment absent consent of the parties.

NOTICE

16. Notice of this Motion shall be provided to (a) the U.S. Trustee; and (b) any other party entitled to notice pursuant to Bankruptcy Rule 2002 or order of the Court. The Reorganized Debtor submits that, under the circumstances, no other or further notice is required.

17. A copy of this Motion is available on (i) the Court's website: www.deb.uscourts.gov, and (ii) the website maintained by the Reorganized Debtor's Claims and Noticing Agent, Kurtzman Carson Consultants LLC, at https://www.kccllc.net/EmergeEnergy.

NO PRIOR REQUEST

18. No prior request for the relief sought herein has been made to this Court or any other court.

WHEREFORE, the Reorganized Debtor respectfully requests that the Court enter the Proposed Order, substantially in the form attached hereto as Exhibit A, granting the relief requested herein and such other and further relief as may be just and proper.

Dated: June 2, 2021
Wilmington, Delaware

/s/ Travis J. Cuomo

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Counsel for the Reorganized Debtor

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
EMERGE ENERGY SERVICES LP,	:	Case No. 19-11563 (KBO)
Reorganized Debtor.[1]	:	**Obj. Deadline: June 16, 2021 at 4:00 p.m. (ET)** **Hearing Date: July 8, 2021 at 10:00 a.m. (ET)**

NOTICE OF MOTION AND HEARING

PLEASE TAKE NOTICE that, on June 2, 2021, the reorganized debtor in the above-captioned case (the "**Reorganized Debtor**") filed the *Motion of the Reorganized Debtor for an Order Further Extending the Deadline for the Reorganized Debtor to Object to Claims and Old GP/LP Equity Interests and Granting Related Relief* (the "**Motion**") with the United States Bankruptcy Court for the District of Delaware (the "**Court**").

PLEASE TAKE FURTHER NOTICE that, any responses or objections to the Motion must be in writing and filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 on or before **June 16, 2021 at 4:00 p.m. (Prevailing Eastern Time).**

PLEASE TAKE FURTHER NOTICE that, if any objections to the Motion are received, the Motion and such objections shall be considered at a hearing before The Honorable Karen B. Owens, United States Bankruptcy Judge for the District of Delaware, at the Court, 824 North Market Street, 6th Floor, Courtroom 3, Wilmington, Delaware 19801 on **July 8, 2021 at 10:00 a.m. (prevailing Eastern Time)**.

[1] The Reorganized Debtor in this case, along with the last four digits of the Reorganized Debtor's federal tax identification number, is Emerge Energy Services LP (2937). The Reorganized Debtor's address is 6500 West Freeway, Suite 800, Fort Worth, Texas 76116.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: June 2, 2021
Wilmington, Delaware

/s/ Travis J. Cuomo

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Counsel for the Reorganized Debtor

Exhibit A

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
EMERGE ENERGY SERVICES LP,	:	Case No. 19-11563 (KBO)
Reorganized Debtor.[1]	:	**Re: Docket No.**

ORDER FURTHER EXTENDING THE DEADLINE FOR THE REORGANIZED DEBTOR TO OBJECT TO CLAIMS AND OLD GP/LP EQUITY INTERESTS

Upon the motion (the "**Motion**")[2] of the Reorganized Debtor for entry of an Order further extending the time by which the Reorganized Debtor may object to Claims and interests; and the Court having reviewed the Motion and having considered the statements of counsel with respect to the Motion at a hearing (if any) before the Court; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated as of February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation

1 The Reorganized Debtor in this case, along with the last four digits of the Reorganized Debtor's federal tax identification number, is Emerge Energy Services LP (2937). The Reorganized Debtor's address is 6500 West Freeway, Suite 800, Fort Worth, Texas 76116.

2 Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

thereon; and the Court having determined that there is good and sufficient cause for the relief granted in this order, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.

2. Each of the Claims Objection Deadline and the Old GP/LP Objection Deadline is hereby extended through and including October 12, 2021.

3. This Order is without prejudice to the Reorganized Debtor's right to request additional extensions of the Claims Objection Deadline or the Old GP/LP Objection Deadline.

4. The Court shall retain exclusive jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.