

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re: : Chapter 11  
: :  
EMERGE ENERGY SERVICES, LP, : Case No. 19-11563 (KBO)  
: :  
Reorganized Debtor.<sup>1</sup> : :  
: :  
----- X  
MARKET & JOHNSON, INC., :  
: :  
Plaintiff, :  
v. : Adversary Proceeding No. 19-50728 (KBO)  
: :  
SUPERIOR SILICA SANDS LLC, and :  
HPS INVESTMENT PARTNERS, LLC, :  
: :  
Defendant. :  
----- X

CERTIFICATION OF COUNSEL REGARDING  
ORDER DISMISSING ADVERSARY COMPLAINT  
FILED BY MARKET & JOHNSON, INC

The undersigned hereby certifies as follows:

1. On August 16, 2019, Pownall Services, LLC (“**Pownall**”) filed an adversary complaint, Adv. No. 19-50295 (the “**Pownall Adversary Complaint**”), against debtor Superior Silica Sands LLC (“**SSS**”) and HPS Investment Partners, LLC (“**HPS**”), and on October 25, 2019, Market & Johnson, Inc. (“**M&J**” and, together with Pownall, HPS and SSS, collectively, the “**Parties**”), filed an adversary complaint, Adv. No. 19-50728 (the “**M&J Adversary Complaint**” and together with the Pownall Adversary Complaint, the “**Adversary Proceedings**”), against SSS and HPS.

<sup>1</sup> 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. On December 18, 2019, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [Docket No. 721] confirming the above-captioned reorganized debtor’s (the “**Reorganized Debtor**”) and its reorganized debtor affiliates’ *Second Amended Joint Plan of Reorganization for Emerge Energy Services LP and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* (as may have been amended, modified or supplemented from time to time, the “**Plan**”).<sup>2</sup> The Plan was substantially consummated and became effective on December 20, 2019.

3. On August 27, 2020, the Reorganized Debtor filed its *First (Substantive) Omnibus Objection to, or Motion to Reclassify, Purported Secured Claims* [Docket No. 876] (the “**Objection**”), objecting to, among other claims, certain claims filed by Pownall and M&J.

4. On December 3, 2020, Pownall and M&J filed their *Joint Motion to Enforce Provisions of Reorganized Debtor’s Confirmed Chapter 11 Plan* [Docket No. 946] (the “**Plan Motion**” and, together with the Adversary Proceedings and the Objection, collectively, the “**Dispute**”).

5. After engaging in discussions regarding the Dispute, the Parties agreed to resolve the Dispute pursuant to the terms of that certain *Stipulation to Resolve (I) Reorganized Debtor’s First (Substantive) Omnibus Objection to, or Motion to Reclassify, Purported Secured Claims and (II) Joint Motion of Market & Johnson, Inc., and Pownall Services, LLC, to Enforce Provisions of Reorganized Debtors’ Confirmed Chapter 11 Plan* [Docket No. 1035] (the “**Stipulation**”). On October 4, 2021, the Court entered an order approving the Stipulation [Docket No. 1038].

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to such terms in the Plan.

6. Pursuant to paragraph 12 of the Stipulation, M&J agreed to the entry of an order dismissing the M&J Adversary Complaint. *See* Stipulation at ¶12. In light of the foregoing, SSS has prepared a proposed form of order (the “**Proposed Order**”), attached hereto as **Exhibit A**, dismissing the M&J Adversary Complaint and closing its related docket consistent with the terms of the Stipulation. The Proposed Order has been circulated to HPS and M&J, and the aforementioned parties do not object to the entry of the Proposed Order.

*[Remainder of page intentionally left blank; signature page follows]*

WHEREFORE, SSS respectfully requests that the Court enter the Proposed Order, attached hereto as **Exhibit A**, at its earliest convenience.

Dated: March 17, 2022  
Wilmington, Delaware

/s/ David T. Queroli

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**EXHIBIT A**

**Proposed Order**

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

|                                  |   |   |
|----------------------------------|---|---|
| In re:                           | X |   |
|                                  | : | Chapter 11                              |
|                                  | : |   |
| EMERGE ENERGY SERVICES, LP,      | : | Case No. 19-11563 (KBO)                 |
|                                  | : |   |
| Reorganized Debtor. <sup>1</sup> | : |   |
|                                  | : |   |
|                                  | : |   |
|                                  | X |   |
| MARKET & JOHNSON, INC.,          | : |   |
|                                  | : |   |
| Plaintiff,                       | : |   |
| v.                               | : | Adversary Proceeding No. 19-50728 (KBO) |
|                                  | : |   |
| SUPERIOR SILICA SANDS LLC, and   | : |   |
| HPS INVESTMENT PARTNERS, LLC,    | : | Re: Docket No. _____                    |
|                                  | : |   |
| Defendant.                       | : |   |
|                                  | X |   |

**ORDER DISMISSING ADVERSARY COMPLAINT  
FILED BY MARKET & JOHNSON, INC.**

Upon consideration of the *Certification of Counsel Regarding Order Dismissing Adversary Complaint Filed by Market & Johnson, Inc.* (the “**Certification of Counsel**”);<sup>2</sup> and the Court having found that (i) the Court has jurisdiction over this matter pursuant to 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; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (iii) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and (iv) good and sufficient cause exists for the relief granted herein;

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Certification of Counsel.

**IT IS HEREBY ORDERED THAT:**

1. The M&J Adversary Complaint is dismissed with prejudice in accordance with the terms of the Stipulation.
2. Entry of this Order shall not affect or otherwise modify the terms of the Stipulation.
3. The adversary proceeding's docket shall be marked as "Closed."
4. The Clerk of the Court is authorized to take any actions necessary to effectuate the relief granted herein.
5. This Order shall be effective and enforceable immediately upon its entry.
6. The Court retains jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.