

Fill in this information to identify the case:

United States Bankruptcy Court for the:
 District of Delaware

Case number (If known): _____ Chapter 11

Check if this is an amended filing

Official Form 201
Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** Emerge Energy Services GP LLC

2. **All other names debtor used in the last 8 years** _____

 Include any assumed names, trade names, and *doing business as* names _____

3. **Debtor's federal Employer Identification Number (EIN)** 4 5 - 5 1 7 4 6 8 3

4. **Debtor's address**

	Principal place of business	Mailing address, if different from principal place of business
	<u>5600 Clearfork Main Street, Suite 400</u> Number Street	_____ Number Street
	_____ P.O. Box	_____ P.O. Box
	<u>Fort Worth TX 76109</u> City State ZIP Code	_____ City State ZIP Code
	Location of principal assets, if different from principal place of business	
	<u>Tarrant County</u> County	<u>24068 Plantation Road</u> Number Street
		<u>San Antonio TX 78230</u> City State ZIP Code

5. **Debtor's website (URL)** http://www.emergelp.com

6. **Type of debtor**

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____



Debtor Emerge Energy Services GP LLC
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>

2 1 2 3

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:
 - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No
- Yes. District _____ When _____ Case number _____
MM / DD / YYYY
- District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes. Debtor See attached Schedule 1 Relationship See attached Schedule 1
District See attached Schedule 1 When Contemporaneously
MM / DD / YYYY
Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor Emerge Energy Services GP LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property? _____

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- No
- Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

(on a consolidated basis)

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

(on a consolidated basis)

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Emerge Energy Services GP LLC
Name

Case number (if known) _____

16. Estimated liabilities (on a consolidated basis)
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

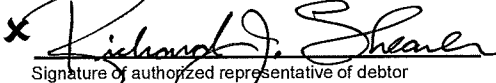
Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor
- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 - I have been authorized to file this petition on behalf of the debtor.
 - I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

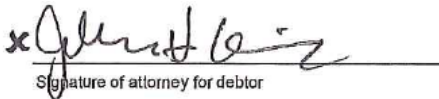
Executed on 07/15/2019
MM / DD / YYYY


Signature of authorized representative of debtor

Rick Shearer
Printed name

Title Authorized Person

18. Signature of attorney


Signature of attorney for debtor

Date 7/15/19
MM / DD / YYYY

John H. Knight
Printed name

Richards, Layton & Finger, P.A.
Firm name

One Rodney Square, 920 North King Street
Number Street

Wilmington
City

DE 19801
State ZIP Code

302-651-7700
Contact phone

knight@rlf.com
Email address

3848
Bar number

DE
State

Schedule 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case, collectively, the “**Debtors**”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered under the number assigned to the chapter 11 case of Emerge Energy Services LP.

Emerge Energy Services LP
Emerge Energy Services GP LLC
Emerge Energy Services Operating LLC
Emerge Energy Services Finance Corporation
Superior Silica Sands LLC

**WRITTEN CONSENT OF THE
SPECIAL RESTRUCTURING COMMITTEE
OF
EMERGE ENERGY SERVICES GP LLC**

July 15, 2019

The undersigned constitute all of the members of the special restructuring committee (the “Committee”) of Emerge Energy Services GP LLC, a Delaware limited liability company (the “General Partner”). The Committee does hereby consent in writing to the taking of the following actions and the adoption of the following resolutions, and to the waiver of all notices and the holding of a meeting for the purpose of considering the same.

Approval of Bankruptcy Filing, DIP Financing and Plan Documents

WHEREAS, the General Partner is the general partner of Emerge Energy Services LP, a Delaware limited partnership (the “Partnership”);

WHEREAS, the Partnership is the sole member of Emerge Energy Services Operating LLC, a Delaware limited liability company (the “Operating Company”);

WHEREAS, the Operating Company is the sole member of Superior Silica Sands LLC, a Texas limited liability company (“SSS”) and the sole stockholder of Emerge Energy Services Finance Corporation, a Delaware corporation (the “Corporation,” and, together with the Partnership, the Operating Company and SSS, the “Partnership Parties”);

WHEREAS, under the Amended and Restated Limited Liability Company Agreement of the General Partner (the “LLC Agreement”), the consent of the members of the General Partner is required for the General Partner to file a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), and the sole member of the General Partner has delegated to the Committee the authority to authorize such filing;

WHEREAS, under the LLC Agreement, the consent of the members of the General Partner is required for any of the Partnership Parties to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code, and the sole member of the General Partner has waived its right to consent to such filing in favor of the Committee;

WHEREAS, under the LLC Agreement, the approval of the board of directors of the General Partner (the “Board”) is required for any Partnership Party to commence a case under chapter 11 of the Bankruptcy Code;

WHEREAS, the General Partner has entered into a Restructuring Support Agreement, dated as of April 18, 2019 (the “Restructuring Agreement”), pursuant to which the authority of the Board with respect to certain matters has been delegated to the Committee;

WHEREAS, the Board authorized the execution, delivery and performance by the General Partner of the Restructuring Agreement and the transactions contemplated thereby, including, without limitation, the delegation by the Board to the Committee of the authority of the Board to approve the filing of a voluntary bankruptcy petition by the Partnership Parties;

WHEREAS, the Committee has the authority to approve the commencement of voluntary cases of the General Partner, the Partnership and the Partnership's subsidiaries under chapter 11 of the Bankruptcy Code;

WHEREAS, the Committee has determined that actions of the Committee may be adopted by action by written consent in lieu of a meeting;

WHEREAS, the Committee has reviewed and considered the materials presented by the management and financial and legal advisors of the Partnership regarding the potential present and future liabilities of the General Partner and the Partnership Parties, the strategic alternatives available to it, and the impact of the foregoing on the General Partner and the Partnership Parties;

WHEREAS, the Committee has consulted with the management and financial and legal advisors of the General Partner and the Partnership Parties and has considered fully each of the strategic alternatives available to the General Partner and each of the Partnership Parties;

WHEREAS, the Committee has determined that it is in the General Partner's and each of the Partnership Parties' best interest to commence a case under chapter 11 of the Bankruptcy Code (the "Chapter 11 Case");

WHEREAS, in connection with the Chapter 11 Case, the Committee, after consulting with the management and financial and legal advisors of the General Partner, believes that the proposed debtor in possession financing facility (the "DIP Financing") on the terms set forth in that certain Senior Secured Superpriority Debtor in Possession Credit Facility (the "DIP Credit Agreement"), dated on or about July 15, 2019, between the Operating Company and SSS, as borrowers, the Partnership, the Corporation, and SSS, as guarantors, HPS Investment Partners, LLC, as administrative agent and collateral agent, and the lenders from time to time party thereto, and believes that such DIP Financing is in the best interests of the General Partner and the Partnership Parties; and

WHEREAS, in connection with the Chapter 11 Case, the Committee, after consulting with the management and financial and legal advisors of the General Partner, believes that filing and prosecuting a joint chapter 11 plan of reorganization of the Debtors (the "Plan"), is in the best interests of the General Partner and the Partnership Parties.

NOW, THEREFORE, BE IT RESOLVED, that the Committee hereby approves the commencement of the Chapter 11 Case, the DIP Financing, including the DIP Credit Agreement, and the filing of the Plan and the documents related thereto (the "Plan Documents"), and authorizes any officer of the General Partner on behalf of the General Partner (acting on its own behalf or in its capacity as general partner of the Partnership) to execute any necessary consents

with respect to the governing persons of any of the Partnership Parties authorizing the commencement of the Chapter 11 Case by such Partnership Party.

RESOLVED FURTHER, that each of Bryan Gaston, Roy Messing, and Rick Shearer (each, an “Authorized Person”), be, and each of them hereby is, acting singly, authorized to take all such steps and do all such acts and things as they shall deem necessary or advisable to commence the Chapter 11 Case, including, but not limited to, executing, verifying, and delivering a voluntary petition in the name of the General Partner and each of the Partnership Parties under chapter 11 of the Bankruptcy Code and causing the same to be filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), the making of any and all other necessary filings with the Bankruptcy Court and any other filings that such Authorized Persons determine to be necessary or advisable, the making and execution of any necessary or advisable instruments, certificates, affidavits, or other documents in connection therewith, the signing or endorsement of any checks, posting of any bonds, and the payment of any fees and expenses in such connection, and to take any and all action to make, execute, verify, and file all applications, certificates, documents, or other instruments and to do any and all acts and things that any one or more of them shall deem necessary, advisable, or appropriate in order to carry out the intent and purpose of any and all of the foregoing resolution.

RESOLVED FURTHER, that each Authorized Person be, and hereby is, authorized, directed, and empowered, with full power of delegation, on behalf of and in the name of the General Partner and each of the Partnership Parties, to execute, verify, and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein), and to amend, supplement, or otherwise modify from time to time, all necessary or appropriate documents, including, without limitation, petitions, affidavits, schedules, motions, lists, applications, pleadings, and other documents, agreements, and papers, including any and all loan agreements, documents, notes, guaranties, security agreements, pledge agreements, and all other documents, agreements, or instruments as may be deemed necessary or appropriate by such Authorized Person, and to take any and all actions that the Authorized Person deems necessary or appropriate, each in connection with the Chapter 11 Case, any postpetition financing (including the DIP Financing), or any cash collateral usage contemplated hereby or thereby.

RESOLVED FURTHER, that each Authorized Person be, and hereby is, authorized, directed, and empowered, on behalf of and in the name of the General Partner each of the Partnership Parties, to employ and retain the law firms of Latham & Watkins LLP and Richards, Layton & Finger, P.A. to act as attorneys for the General Partner and the Partnership Parties in connection with the Chapter 11 Case.

RESOLVED FURTHER, that each Authorized Person be, and hereby is, authorized, directed, and empowered, on behalf of and in the name of the General Partner and each of the Partnership Parties, to employ and retain Houlihan Lokey Capital, Inc. as financial advisor to the General Partner and the Partnership Parties in connection with the Chapter 11 Case.

RESOLVED FURTHER, that each Authorized Person be, and hereby is, authorized, directed, and empowered, on behalf of and in the name of the General Partner and each of the Partnership Parties, to employ and retain Kurtzman Carson Consultants LLC as claims, noticing,

and solicitation agent and administrative advisor for each Partnership Party in its Chapter 11 Case.

RESOLVED FURTHER, that each Authorized Person be, and hereby is, authorized, directed, and empowered, on behalf of and in the name of the General Partner and the Partnership Parties, to employ and retain such further legal, restructuring, financial, accounting, and other professionals (together with the foregoing identified firms, the “Professionals”) as may be deemed necessary or appropriate by any Authorized Person to assist the General Partner and each Partnership Party in carrying out its responsibilities in the Chapter 11 Case and achieving a successful reorganization.

RESOLVED FURTHER, that each Authorized Person be, and hereby is, authorized, with full power of delegation, in the name and on behalf of the General Partner and the Partnership Parties, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered, and to amend, supplement, or otherwise modify from time to time, all such further agreements, documents, certificates, statements, notices, undertakings, and other writings, and to incur and to pay or direct payment of all such fees and expenses, as in the judgment of the Authorized Person shall be necessary, appropriate, or advisable to effectuate the purpose and intent of any and all of these resolutions.

RESOLVED FURTHER, that each Authorized Person be, and hereby is, authorized, directed, and empowered, with full power of delegation, on behalf of and in the name of the General Partner and the Partnership Parties, to execute, verify, and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) the DIP Credit Agreement and consummate the DIP Financing.

RESOLVED FURTHER, that each Authorized Person be, and hereby is, authorized, directed, and empowered, with full power of delegation, on behalf of and in the name of the General Partner and the Partnership Parties, to execute, verify, and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) the Plan and Plan Documents and cause the General Partner and the Partnership Parties to perform their obligations thereunder.

RESOLVED FURTHER, that all acts lawfully done or actions lawfully taken by any Authorized Person or any of the Professionals in connection with the Chapter 11 Case or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the General Partner.


RESOLVED FURTHER, that any and all actions, whether previously or subsequently taken by any Authorized Person or any other person authorized to act by an Authorized Person, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved, and confirmed.

[Signature Page(s) Follow]

IN WITNESS WHEREOF, the undersigned hereby consent to the actions set forth herein effective as of the date first set forth above.



Eugene I. Davis



William L. Transier

**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-_____ (_____)
 :
 Debtors. : (Joint Administration Requested)
 :
 ----- X

**CONSOLIDATED LIST OF CREDITORS HOLDING THE
THIRTY LARGEST UNSECURED CLAIMS**

Emerge Energy Services LP, Emerge Energy Services GP LLC, Emerge Energy Services Operating LLC, Superior Silica Sands LLC, and Emerge Energy Services Finance Corporation (together, the “**Debtors**”) each filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting, among other things, authority to file a consolidated list of creditors holding the thirty largest unsecured claims (the “**Largest Unsecured Creditors List**”).

The Largest Unsecured Creditors List is based on the Debtors’ books and records as of approximately July 15, 2019, and was prepared in accordance with rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Largest Unsecured Creditors List does not include persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31).

The information contained in the Largest Unsecured Creditors List shall not constitute an admission by, nor shall it be binding on, the Debtors.

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.

Debtor Name <u>Emerge Energy Services GP LLC</u>
United States Bankruptcy Court for the: <u>District of Delaware</u> (State)
Case number (If known): _____

 Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the thirty (30) largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the thirty (30) largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 TRINITY INDUSTRIES LEASING COMPANY MICHELLE JACKSON 2525 STEMMONS FREEWAY DALLAS, TX 75207	MICHELLE JACKSON PHONE: 214-589-8217 FAX: 469-610-1252 EMAIL: MICHELLE.JACKSON@TRIN.NET	TRADE DEBT				\$8,923,599.68
2 MARKET & JOHNSON, INC TINA BANKER 2530 GALLOWAY STREET EAU CLAIRE, WI 54702-0630	TINA BANKER PHONE: 715-834-1213 FAX: 715-834-2331 EMAIL: CLLOYD@MARKET-JOHNSON.COM	TRADE DEBT	DISPUTED			\$6,206,699.84
3 CIT GROUP/EQUIPMENT FINANCING, INC PATRICK BAXTER 30 S WACKER DRIVE SUITE 2900 CHICAGO, IL 60606	PATRICK BAXTER PHONE: 312-906-5700 FAX: 312-906-5825 EMAIL: VICTORIA.VANRIET@CIT.COM	TRADE DEBT				\$4,054,894.85
4 STOUT EXCAVATING GROUP, LLC RICHARD CRUSING 21218 100TH STREET BLOOMER, WI 54724	RICHARD CRUSING PHONE: 715-568-4141 FAX: 715-568-4144 EMAIL: RCRUSING@A1EXCAVATING.COM	TRADE DEBT				\$3,100,224.24
5 TMT SOLUTIONS INC ANDREW OBER 4041 FM 1978 SAN MARCOS, TX 78666	ANDREW OBER PHONE: 512-392-9211 EMAIL: MENDSLEY@TMTSOLUTIONS.COM	TRADE DEBT	DISPUTED			\$2,215,210.32
6 SMBC RAIL SERVICES LLC KEVIN WINGATE 5600 MEXICO ROAD SUITE 2900 ST PETERS, MO 63376	KEVIN WINGATE PHONE: 636-940-5500 FAX: 312-559-4829 EMAIL: BILLING@SMBCRAIL.COM	TRADE DEBT				\$2,115,967.92

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
7 DI-CORP SAND TRANSLOADING LP LINDA DESABRAIS 8750-53 AVE EDMONTON, AB T6E 5G2 CANADA	LINDA DESABRAIS PHONE: 780-468-4064 EMAIL: LINDADESABRAIS@DI-CORP.COM	TRADE DEBT				\$2,006,305.96
8 POWNALL SERVICES LLC MELISSA RIPLEY 14019 SW FREEWAY STE 301-258 SUGAR LAND, TX 77478	MELISSA RIPLEY PHONE: 281-813-2105 FAX: 832-532-7551 EMAIL: HARRY@POWNALLSERVICES.COM	TRADE DEBT				\$1,819,788.38
9 WELLS FARGO RAIL CORPORATION DEAN LAGROSA 9377 W HIGGINS RD STE 600 ROSEMONT, IL 60018	DEAN LAGROSA PHONE: 847-384-4405 FAX: 847-318-7575 EMAIL: DEAN.LAGROSA@FIRSTUNIONRAIL.COM	TRADE DEBT				\$1,652,112.87
10 RBSCOTT COMPANY, INC. JOHN MICKELSON 1011 SHORT STREET EAU CLAIRE, WI 54701	JOHN MICKELSON PHONE: 715-832-9792 FAX: 715-832-7767 EMAIL: INFO@RBSCOTT.COM	TRADE DEBT				\$1,589,093.17
11 MUL RAILCAR LEASING LLC ZACHARY SHARP 121 SW MORRISON STREET SUITE 1525 PORTLAND, OR 97204	ZACHARY SHARP PHONE: 503-208-9295 FAX: 503-227-3475 EMAIL: CUSTOMER_SERVICE@MUL-RAILCARS.COM	TRADE DEBT				\$1,479,605.12
12 PROCESS ENGINEERING AND EQUIPMENT CORPORATION MARR MADDEN 7716 W RUTTER PKWY SPOKANE, WA 99208	MARR MADDEN PHONE: 509-468-8201 EMAIL: AP@PROCESSENGINEERS.COM	TRADE DEBT				\$1,376,639.73
13 THE ANDERSONS, INC REBECCA NOLL 1947 BRIARFIELD BLVD MAUMEE, OH 43537	REBECCA NOLL PHONE: 419-897-3645 FAX: 419-891-2749 EMAIL: REBECCA_NOLL@ANDERSONINC.COM	TRADE DEBT				\$1,327,272.18
14 A-1 EXCAVATING, INC RICHARD CRUSING 408 26TH AVE PO BOX 90 BLOOMER, WI 54724	RICHARD CRUSING PHONE: 715-568-4141 FAX: 715-568-4144 EMAIL: ESTIMATING@A1EXCAVATING.COM	TRADE DEBT				\$1,195,911.89
15 IRON MOUNTAIN TRAP ROCK CO. FRED WEBER 2320 CREVE COEUR MILL ROAD MARYLAND HEIGHTS, MO 63043-0816	FRED WEBER PHONE: 314-344-0070 FAX: 314-344-0970 EMAIL: MATBILLING@FREDWEBERINC.COM	TRADE DEBT				\$1,179,506.80
16 GREENBRIER LEASING COMPANY, LLC KATHERINE VANDEWATER ONE CENTERPOINTE DRIVE SUITE 465 LAKE OSWEGO, OR 97035	KATHERINE VANDEWATER PHONE: 503-684-7000 FAX: 503-684-7553 EMAIL: AR.INQUIRIES@GBRX.COM	TRADE DEBT				\$928,578.81

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
17 MODERN MATERIAL SERVICES, LLC GARY BUFFINGTON DBA ARROW MATERIAL SERVICES 2605 NICHOLSON RD BUILDING 2 SUITE 302 SEWICKLEY, PA 15143	GARY BUFFINGTON PHONE: 412-489-0024 FAX: 412-489-0007 EMAIL: GBUFFINGTON@ARROWMATERIALSERV ICES.COM	TRADE DEBT				\$832,318.18
18 TIDEWATER LOGISTICS OPERATING LLC SCOTT SPENCE 550 BAILEY AVENUE, SUITE 100 FORT WORTH, TX 76107	SCOTT SPENCE PHONE: 855-718-9564 EMAIL: AR@TWLOG.COM	TRADE DEBT				\$825,159.57
19 B&B ELECTRIC INC. MIKE SCHWARTZ 1303 WESTERN AVE EAU CLAIRE, WI 54703	MIKE SCHWARTZ PHONE: 715-832-1676 FAX: 715-832-1677 EMAIL: BRITTANYM@B- BELECTRICINC.COM	TRADE DEBT				\$779,729.14
20 MARABOU SUPERIOR PIPELINE, LLC KARL KLANKE 450 GEARS ROAD SUITE 850 HOUSTON, TX 77067	KARL KLANKE PHONE: 713-278-0600 FAX: 713-278-9324 EMAIL: WESW@MMSLP.COM	TRADE DEBT				\$747,805.76
21 BMT CONSULTING GROUP, LLC PAUL MCCARTHY 36 REDWOOD DR. BUTTE, MT 59701	PAUL MCCARTHY PHONE: 406-490-2598 EMAIL: PAUL@BMTGROUP.US	TRADE DEBT				\$552,332.35
22 EVERGREEN TRANSLOADING TERMINAL, LTD RYAN PETERSON LOT 29, 712051 RNG RD 54 COUNTY OF GRANDE PRAIRIE NO1, AB T8X 4A7 CANADA	RYAN PETERSON PHONE: 780-832-7558 EMAIL: RYAN@BAILLYS.CA	TRADE DEBT				\$506,531.16
23 CAI RAIL, INC FREDDY FERNANDEZ STEUART TOWER 1 MARKET PLAZA, STE 900 SAN FRANCISCO, CA 94105-1009	FREDDY FERNANDEZ PHONE: 415-788-0100 FAX: 415-788-3430 EMAIL: AMCDONALD@CAPPS.COM	TRADE DEBT				\$489,978.05
24 3 B DOZER SERVICE LLC TONYA ROCHA 2614 FM 2954 BREMONT, TX 76629	TONYA ROCHA PHONE: 979-828-2429 FAX: 979-828-2133 EMAIL: OFFICE@3BDOZER.COM	TRADE DEBT				\$432,747.33
25 CHICAGO FREIGHT CAR LEASING CO MATTHEW BRANCH 425 N. MARTINGALE ROAD SUITE 600 SCHAUMBURG, IL 60173	MATTHEW BRANCH PHONE: 847-318-8000 FAX: 847- 318-8045 EMAIL: MATTHEW.BRANCH@CRDX.COM	TRADE DEBT				\$414,712.24
26 INVESTORS BANK ADAM TEOXEIRA 101 JFK PARKWAY SHORT HILLS, NJ 07078	ADAM TEOXEIRA PHONE: 503-603-4322 FAX: 503-684-7553 EMAIL: ADAM.TEOXEIRA@GBRX.XOM	TRADE DEBT				\$381,150.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
27	OMNITRAX LOGISTICS SERVICES LLC ERIK DECHERD 252 CLAYTON STREET, 4TH FLOOR DENVER, CO 80206	ERIK DECHERD PHONE: 303-398-4500 FAX: 303-398-4540 EMAIL: INFO@OMNITRAX.COM	TRADE DEBT				\$349,770.80
28	RAIL LOGIX ALAMO JUNCTION, LLC DANIEL DOLAN 3330 S SAM HOUSTON PKWY E HOUSTON, TX 77047	DANIEL DOLAN PHONE: 713-943-0750 FAX: 713-943-8483 EMAIL: AR@SPEEDSHORE.COM	TRADE DEBT				\$342,912.50
29	WISCALE, LLC NICOLE MILAND 3819 CREEKSIDE LANE HOLMEN, WI 54636	NICOLE MILAND PHONE: 715-723-5719 FAX: 715-723-5730 EMAIL: NICOLE@WISCALE.COM	TRADE DEBT				\$271,597.51
30	DRT BIO-SOLIDS, INC BONNIE MITCHELL 7140 STATE HWY 40 BLOOMER, WI 54724	BONNIE MITCHELL PHONE: 715-568-1730 FAX: 715-568-1788 EMAIL: DPRIHN29@HOTMAIL.COM	TRADE DEBT				\$223,954.17

Fill in this information to identify the case and this filing:

Debtor Name Emerge Energy Services GP LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule _____*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration _____*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/15/2019
MM / DD / YYYY

x Richard J Shearer
Signature of individual signing on behalf of debtor

Rick Shearer
Printed name

Authorized Person
Position or relationship to debtor