

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 **Re: Docket No. 117**

**CERTIFICATION OF COUNSEL REGARDING  
ORDER PURSUANT TO BANKRUPTCY RULE 3003(c)(3) AND LOCAL RULE 2002-1(e) ESTABLISHING BAR DATES AND RELATED PROCEDURES FOR FILING PROOFS OF CLAIM (INCLUDING FOR ADMINISTRATIVE EXPENSE CLAIMS ARISING UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE) AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

The undersigned hereby certifies as follows:

1. On July 31, 2019, the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) filed the *Motion of Debtors for Entry of an Order Pursuant to Bankruptcy Rule 3003(c)(3) and Local Rule 2002-1(e) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim (Including for Administrative Expense Claims Arising Under Section 503(b)(9) of the Bankruptcy Code) and Approving the Form and Manner of Notice Thereof* [Docket No. 117] (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

2. Pursuant to the *Notice of Motion and Hearing* filed with the Motion, objections to the Motion were to be filed and served by no later than August 7, 2019 at 4:00 p.m. (ET) (the “**Objection Deadline**”). The Objection Deadline was extended for the Office of the United

<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 5600 Clearfork Main Street, Suite 400, Fort Worth, Texas 76109.



States Trustee for the District of Delaware (the “**U.S. Trustee**”) until August 9, 2019 at 4:00 p.m. (ET).

3. Prior to the Objection Deadline, the Debtors received informal comments (the “**Comments**”) to the relief requested in the Motion from the U.S. Trustee. The Comments were resolved by revising the original proposed order and accompanying exhibits (together, the “**Original Order**”), and such revised order and exhibits are attached hereto as Exhibit A (together, the “**Revised Order**”).

4. The Revised Order has been circulated to counsel to the official committee of unsecured creditors, counsel to the DIP Agent and the Prepetition Agents, and the U.S. Trustee, and the aforementioned parties do not object to the entry of the Revised Order. Other than the Comments, the Debtors received no other informal responses to the Motion, and no objection or responsive pleading to the Motion has appeared on the Court’s docket in these chapter 11 cases. For the convenience of the Court and all parties in interest, a blackline of the Revised Order against the Original Order is attached hereto as Exhibit B.

WHEREFORE, the Debtors respectfully request that the Court enter the Revised Order, attached hereto as Exhibit A, at its earliest convenience.

Dated: August 9, 2019  
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

*Proposed Counsel for Debtors and Debtors-in-Possession*

**EXHIBIT A**

**Revised Order**

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

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

**ORDER PURSUANT TO BANKRUPTCY RULE 3003(c)(3) AND LOCAL RULE  
2002-1(e) ESTABLISHING BAR DATES AND RELATED PROCEDURES FOR FILING  
PROOFS OF CLAIM (INCLUDING FOR ADMINISTRATIVE EXPENSE CLAIMS  
ARISING UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE) AND  
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon consideration of the motion (the “Motion”)<sup>2</sup> of the Debtors for entry of an order, pursuant to Bankruptcy Rule 3003(c)(3) and Local Rule 2002-1(e), establishing Bar Dates and related procedures by which creditors must file their Proofs of Claim, as more fully described in the Motion; and the Court having reviewed the Motion; and the Court having determined that there is good and sufficient cause for the relief set forth herein ; 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 it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it

---

<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 5600 Clearfork Main Street, Suite 400, Fort Worth, Texas 76109.

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

is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is GRANTED as set forth herein.

2. The Court hereby approves (i) the forms of the Bar Date Notice, the Proof of Claim Form, and the Publication Notice, substantially in the forms attached to this Order as Exhibit 1, Exhibit 2 and Exhibit 3, respectively, and (ii) the manner of providing notice of the Bar Dates as described in this Order.

3. Pursuant to Bankruptcy Rule 3003(c)(2), any creditor (as defined in section 101(10) of the Bankruptcy Code) or equity security holder (as defined in section 101(17) of the Bankruptcy Code), other than a governmental units (as defined in section 101(27) of the Bankruptcy Code), who asserts a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose, or is deemed to have arisen, prior to July 15, 2019 (the “**Petition Date**”) and does not fall under any of the categories set forth in paragraph 9 of this Order, , must file a Proof of Claim on or prior to September 9, 2019, at 5:00 p.m. (Prevailing Eastern Time) (the “**General Bar Date**”) as provided in this Order.

4. Notwithstanding paragraph 3 above, the deadline for governmental units (as defined in section 101(27) of the Bankruptcy Code) to file a Proof of Claim against the Debtors is January 13, 2020 at 5:00 p.m. (Prevailing Eastern Time) (the “**Governmental Bar Date**”).

5. Any person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust and governmental unit), that holds, or seeks to assert, a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose, or is deemed to have arisen, prior to the Petition Date including, without limitation,

secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under sections 507(a)(4) through 507(a)(10) and 503(b)(9) of the Bankruptcy Code) and unsecured non-priority claims (the holder of any such claim, the “**Claimant**”), must properly file a Proof of Claim on or before the applicable Bar Date in order to share in the Debtors’ estates.

6. All Claimants must submit (by overnight mail, courier service, hand delivery, regular mail, in person or electronically through the online Proof of Claim Form available at <https://www.kccllc.net/EmergeEnergy>) an original, written proof of claim that substantially conforms to the Proof of Claim Form so as to be **actually received** by KCC, the Debtors’ claims and noticing agent, by no later than 5:00 p.m. (Prevailing Eastern Time) on or before the applicable Bar Date at the following address:

Emerge Energy Services Claims Processing Center  
c/o KCC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, CA 90245

7. A Proof of Claim must satisfy all of the following requirements to be considered properly and timely filed in these Chapter 11 Cases:

- a. be **actually received** by KCC as described in paragraph 6 above by overnight mail, courier service, hand delivery, regular mail, in person or electronically through the Proof of Claim Form available on KCC’s website on or before the applicable Bar Date;
- b. be signed by the Claimant;
- c. be written in the English language;
- d. be denominated in lawful currency of the United States;
- e. conform substantially to the Proof of Claim Form or Official Form 410;
- f. specify the Debtor against which the Proof of Claim is filed as well as the bankruptcy case number corresponding to such Debtor;

- g. set forth with specificity the legal and factual basis for the alleged claim; and
- h. include supporting documentation or an explanation as to why such documentation is not available.

8. Proofs of Claim sent to KCC by facsimile, telecopy, or electronic mail will **not** be accepted and will **not** be considered properly or timely filed for any purpose in these Chapter 11 Cases.

9. Notwithstanding the above, holders of the following claims are **not** required to file a Proof of Claim on or before the applicable Bar Date solely with respect to such claim:

- a. a claim against the Debtors for which a signed proof of claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or KCC in a form substantially similar to Official Bankruptcy Form No. 410;
- b. a claim that is listed on the Debtors' schedules of assets and liabilities (collectively, the "**Schedules**") if and only if (i) such claim is not scheduled as "disputed," "contingent," or "unliquidated," (ii) the holder of such claim agrees with the amount, nature and priority of the claim as set forth in the Schedules **and** (iii) the holder of such claim agrees that the claim is an obligation of the specific Debtor that listed the claim in its Schedules;
- c. an administrative expense claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- d. an administrative expense claim for post-petition fees and expenses incurred by any professional allowable under sections 330, 331, and 503(b) of the Bankruptcy Code;
- e. a claim that has been paid in full by the Debtors in accordance with the Bankruptcy Code or an order of this Court;
- f. a claim that has been allowed by an order of this Court entered on or before the applicable Bar Date;
- g. a claim of any Debtor against another Debtor;

- h. any fees payable to the U.S. Trustee under 28 U.S.C. § 1930 or accrued interest thereon arising under 31 U.S.C. § 3717;
- i. a claim for which specific deadlines have been fixed by an order of this Court entered on or before the applicable Bar Date; and
- j. pursuant to the *Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Certain Protections to Prepetition Secured Parties, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief* [Docket No. 64] (the “**Interim DIP Order**”) and any corresponding paragraph in any subsequent final order, a claim of the DIP Secured Parties for the DIP Obligations (each as defined in the Interim DIP Order) or a claim of the Prepetition Secured Parties (as defined in the Interim DIP Order) arising under, related to, or in connection with the Prepetition Credit Documents, the Prepetition Revolver Obligations, or the Prepetition Note Obligations (each as defined in the Interim DIP Order).

10. Any Claimant exempted from filing a Proof of Claim pursuant to paragraph 9 above must still properly and timely file a Proof of Claim for any other claim that does not fall within the exemptions provided by paragraph 9 above.

11. Any person or entity holding an equity security (as defined in section 101(16) of the Bankruptcy Code and including, without limitation, common stock, preferred stock, warrants, or stock options) or other ownership interest in the Debtors (an “**Interest Holder**”) is not required to file a proof of interest on or before the applicable Bar Date; provided, however, that an Interest Holder that wishes to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an equity security or other ownership interest, including, but not limited to, a claim for damages or rescission based on the purchase or sale of such equity security or other ownership interest, must file a Proof of Claim on or before the applicable Bar Date. The Debtors reserve the right to seek relief at a later date establishing a deadline for Interest Holders to file proofs of interest.

12. Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (a) the General Bar Date or (b) 5:00 p.m. (Prevailing Eastern Time) on the date that is twenty-one (21) days following service of an order approving rejection of any executory contract or unexpired lease of the Debtors.

13. If the Debtors amend their Schedules, then the deadline to submit a Proof of Claim for those creditors affected by any such amendment shall be the later of (i) the applicable Bar Date or (ii) 5:00 p.m. (Prevailing Eastern Time) on the date that is twenty-one (21) days from the date that the Debtors provide written notice to the affected creditor that the Schedules have been amended.

14. Not later than August 12, 2019, the Debtors shall serve the Bar Date Notice, together with a copy of the Proof of Claim Form, by first class United States mail, postage prepaid (or equivalent service), to the following parties:

- a. all known holders of potential claims and their counsel (if known), including all persons and entities listed in the Schedules at the addresses set forth therein (or any more recent address that is known to the Debtors), as potentially holding claims;
- b. all parties that have requested notice of the proceedings in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;
- c. all parties that have filed proofs of claim in these Chapter 11 Cases as of the date of the Bar Date Order;
- d. all known holders of equity securities in the Debtors as of the date of the Bar Date Order;
- e. all known parties to executory contracts and unexpired leases with the Debtors;
- f. all known parties to litigation with the Debtors;

- g. the District Director of the Internal Revenue Service for the District of Delaware;
- h. all other known taxing authorities for the jurisdictions in which the Debtors maintain or conduct business;
- i. the Securities and Exchange Commission;
- j. the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business;
- k. the United States Attorney for the District of Delaware;
- l. the Attorney General for the state of Texas;
- m. the U.S. Trustee for the District of Delaware;
- n. all other entities listed on the Debtors' matrix of creditors;
- o. all persons who were employees of the Debtors as of the Petition Date, or within six months prior to the Petition Date; and
- p. counsel (if known) to any of the foregoing.

15. In accordance with Bankruptcy Rule 2002(a)(7), service of the Bar Date Notice and Proof of Claim Form in the manner set forth in this Order is and shall be deemed to be good and sufficient notice of the Bar Date to known Claimants.

16. Pursuant to Bankruptcy Rule 2002(l), the Debtors shall cause the Publication Notice to be published once in *The Wall Street Journal* (national edition) and such other local newspapers, trade journals or similar publications, if any, as the Debtors deem appropriate, as soon as practicable after entry of this Order but no later than twenty-one (21) days before the General Bar Date. Such form and manner of publication notice is hereby approved and authorized and is and shall be deemed to be good and sufficient notice of the Bar Dates to unknown Claimants.

17. Properly filing an original, written Proof of Claim that substantially conforms to the Proof of Claim Form shall be deemed to satisfy the procedural requirements for

the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code; provided, however, that all other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and will not be deemed proper if made by Proof of Claim.

18. Claimants filing claims under section 503(b)(9) of the Bankruptcy Code shall attach to the Proof of Claim a supplemental statement setting forth with specificity: (i) the date of shipment of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; (ii) the date, place, and method (including carrier name) of delivery of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; (iii) the value of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; and (iv) whether the Claimant timely made a demand to reclaim such goods under section 546(c) of the Bankruptcy Code, including any documentation identifying such demand.

19. Pursuant to Bankruptcy Rule 3003(c)(2), absent further order of the Court to the contrary, any Claimant that is required to file a Proof of Claim in these Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Order with respect to a particular claim against the Debtors, but that fails to do so properly by the applicable Bar Date, shall not be treated as a creditor in these Chapter 11 cases with respect to such claim for purposes of voting and distribution; provided, however, that a holder of a claim shall be treated as a creditor for purposes of voting and distribution as to any undisputed, noncontingent and liquidated claims identified in the Schedules on behalf of such holder, in the amount set forth in the Schedules.

20. Nothing contained in this Order, the Publication Notice, or the Bar Date Notice is intended or shall be construed as a waiver of any of the Debtors' rights, including,

without limitation, their rights to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; or (c) otherwise amend or supplement the Schedules. In addition, nothing contained in this Order, the Publication Notice or the Bar Date Notice is intended or shall be construed as an admission of the validity of any claim against the Debtors or an approval, assumption or rejection of any agreement, contract, or lease under section 365 of the Bankruptcy Code. All such rights and remedies are reserved.

21. The provisions of this Order apply to all claims of whatever character or nature against the Debtors or their assets, whether secured or unsecured, priority or non-priority, liquidated or unliquidated, fixed or contingent.

22. All Claimants who desire to rely on the Schedules with respect to filing a proof of claim in these Chapter 11 Cases shall have the sole responsibility for determining that their respective claim is accurately listed therein.

23. Notwithstanding the possible application of Bankruptcy Rules 6004(h), 7062 or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

24. The Debtors and KCC are authorized to take all actions necessary or appropriate to effectuate the relief granted pursuant to this Order.

25. The Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to this Order.

Dated: \_\_\_\_\_, 2019  
Wilmington, Delaware

---

THE HONORABLE KAREN B. OWENS  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Bar Date Notice**

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

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

**NOTICE OF DEADLINE FOR THE FILING OF PROOFS OF CLAIM, INCLUDING FOR  
CLAIMS ASSERTED UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE  
(GENERAL BAR DATE IS [●], AT 5:00 P.M. (PREVAILING EASTERN TIME))**

TO: ALL HOLDERS OF POTENTIAL CLAIMS AGAINST THE DEBTORS (AS LISTED BELOW)

Please take notice that on July 15, 2019 (the “**Petition Date**”), the debtors and debtors in possession in the above-captioned cases (together, the “**Debtors**”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

Please take further notice that on [\_\_\_], 2019, the Court entered an order (the “**Bar Date Order**”) establishing [●], **2019, at 5:00 p.m. (Prevailing Eastern Time)** (the “**General Bar Date**”) as the last date and time for each person or entity to file a proof of claim in the Chapter 11 Cases (the “**Proof of Claim**” or “**Proofs of Claims**,” as applicable); provided that, solely with respect to a governmental unit, the last date and time for such governmental unit to file a Proof of Claim in the Chapter 11 Cases is [●], **2019, at 5:00 p.m. (Prevailing Eastern Time)** (the “**Governmental Bar Date**,” and together with the General Bar Date, the “**Bar Dates**”).

For your convenience, enclosed with this Notice is a proof of claim form (the “**Proof of Claim Form**”). To the extent your claim is listed in the Debtors’ schedules of assets and liabilities filed in these Chapter 11 Cases (collectively, the “**Schedules**”), such Proof of Claim Form identifies on its face the amount, nature and classification of your claim in the Schedules. A copy of the Debtors’ Schedules can be viewed free of charge on the website of the Debtors’ Claims Agent, KCC, at <https://www.kccllc.net/EmergeEnergy>, under the Tab “Schedules/Statements”. If you disagree with the amount, nature and classification of your claim as set forth on the enclosed Proof of Claim Form, you should request a clean Proof of Claim Form by contacting the Debtors’ Claims Agent, in writing, at KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, by telephone, toll-free at (877) 634-7165 or, if calling from outside the United States or Canada, at (424) 236-7221, or online at <https://www.kccllc.net/EmergeEnergy>. Additional Proof of Claim forms can also be found online at

---

<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 5600 Clearfork Main Street, Suite 400, Fort Worth, Texas 76109.

<https://www.kccllc.net/EmergeEnergy> under the Tab “Claim Form”. Such Proofs of Claim should be prepared and filed in accordance with the procedures set forth herein.

Please take further notice that the Bar Date Order and the procedures set forth therein and herein for the filing of Proofs of Claim apply to all claims (the holder of any such claim, a “**Claimant**”) against the Debtors that arose, or are deemed to have arisen, prior to the Petition Date, regardless of their character or nature, whether secured or unsecured, priority or non-priority, liquidated or unliquidated, fixed or contingent, including, without limitation, claims entitled to administrative priority status under section 503(b)(9) of the Bankruptcy Code.<sup>2</sup> .

As used in this Notice, the term “**creditor**” has the meaning given to it in section 101(10) of the Bankruptcy Code, and includes all persons, entities, estates, trusts, governmental units and the United States Trustee. In addition, the terms “**persons**,” “**entities**,” and “**governmental units**” are defined in sections 101(41), 101(15) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term “**claim**” or “**Claim**” has the meaning given to it in section 101(5) of the Bankruptcy Code, and includes as to or against the Debtors: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

**YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY HAVE OR YOU MAY ASSERT A CLAIM AGAINST THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES. THEREFORE, YOU SHOULD READ THIS NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.**

**General Information about the Debtors’ Cases.** The Debtors’ cases are being jointly administered under case number 19-11563 (KBO). On July 30, 2019, the Office of the United States Trustee for the District of Delaware appointed the Official Committee of Unsecured Creditors.

**Individual Debtor Information.** The last four digits of each Debtor’s federal tax identification number are set forth below. The Debtors’ mailing address is 5600 Clearfork Main Street, Suite 400, Fort Worth, Texas 76109.

<b><u>Debtor</u></b>	<b><u>Case No.</u></b>	<b><u>EID# (Last 4 Digits)</u></b>
Emerge Energy Services LP	19-11563	2937
Emerge Energy Services GP LLC	19-11564	4683
Emerge Energy Services Operating LLC	19-11565	2511
Superior Silica Sands LLC	19-11566	9889
Emerge Energy Services Finance Corporation	19-11567	9875

<sup>2</sup> A claim arising under section 503(b)(9) of the Bankruptcy Code is a claim arising from the value of goods received by the Debtors within twenty (20) days before the Petition Date, provided that the goods were sold to the Debtors in the ordinary course of business.

**A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.**

**1. PERSONS OR ENTITIES WHO MUST FILE A PROOF OF CLAIM.**

Any person or entity that has or seeks to assert a claim against the Debtors which arose, or is deemed to have arisen, prior to the Petition Date, including, without limitation, a claim under section 503(b)(9) of the Bankruptcy Code, **MUST FILE A PROOF OF CLAIM ON OR BEFORE THE APPLICABLE BAR DATE** in order to potentially share in the Debtors' estates, except as set forth in (A) below.

Under the Bar Date Order, the filing of a Proof of Claim Form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code. All other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and shall not be deemed proper if made by proof of claim. No deadline has yet been established for the filing of administrative claims other than claims under section 503(b)(9) of the Bankruptcy Code. **Claims under section 503(b)(9) of the Bankruptcy Code must be filed by the Bar Date.**

Acts or omissions of the Debtors that occurred or arose before the Petition Date may give rise to Claims against the Debtors that must be filed by the applicable Bar Date, notwithstanding that such Claims may not have matured, are contingent or have not become fixed or liquidated prior to or as of the Petition Date.

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS BELIEVE THAT YOU HAVE A CLAIM. A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.**

**A. Claims For Which No Proof of Claim is Required to be Filed.**

Notwithstanding the above, holders of the following claims are **NOT** required to file a Proof of Claim on or before the applicable Bar Date **solely with respect to such claim:**

a. a claim against the Debtors for which a signed proof of claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or Kurtzman Carson Consultants ("**KCC**") in a form substantially similar to Official Bankruptcy Form No. 410;

b. a claim that is listed on the Debtors' Schedules if and only if (i) such claim is not scheduled as "disputed," "contingent," or "unliquidated," (ii) the holder of such claim agrees with the amount, nature and priority of the claim as set forth in the Schedules, **and** (iii) the holder of such claim agrees that the claim is an obligation of the specific Debtor that listed the claim in its Schedules;

c. an administrative expense claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);

- d. an administrative expense claim for post-petition fees and expenses incurred by any professional allowable under sections 330, 331, and 503(b) of the Bankruptcy Code;
- e. a claim that has been paid in full by the Debtors in accordance with the Bankruptcy Code or an order of this Court;
- f. a claim that has been allowed by an order of this Court entered on or before the applicable Bar Date;
- g. a claim of any Debtor against another Debtor;
- h. any fees payable to the U.S. Trustee under 28 U.S.C. § 1930 or accrued interest thereon arising under 31 U.S.C. § 3717;
- i. a claim for which specific deadlines have been fixed by an order of this Court entered on or before the applicable Bar Date; and
- j. pursuant to the *Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Certain Protections to Prepetition Secured Parties, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief* [Docket No. 64] (the “**Interim DIP Order**”) and any corresponding paragraph in any subsequent final order, a claim of the DIP Secured Parties for the DIP Obligations (each as defined in the Interim DIP Order) or a claim of the Prepetition Secured Parties (as defined in the Interim DIP Order) arising under, related to, or in connection with the Prepetition Credit Documents, the Prepetition Revolver Obligations, or the Prepetition Note Obligations (each as defined in the Interim DIP Order).

**Please take notice that any Claimant exempted from filing a Proof of Claim pursuant to paragraph A above must still properly and timely file a Proof of Claim for any other claim that does not fall within the exemptions provided by paragraph A above.** As set forth in clause (v) above, creditors are not required to file a proof of claim with respect to any amounts that have already been paid by the Debtors.

**B. No Bar Date for Proof of Interest.**

Any person or entity holding an equity security (as defined in section 101(16) of the Bankruptcy Code and including, without limitation, common stock, preferred stock, warrants, or stock options) or other ownership interest in the Debtors (an “**Interest Holder**”) is not required to file a proof of interest on or before the applicable Bar Date; provided, however, that an Interest Holder that wishes to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an equity security or other ownership interest, including, but not limited to, a claim for damages or rescission based on the purchase or sale of such equity security or other ownership interest, must file a Proof of Claim on or before the applicable Bar Date. The Debtors have reserved the right to establish at a later time a bar date requiring Interest Holders to file proofs of interest. If such a bar date is established, Interest Holders will be notified in writing of the bar date for filing of proofs of interest at the appropriate time.

**C. Claims Arising from Rejected Executory Contracts or Unexpired Leases.**

Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (a) the General Bar Date or (b) 5:00 p.m. (Prevailing Eastern Time) on the date that is twenty-one (21) days following service of an order approving rejection of any executory contract or unexpired lease of the Debtors.

**D. Amendment to the Debtors' Schedules.**

If the Debtors amend their Schedules, then the deadline to submit a Proof of Claim for those creditors affected by any such amendment shall be the later of (i) the applicable Bar Date or (ii) 5:00 p.m. (Prevailing Eastern Time) on the date that is twenty-one (21) days from the date that the Debtors provide written notice to the affected creditor that the Schedules have been amended.

**2. WHEN AND WHERE TO FILE.**

All Claimants must submit (by overnight mail, courier service, hand delivery, regular mail, or in person) an original, written Proof of Claim that substantially conforms to the Proof of Claim Form so as to be **actually received** by KCC, the Debtors' claims and notice agent, by no later than 5:00 p.m. (Prevailing Eastern Time) on or before the applicable Bar Date at the following address:

Emerge Energy Services Claims Processing Center  
c/o KCC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, CA 90245

Alternatively, Claimants may submit a Proof of Claim electronically by completing the Proof of Claim Form that can be accessed at KCC's website, <https://www.kccllc.net/EmergeEnergy>, under the Tab "Claim Form."

Proofs of Claim will be deemed timely filed only if **actually received** by KCC on or before the applicable Bar Date. Proofs of Claim may **not** be delivered by facsimile, telecopy, or electronic mail transmission. Any facsimile, telecopy, or electronic mail submissions will not be accepted and will not be deemed filed until a proof of claim is submitted to KCC by overnight mail, courier service, hand delivery, regular mail, in person, or through KCC's website listed above.

Claimants wishing to receive acknowledgment that their Proofs of Claim were received by KCC must submit (i) a copy of the Proof of Claim and (ii) a self-addressed, stamped envelope (in addition to the original Proof of Claim sent to KCC).

**3. CONTENTS OF A PROOF OF CLAIM.**

As noted above, the Debtors are enclosing a Proof of Claim Form for use in these Chapter 11 Cases, or you may use another proof of claim form that substantially conforms to Official Bankruptcy Form No. 410. The Proof of Claim Form is available free of charge on KCC's website, <https://www.kccllc.net/EmergeEnergy>, under the Tab "Claim Form."

To be valid, your Proof of Claim **MUST** (i) be signed by the Claimant; (ii) be written in the English language; (iii) be denominated in lawful currency of the United States; (iv) conform substantially to the Proof of Claim Form or Official Form 410; (v) specify the Debtor against which the Proof of Claim is filed as well as the bankruptcy case number corresponding to such Debtor; (vi) set forth with specificity the legal and factual basis for the alleged claim; and (vii) include supporting documentation or an explanation as to why such documentation is not available.

If you are filing a Claim under section 503(b)(9) of the Bankruptcy Code, you **must** indicate in the Proof of Claim Form available on KCC's website at <https://www.kccllc.net/EmergeEnergy> the amount of the Claim that arises under section 503(b)(9) of the Bankruptcy Code. For each Claim under section 503(b)(9) of the Bankruptcy Code, you **must** attach to the Proof of Claim Form a supplemental statement setting forth with specificity: (i) the date of shipment of the goods you contend the Debtors received in the twenty (20) days before the Petition Date; (ii) the date, place, and method (including carrier name) of delivery of the goods you contend the Debtors received in the twenty (20) days before the Petition Date; (iii) the value of the goods you contend the Debtors received in the twenty (20) days before the Petition Date; and (iv) whether you timely made a demand to reclaim such goods under section 546(c) of the Bankruptcy Code, and, if so, include any documentation identifying such demand.

**4. CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM BY THE BAR DATE.**

Absent order of the Court to the contrary, any Claimant that is required to file a Proof of Claim in these Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules, or the Bar Date Order with respect to a particular claim against the Debtors, but that fails to do so properly by the applicable Bar Date, shall not be treated as a creditor in these Chapter 11 Cases with respect to such claim for purposes of voting and distribution; provided, however, that a holder of a claim shall be treated as a creditor for purposes of voting and distribution as to any undisputed, noncontingent and liquidated claims identified in the Schedules on behalf of such holder, in the amount set forth in the Schedules.

**5. CONTINGENT CLAIMS.**

Acts or omissions of or by the Debtors that occurred, or that are deemed to have occurred, prior to the Petition Date, including, without limitation, acts or omissions related to any indemnity agreement, guarantee, services provided to or rendered by the Debtors, or goods provided to or by the Debtors, may give rise to claims against the Debtors notwithstanding the fact that such claims (or any injuries on which they may be based) may be contingent or may not have matured or become fixed or liquidated prior to the Petition Date. Therefore, any person or entity that holds a claim or potential "claim," as that term is defined in section 101(5) of the Bankruptcy Code, against the Debtors, even if contingent, or unliquidated, **MUST** file a Proof of Claim on or before the applicable Bar Date.

**6. THE DEBTORS' SCHEDULES.**

You may be listed as the holder of a claim against the Debtors in the Schedules. The Schedules are available free of charge on KCC's website at <https://www.kccllc.net/EmergeEnergy>, under the Tab "Schedules/Statements". If you rely on the Schedules, it is your responsibility to determine that your claim is accurately listed in the Schedules. As described above, if (i) you agree with the nature, amount and priority of your claim as listed in the Schedules, **and** (ii) your claim is **NOT** described as "disputed," "contingent," or "unliquidated," **and** (iii) you agree that the claim is an obligation of the specific Debtor that listed the claim in its Schedules, then you are not required to file a Proof of Claim in these Chapter 11 Cases with respect to such claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice and the Bar Date Order.

**7. RESERVATION OF RIGHTS.**

Nothing contained in this Notice or the Bar Date Order is intended or should be construed as a waiver of any of the Debtor's rights, including without limitation, their rights to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the

nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; or (c) otherwise amend or supplement the Schedules. Please see paragraph 1.D above regarding the time to file a Proof of Claim relating to any amendment to the Schedules. In addition, nothing contained herein is intended or should be construed as an admission of the validity of any claim against the Debtors or an approval, assumption, or rejection of any agreement, contract, or lease under section 365 of the Bankruptcy Code. All such rights and remedies are reserved.

**8. ADDITIONAL INFORMATION.**

The Schedules, the Proof of Claim Form, this Notice, and the Bar Date Order are available free of charge on KCC's website at <https://www.kccllc.net/EmergeEnergy>, under the Tab "Schedules/Statements", "Claim Form", or "Bar Date Related Documents", as applicable. If you have questions concerning the filing or processing of Claims, you may contact the Debtors' claims agent, KCC, toll-free at (877) 634-7165 or, if calling from outside the United States or Canada, at (424) 236-7221. If you require additional information regarding the filing of a Proof of Claim, you may contact counsel for the Debtors in writing at the addresses below.

Dated: [\_\_\_\_\_] , 2019  
Wilmington, Delaware

---

**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)  
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

- 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

*Proposed Counsel for Debtors and Debtors-in-Possession*

**Exhibit 2**

**Proof of Claim Form**

Your claim can be filed electronically on KCC's website at <https://epoc.kccllc.net/EmergeEnergy>.

United States Bankruptcy Court for the District of Delaware
<p style="text-align: center;">Indicate Debtor against which you assert a claim by checking the appropriate box below. <b>(Check only one Debtor per claim form.)</b></p> <p style="text-align: center;"> <input type="checkbox"/> Emerge Energy Services LP (Case No. 19-11563)  <input type="checkbox"/> Emerge Energy Services GP LLC (Case No. 19-11564)  <input type="checkbox"/> Emerge Energy Services Operating LLC (Case No. 19-11565)  <input type="checkbox"/> Superior Silica Sands LLC (Case No. 19-11566)  <input type="checkbox"/> Emerge Energy Services Finance Corporation (Case No. 19-11567)                 </p>

## Official Form 410 Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Other than a claim under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for an administrative expense arising after the commencement of the case.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed.

### Part 1: Identify the Claim

<p>1. Who is the current creditor?</p>	<p>_____</p> <p style="font-size: small;">Name of the current creditor (the person or entity to be paid for this claim)</p> <p>Other names the creditor used with the debtor _____</p>	
<p>2. Has this claim been acquired from someone else?</p>	<p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. From whom? _____</p>	
<p>3. Where should notices and payments to the creditor be sent?</p> <p style="font-size: small;">Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)</p>	<p><b>Where should notices to the creditor be sent?</b></p> <p>_____</p> <p style="font-size: small;">Name</p> <p>_____</p> <p style="font-size: small;">Number Street</p> <p>_____</p> <p style="font-size: small;">City State ZIP Code</p> <p>_____</p> <p style="font-size: small;">Country</p> <p>Contact phone _____</p> <p>Contact email _____</p> <p>Uniform claim identifier for electronic payments in chapter 13 (if you use one):</p> <p>_____</p>	<p><b>Where should payments to the creditor be sent? (if different)</b></p> <p>_____</p> <p style="font-size: small;">Name</p> <p>_____</p> <p style="font-size: small;">Number Street</p> <p>_____</p> <p style="font-size: small;">City State ZIP Code</p> <p>_____</p> <p style="font-size: small;">Country</p> <p>Contact phone _____</p> <p>Contact email _____</p>
<p>4. Does this claim amend one already filed?</p>	<p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____</p> <p style="text-align: right; font-size: small;">MM / DD / YYYY</p>	
<p>5. Do you know if anyone else has filed a proof of claim for</p>	<p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Who made the earlier filing? _____</p>	

**this claim?**

Official Form 410

**Proof of Claim**  
page 1

6. **Do you have any number you use to identify the debtor?**  No  
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: \_\_\_\_ \_

7. **How much is the claim?** \$ \_\_\_\_\_. **Does this amount include interest or other charges?**  
 No  
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. **What is the basis of the claim?** Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.  
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).  
 Limit disclosing information that is entitled to privacy, such as health care information.  
 \_\_\_\_\_

9. **Is all or part of the claim secured?**  No  
 Yes. The claim is secured by a lien on property.  
**Nature of property:**  
 Real estate: If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.  
 Motor vehicle  
 Other. Describe: \_\_\_\_\_  
**Basis for perfection:** \_\_\_\_\_  
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)  
**Value of property:** \$ \_\_\_\_\_  
**Amount of the claim that is secured:** \$ \_\_\_\_\_  
**Amount of the claim that is unsecured:** \$ \_\_\_\_\_ (The sum of the secured and unsecured amount should match the amount in line 7.)  
**Amount necessary to cure any default as of the date of the petition:** \$ \_\_\_\_\_  
**Annual Interest Rate** (when case was filed) \_\_\_\_\_%  
 Fixed  
 Variable

10. **Is this claim based on a lease?**  No  
 Yes. **Amount necessary to cure any default as of the date of the petition.** \$ \_\_\_\_\_

11. **Is this claim subject to a right of setoff?**  No

Yes. Identify the property: \_\_\_\_\_

Official Form 410

**Proof of Claim**  
page 2

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

- Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). \$ \_\_\_\_\_
- Up to \$3,025\* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). \$ \_\_\_\_\_
- Wages, salaries, or commissions (up to \$13,650\*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). \$ \_\_\_\_\_
- Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). \$ \_\_\_\_\_
- Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). \$ \_\_\_\_\_
- Other. Specify subsection of 11 U.S.C. § 507(a)(\_\_\_\_) that applies. \$ \_\_\_\_\_

\* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)? Please see the instructions attached hereto regarding additional required information.

- No
- Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.  
\$ \_\_\_\_\_

**Part 3: Sign Below**

**The person completing this proof of claim must sign and date it. FRBP 9011(b).**

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

**A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.**

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

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

Executed on date \_\_\_\_\_  
MM / DD / YYYY

\_\_\_\_\_  
Signature

**Print the name of the person who is completing and signing this claim:**

Name \_\_\_\_\_  
First name Middle name Last name

Title \_\_\_\_\_

Company	Identify the corporate servicer as the company if the authorized agent is a servicer.			
Address	Number	Street		
	City	State	ZIP Code	Country
Contact phone	_____		Email	_____

Official Form 410

**Proof of Claim**

page 3

**Instructions for Proof of Claim**

United States Bankruptcy Court

04/19

**These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.**

<p><b>A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.</b> 18 U.S.C. §§ 152, 157 and 3571</p>
---

**PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:**

Emerge Energy Services Claims Processing Center  
c/o KCC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, CA 90245

## How to fill out this form

- **Fill in all of the information about the claim as of the date the case was filed.**

- **Fill in the caption at the top of the form**

- **If the claim has been acquired from someone else, then state the identity of the last party** who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.

- **Attach any supporting documents to this form.** Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).

- **Do not attach original documents because attachments may be destroyed after scanning.**

- **If the claim is based on delivery health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.**

Alternatively, your claim can be filed electronically on KCC’s website at <https://epoc.kccllc.net/EmergeEnergy>.

- **A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth.** See Bankruptcy Rule 9037.

- **For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian.** For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

## Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or you may view a list of filed claims in this case by visiting the Claims and Noticing and Agent’s website at <http://www.kccllc.net/EmergeEnergy>.

## Understand the terms used in this form

**Administrative expense:** Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing that bankruptcy estate.  
11 U.S.C. § 503

**Claim:** A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. § 101 (5). A claim may be secured or unsecured.

**Claim Pursuant to 11 U.S.C. §503(b)(9):** A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

Claimants filing claims under section 503(b)(9) of the Bankruptcy Code (or proofs thereof) shall attach to the Proof of Claim a supplemental statement setting forth with specificity: (i) the date of shipment of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; (ii) the date, place, and method (including carrier name) of delivery of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; (iii) the value of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; and (iv) whether the Claimant timely made a demand to reclaim such goods under section 546(c) of the Bankruptcy Code, including any documentation identifying such demand.

**Creditor:** A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

**Debtor:** A person, corporation, or other entity to who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. §101 (13).

**Evidence of perfection:** Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

**Information that is entitled to privacy:** A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

**Priority claim:** A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

**Proof of claim:** A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

**Redaction of information:** Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

**Secured claim under 11 U.S.C. §506(a):** A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In states, a court judgment may be a lien.

**Setoff:** Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

**Uniform claim identifier:** An optional 24-character identifier that some creditors use to facilitate electronic payment.

**Unsecured claim:** A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

## Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

**Do not file these instructions with your form.**

**Exhibit 3**

**Publication Notice**

**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

**NOTICE OF DEADLINE FOR THE FILING OF PROOFS OF CLAIM, INCLUDING FOR  
CLAIMS ASSERTED UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE  
(GENERAL BAR DATE IS [●], AT 5:00 P.M. (PREVAILING EASTERN TIME))**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

On July 15, 2019 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). On [●], 2019, the Court entered an order [Docket No. ●] (the “**Bar Date Order**”) establishing certain deadlines for the filing of proofs of claim in the chapter 11 cases of the following debtors and debtors in possession (together, the “**Debtors**”):

<u>Debtor</u>	<u>Case No.</u>	<u>EID# (Last 4 Digits)</u>
Emerge Energy Services LP	19-11563	2937
Emerge Energy Services GP LLC	19-11564	4683
Emerge Energy Services Operating LLC	19-11565	2511
Superior Silica Sands LLC	19-11566	9889
Emerge Energy Services Finance Corporation	19-11567	9875

Pursuant to the Bar Date Order, each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, and trust) that holds or seeks to assert a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose, or is deemed to have arisen, prior to the Petition Date (including, without limitation, claims entitled to administrative priority status under section 503(b)(9) of the Bankruptcy Code), , **MUST FILE A PROOF OF CLAIM** on or before **5:00 p.m. (Prevailing Eastern Time)**, on [●], 2019 (the “**General Bar Date**”), by sending an original proof of claim form to Kurtzman Carson Consultants LLC (“**KCC**”), EmERGE Energy Services Claims Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, or by completing the online proof of claim form available at <https://www.kccllc.net/EmergeEnergy>, under Tab “Claim Form” so that it is **actually received** on or before the General Bar Date; provided that, solely with respect to governmental units (as defined in section 101(27) of the Bankruptcy Code), the deadline

<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 5600 Clearfork Main Street, Suite 400, Fort Worth, Texas 76109.

for such governmental units to file a proof of claim against the Debtors is [●], 2019 at 5:00 p.m. (Prevailing Eastern Time) (the “**Governmental Bar Date**”). Proofs of claim must be sent by overnight mail, courier service, hand delivery, regular mail, or in person, or completed electronically through KCC’s website. Proofs of claim sent by facsimile, telecopy, or electronic mail will **not** be accepted and will **not** be considered properly or timely filed for any purpose in these Chapter 11 Cases.

ABSENT FURTHER ORDER OF THE COURT, ANY PERSON OR ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM IN THESE CHAPTER 11 CASES WITH RESPECT TO A PARTICULAR CLAIM AGAINST THE DEBTORS, BUT THAT FAILS TO DO SO PROPERLY BY THE APPLICABLE BAR DATE, SHALL NOT BE TREATED AS A CREDITOR IN THESE CHAPTER 11 CASES WITH RESPECT TO SUCH CLAIM FOR PURPOSES OF VOTING AND DISTRIBUTION; PROVIDED, HOWEVER, THAT A HOLDER OF A CLAIM SHALL BE TREATED AS A CREDITOR FOR PURPOSES OF VOTING AND DISTRIBUTION AS TO ANY UNDISPUTED, NONCONTINGENT, AND LIQUIDATED CLAIMS IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH HOLDER IN THE AMOUNT SET FORTH IN THE SCHEDULES.

The Schedules, the Proof of Claim Form, the Bar Date Notice, and the Bar Date Order may be obtained by contacting the Debtors’ Claims Agent, in writing, at KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, or online at <https://www.kccllc.net/EmergeEnergy>, under the Tab “Schedules/Statements”, “Claim Form”, or “Bar Date Related Documents”, as applicable. The Bar Date Order can also be viewed on the Court’s website at [www.deb.uscourts.gov](http://www.deb.uscourts.gov). If you have questions concerning the filing or processing of claims, you may contact the Debtors’ claims agent, KCC, toll-free at (877) 634-7165 or, if calling from outside the United States or Canada, at (424) 236-7221.

Dated: [●], 2019  
Wilmington, Delaware

**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)  
One Rodney Square  
920 North King Street  
Wilmington, DE 19801

**LATHAM & WATKINS LLP**

George A. Davis  
Keith A. Simon  
Hugh K. Murtagh  
Liza L. Burton  
885 Third Avenue  
New York, New York 10022

ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION

**EXHIBIT B**

**Blackline**

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

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

**ORDER PURSUANT TO BANKRUPTCY RULE 3003(c)(3) AND LOCAL RULE  
2002-1(e) ESTABLISHING BAR DATES AND RELATED PROCEDURES FOR FILING  
PROOFS OF CLAIM (INCLUDING FOR ADMINISTRATIVE EXPENSE CLAIMS  
ARISING UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE) AND  
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon consideration of the motion (the “**Motion**”)<sup>2</sup> of the Debtors for entry of an order, pursuant to Bankruptcy Rule 3003(c)(3) and Local Rule 2002-1(e), establishing Bar Dates and related procedures by which creditors must file their Proofs of Claim, as more fully described in the Motion; and the Court having reviewed the Motion; and the Court having determined that ~~the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest~~[there is good and sufficient cause for the relief set forth herein](#); 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 it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is

---

<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 5600 Clearfork Main Street, Suite 400, Fort Worth, Texas 76109.

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

necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is GRANTED as set forth herein.
2. The Court hereby approves (i) the forms of the Bar Date Notice, the Proof of Claim Form, and the Publication Notice, substantially in the forms attached to this Order as Exhibit 1, Exhibit 2 and Exhibit 3, respectively, and (ii) the manner of providing notice of the Bar Dates as described in ~~the Motion~~this Order.
3. Pursuant to Bankruptcy Rule 3003(c)(2), any creditor (as defined in section 101(10) of the Bankruptcy Code) or equity security holder (as defined in section 101(17) of the Bankruptcy Code) ~~-, other than a governmental units (as defined in section 101(27) of the Bankruptcy Code),~~ who asserts a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose, or is deemed to have arisen, prior to July 15, 2019 (the “**Petition Date**”) and ~~whose claim is either (i) not listed on the Debtors’ schedules of assets and liabilities (collectively, the “Schedules”) or (ii) is listed on the Schedules as disputed, contingent or unliquidated~~does not fall under any of the categories set forth in paragraph 9 of this Order,, must file a Proof of Claim on or prior to September 9, 2019, at 5:00 p.m. (Prevailing Eastern Time) (the “**General Bar Date**”) as provided in this Order.
4. Notwithstanding paragraph 3 above, the deadline for governmental units (as defined in section 101(27) of the Bankruptcy Code) to file a Proof of Claim against the Debtors is January 13, 2020 at 5:00 p.m. (Prevailing Eastern Time) (the “**Governmental Bar Date**”).
5. Any person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust and governmental unit), that holds, or seeks to

assert, a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose, or is deemed to have arisen, prior to the Petition Date, ~~no matter how remote, contingent, or unliquidated,~~ including, without limitation, secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under sections ~~507(a)(3)~~ 507(a)(4) through 507(a)(10) and 503(b)(9) of the Bankruptcy Code) and unsecured non-priority claims (the holder of any such claim, the “**Claimant**”), must properly file a Proof of Claim on or before the applicable Bar Date in order to share in the Debtors’ estates.

6. All Claimants must submit (by overnight mail, courier service, hand delivery, regular mail, in person or electronically through the online Proof of Claim Form available at <https://www.kccllc.net/EmergeEnergy>) an original, written proof of claim that substantially conforms to the Proof of Claim Form so as to be **actually received** by KCC, the Debtors’ claims and noticing agent, by no later than 5:00 p.m. (Prevailing Eastern Time) on or before the applicable Bar Date at the following address:

Emerge Energy Services Claims Processing Center  
c/o KCC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, CA 90245

7. A Proof of Claim must satisfy all of the following requirements to be considered properly and timely filed in these Chapter 11 Cases:

- a. be **actually received** by KCC as described in paragraph 6 above by overnight mail, courier service, hand delivery, regular mail, in person or electronically through the Proof of Claim Form available on KCC’s website on or before the applicable Bar Date;
- b. be signed by the Claimant;
- c. be written in the English language;
- d. be denominated in lawful currency of the United States;

- e. conform substantially to the Proof of Claim Form or Official Form 410;
- f. specify the Debtor against which the Proof of Claim is filed as well as the bankruptcy case number corresponding to such Debtor;
- g. set forth with specificity the legal and factual basis for the alleged claim; and
- h. include supporting documentation or an explanation as to why such documentation is not available.

8. Proofs of Claim sent to KCC by facsimile, telecopy, or electronic mail will **not** be accepted and will **not** be considered properly or timely filed for any purpose in these Chapter 11 Cases.

9. Notwithstanding the above, holders of the following claims are **not** required to file a Proof of Claim on or before the applicable Bar Date solely with respect to such claim:

- a. a claim against the Debtors for which a signed proof of claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or KCC in a form substantially similar to Official Bankruptcy Form No. 410;
- b. a claim that is listed on the Debtors' schedules of assets and liabilities (collectively, the "~~Schedules~~") if and only if (i) such claim is not scheduled as "disputed," "contingent," or "unliquidated" ~~and,~~ (ii) the holder of such claim agrees with the amount, nature and priority of the claim as set forth in the Schedules and (iii) the holder of such claim agrees that the claim is an obligation of the specific Debtor that listed the claim in its Schedules;
- c. an administrative expense claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- d. an administrative expense claim for post-petition fees and expenses incurred by any professional allowable under sections 330, 331, and 503(b) of the Bankruptcy Code;
- e. a claim that has been paid in full by the Debtors in accordance with the Bankruptcy Code or an order of this Court;

- f. a claim that has been allowed by an order of this Court entered on or before the applicable Bar Date;
- g. a claim of any Debtor against another Debtor;
- h. any fees payable to the U.S. Trustee under ~~8-28~~ U.S.C. § 1930 or accrued interest thereon arising under 31 U.S.C. § 3717;
- i. a claim for which specific deadlines have been fixed by an order of this Court entered on or before the applicable Bar Date; and
- j. pursuant to the *Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Certain Protections to Prepetition Secured Parties, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief* [Docket No. 64] (the “**Interim DIP Order**”) and any corresponding paragraph in any subsequent final order, a claim of the DIP Secured Parties for the DIP Obligations (each as defined in the Interim DIP Order) or a claim of the Prepetition Secured Parties (as defined in the Interim DIP Order) arising under, related to, or in connection with the Prepetition Credit Documents, the Prepetition Revolver Obligations, or the Prepetition Note Obligations (each as defined in the Interim DIP Order).

10. Any Claimant exempted from filing a Proof of Claim pursuant to paragraph 9 above must still properly and timely file a Proof of Claim for any other claim that does not fall within the exemptions provided by paragraph 9 above.

11. Any person or entity holding an equity security (as defined in section 101(16) of the Bankruptcy Code and including, without limitation, common stock, preferred stock, warrants, or stock options) or other ownership interest in the Debtors (an “**Interest Holder**”) is not required to file a proof of interest on or before the applicable Bar Date; provided, however, that an Interest Holder that wishes to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an equity security or other ownership interest, including, but not limited to, a claim for damages or rescission based on the purchase or sale of such equity security or other ownership interest, must file a Proof of Claim on or before the applicable Bar Date. The

Debtors reserve the right to seek relief at a later date establishing a deadline for Interest Holders to file proofs of interest.

12. Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (a) the General Bar Date or (b) 5:00 p.m. (Prevailing Eastern Time) on the date that is twenty-one (21) days following service of an order approving rejection of any executory contract or unexpired lease of the Debtors.

13. If the Debtors amend their Schedules, then the deadline to submit a Proof of Claim for those creditors affected by any such amendment shall be the later of (i) the applicable Bar Date or (ii) 5:00 p.m. (Prevailing Eastern Time) on the date that is twenty-one (21) days from the date that the Debtors provide written notice to the affected creditor that the Schedules have been amended.

14. ~~Within three (3) business days after entry of this Order~~ Not later than August 12, 2019, the Debtors shall serve the Bar Date Notice, together with a copy of the Proof of Claim Form, by first class United States mail, postage prepaid (or equivalent service), to the following parties:

- a. all known holders of potential claims and their counsel (if known), including all persons and entities listed in the Schedules at the addresses set forth therein (or any more recent address that is known to the Debtors), as potentially holding claims;
- b. all parties that have requested notice of the proceedings in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;
- c. all parties that have filed proofs of claim in these Chapter 11 Cases as of the date of the Bar Date Order;
- d. all known holders of equity securities in the Debtors as of the date of the Bar Date Order;

- e. all known parties to executory contracts and unexpired leases with the Debtors, ~~as indicated on the Schedules;~~
- f. all known parties to litigation with the Debtors;
- g. the District Director of the Internal Revenue Service for the District of Delaware;
- h. all other known taxing authorities for the jurisdictions in which the Debtors maintain or conduct business;
- i. the Securities and Exchange Commission;
- j. the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business;
- k. the United States Attorney for the District of Delaware;
- l. the Attorney General for the state of Texas;
- m. [the U.S. Trustee for the District of Delaware;](#)
- n. ~~m~~-all other entities listed on the Debtors' matrix of creditors; ~~and~~
- o. [all persons who were employees of the Debtors as of the Petition Date, or within six months prior to the Petition Date; and](#)
- p. ~~n~~-counsel (if known) to any of the foregoing.

15. In accordance with Bankruptcy Rule 2002(a)(7), service of the Bar Date Notice and Proof of Claim Form in the manner set forth in this Order is and shall be deemed to be good and sufficient notice of the Bar Date to known Claimants.

16. Pursuant to Bankruptcy Rule 2002(l), the Debtors shall cause the Publication Notice to be published once in *The Wall Street Journal* (national edition) and such other local newspapers, trade journals or similar publications, if any, as the Debtors deem appropriate, as soon as practicable after entry of this Order but no later than twenty-one (21) days before the General Bar Date. Such form and manner of publication notice is hereby approved and authorized and is and shall be deemed to be good and sufficient notice of the Bar Dates to unknown

Claimants.

17. Properly filing an original, written Proof of Claim that substantially conforms to the Proof of Claim Form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code; provided, however, that all other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and will not be deemed proper if made by Proof of Claim.

18. Claimants filing claims under section 503(b)(9) of the Bankruptcy Code ~~(or proofs thereof)~~ shall attach to the Proof of Claim a supplemental statement setting forth with specificity: (i) the date of shipment of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; (ii) the date, place, and method (including carrier name) of delivery of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; (iii) the value of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; and (iv) whether the Claimant timely made a demand to reclaim such goods under section 546(c) of the Bankruptcy Code, including any documentation identifying such demand.

19. Pursuant to Bankruptcy Rule 3003(c)(2), absent further order of the Court to the contrary, any Claimant that is required to file a Proof of Claim in these Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Order with respect to a particular claim against the Debtors, but that fails to do so properly by the applicable Bar Date, shall not be treated as a creditor in these Chapter 11 cases with respect to such claim for purposes of voting and distribution; provided, however, that a holder of a claim shall be treated as a creditor for

purposes of voting and distribution as to any undisputed, noncontingent and liquidated claims identified in the Schedules on behalf of such holder, in the amount set forth in the Schedules.

20. Nothing contained in this Order, the Publication Notice, or the Bar Date Notice is intended or shall be construed as a waiver of any of the Debtors' rights, including, without limitation, their rights to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; or (c) otherwise amend or supplement the Schedules. In addition, nothing contained in this Order, the Publication Notice or the Bar Date Notice is intended or shall be construed as an admission of the validity of any claim against the Debtors or an approval, assumption or rejection of any agreement, contract, or lease under section 365 of the Bankruptcy Code. All such rights and remedies are reserved.

21. The provisions of this Order apply to all claims of whatever character or nature against the Debtors or their assets, whether secured or unsecured, priority or non-priority, liquidated or unliquidated, fixed or contingent.

22. All Claimants who desire to rely on the Schedules with respect to filing a proof of claim in these Chapter 11 Cases shall have the sole responsibility for determining that their respective claim is accurately listed therein.

23. Notwithstanding the possible application of Bankruptcy Rules 6004(h), 7062 or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

24. The Debtors and KCC are authorized to take all actions necessary or appropriate to effectuate the relief granted pursuant to this Order.

25. The Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to this Order.

Dated: \_\_\_\_\_, 2019  
Wilmington, Delaware

---

THE HONORABLE KAREN B. OWENS  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Bar Date Notice**

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  
 :  
 : **Re: Docket No.**  
 :  
 ----- X

**NOTICE OF DEADLINE FOR THE FILING OF PROOFS OF CLAIM, INCLUDING FOR  
CLAIMS ASSERTED UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE  
(GENERAL BAR DATE IS [●], AT 5:00 P.M. (PREVAILING EASTERN TIME))**

TO: ALL HOLDERS OF POTENTIAL CLAIMS AGAINST THE DEBTORS (AS LISTED BELOW)

Please take notice that on July 15, 2019 (the “**Petition Date**”), the debtors and debtors in possession in the above-captioned cases (together, the “**Debtors**”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

Please take further notice that on [\_\_\_], 2019, the Court entered an order (the “**Bar Date Order**”) establishing [●], 2019, at 5:00 p.m. (Prevailing Eastern Time) (the “**General Bar Date**”) as the last date and time for each person or entity to file a proof of claim in the Chapter 11 Cases (the “**Proof of Claim**” or “**Proofs of Claims**,” as applicable); provided that, solely with respect to a governmental unit, the last date and time for such governmental unit to file a Proof of Claim in the Chapter 11 Cases is [●], 2019, at 5:00 p.m. (Prevailing Eastern Time) (the “**Governmental Bar Date**,” and together with the General Bar Date, the “**Bar Dates**”).

For your convenience, enclosed with this Notice is a proof of claim form (the “**Proof of Claim Form**”). To the extent your claim is listed in the Debtors’ schedules of assets and liabilities filed in these Chapter 11 Cases (collectively, the “**Schedules**”), such Proof of Claim Form identifies on its face the amount, nature and classification of your claim in the Schedules. [A copy of the Debtors’ Schedules can be viewed free of charge on the website of the Debtors’ Claims Agent, KCC, at https://www.kccllc.net/EmergeEnergy, under the Tab “Schedules/Statements”. If you disagree with the amount, nature and classification of your claim as set forth on the enclosed Proof of Claim Form, you should request a clean Proof of Claim Form by contacting the Debtors’ Claims Agent, in writing, at KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, by telephone, toll-free at \(877\) 634-7165 or, if calling from outside the United States or Canada, at \(424\) 236-7221, or online at https://www.kccllc.net/EmergeEnergy. Additional Proof of Claim forms can also be found online at](https://www.kccllc.net/EmergeEnergy)

<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 5600 Clearfork Main Street, Suite 400, Fort Worth, Texas 76109.

[https://www.kccllc.net/EmergeEnergy\\_under\\_the\\_Tab\\_“Claim\\_Form”](https://www.kccllc.net/EmergeEnergy_under_the_Tab_“Claim_Form”). Such Proofs of Claim should be prepared and filed in accordance with the procedures set forth herein.

Please take further notice that the Bar Date Order and the procedures set forth therein and herein for the filing of Proofs of Claim apply to all claims (the holder of any such claim, a “**Claimant**”) against the Debtors that arose, or are deemed to have arisen, prior to the Petition Date, regardless of their character or nature, whether secured or unsecured, priority or non-priority, liquidated or unliquidated, fixed or contingent, including, without limitation, claims entitled to administrative priority status under section 503(b)(9) of the Bankruptcy Code, ~~no matter how remote or contingent.~~<sup>2</sup>.

As used in this Notice, the term “**creditor**” has the meaning given to it in section 101(10) of the Bankruptcy Code, and includes all persons, entities, estates, trusts, governmental units and the United States Trustee. In addition, the terms “**persons**,” “**entities**,” and “**governmental units**” are defined in sections 101(41), 101(15) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term “**claim**” or “**Claim**” has the meaning given to it in section 101(5) of the Bankruptcy Code, and includes as to or against the Debtors: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

**YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY HAVE OR YOU MAY ASSERT A CLAIM AGAINST THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES. THEREFORE, YOU SHOULD READ THIS NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.**

**General Information about the Debtors’ Cases.** The Debtors’ cases are being jointly administered under case number 19-11563 (KBO). On July 30, 2019, the Office of the United States Trustee for the District of Delaware appointed the Official Committee of Unsecured Creditors.

**Individual Debtor Information.** The last four digits of each Debtor’s federal tax identification number are set forth below. The Debtors’ mailing address is 5600 Clearfork Main Street, Suite 400, Fort Worth, Texas 76109.

<b>Debtor</b>	<b>Case No.</b>	<b>EID# (Last 4 Digits)</b>
Emerge Energy Services LP	19-11563	2937
Emerge Energy Services GP LLC	19-11564	4683
Emerge Energy Services Operating LLC	19-11565	2511
Superior Silica Sands LLC	19-11566	9889
Emerge Energy Services Finance Corporation	19-11567	9875

<sup>2</sup> [A claim arising under section 503\(b\)\(9\) of the Bankruptcy Code is a claim arising from the value of goods received by the Debtors within twenty \(20\) days before the Petition Date, provided that the goods were sold to the Debtors in the ordinary course of business.](#)

**A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.**

**1. PERSONS OR ENTITIES WHO MUST FILE A PROOF OF CLAIM.**

Any person or entity that has or seeks to assert a claim against the Debtors which arose, or is deemed to have arisen, prior to the Petition Date, including, without limitation, a claim under section 503(b)(9) of the Bankruptcy Code, **MUST FILE A PROOF OF CLAIM ON OR BEFORE THE APPLICABLE BAR DATE** in order to potentially share in the Debtors' estates, except as set forth in (A) below.

Under the Bar Date Order, the filing of a Proof of Claim Form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code. All other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and shall not be deemed proper if made by proof of claim. No deadline has yet been established for the filing of administrative claims other than claims under section 503(b)(9) of the Bankruptcy Code. **Claims under section 503(b)(9) of the Bankruptcy Code must be filed by the Bar Date.**

Acts or omissions of the Debtors that occurred or arose before the Petition Date may give rise to Claims against the Debtors that must be filed by the applicable Bar Date, notwithstanding that such Claims may not have matured, are contingent or have not become fixed or liquidated prior to or as of the Petition Date.

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS BELIEVE THAT YOU HAVE A CLAIM. A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.**

**A. Claims For Which No Proof of Claim is Required to be Filed.**

Notwithstanding the above, holders of the following claims are ~~not~~**NOT** required to file a Proof of Claim on or before the applicable Bar Date solely with respect to such claim:

a. a claim against the Debtors for which a signed proof of claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or Kurtzman Carson Consultants ("**KCC**") in a form substantially similar to Official Bankruptcy Form No. 410;

b. a claim that is listed on the Debtors' Schedules if and only if (i) such claim is not scheduled as "disputed," "contingent," or "unliquidated" ~~and,~~ and, (ii) the holder of such claim agrees with the amount, nature and priority of the claim as set forth in the Schedules, and (iii) the holder of such claim agrees that the claim is an obligation of the specific Debtor that listed the claim in its Schedules;

c. an administrative expense claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);

- d. an administrative expense claim for post-petition fees and expenses incurred by any professional allowable under sections 330, 331, and 503(b) of the Bankruptcy Code;
- e. a claim that has been paid in full by the Debtors in accordance with the Bankruptcy Code or an order of this Court;
- f. a claim that has been allowed by an order of this Court entered on or before the applicable Bar Date;
- g. a claim of any Debtor against another Debtor;
- h. any fees payable to the U.S. Trustee under ~~8-28~~ U.S.C. § 1930 or accrued interest thereon arising under 31 U.S.C. § 3717;
- i. a claim for which specific deadlines have been fixed by an order of this Court entered on or before the applicable Bar Date; and
- j. pursuant to the *Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Certain Protections to Prepetition Secured Parties, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief* [Docket No. 64] (the “**Interim DIP Order**”) and any corresponding paragraph in any subsequent final order, a claim of the DIP Secured Parties for the DIP Obligations (each as defined in the Interim DIP Order) or a claim of the Prepetition Secured Parties (as defined in the Interim DIP Order) arising under, related to, or in connection with the Prepetition Credit Documents, the Prepetition Revolver Obligations, or the Prepetition Note Obligations (each as defined in the Interim DIP Order).

**Please take notice that any Claimant exempted from filing a Proof of Claim pursuant to paragraph A above must still properly and timely file a Proof of Claim for any other claim that does not fall within the exemptions provided by paragraph A above.** As set forth in clause (v) above, creditors are not required to file a proof of claim with respect to any amounts [that have already been](#) paid by the Debtors.

**B. No Bar Date for Proof of Interest.**

Any person or entity holding an equity security (as defined in section 101(16) of the Bankruptcy Code and including, without limitation, common stock, preferred stock, warrants, or stock options) or other ownership interest in the Debtors (an “**Interest Holder**”) is not required to file a proof of interest on or before the applicable Bar Date; provided, however, that an Interest Holder that wishes to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an equity security or other ownership interest, including, but not limited to, a claim for damages or rescission based on the purchase or sale of such equity security or other ownership interest, must file a Proof of Claim on or before the applicable Bar Date. The Debtors have reserved the right to establish at a later time a bar date requiring Interest Holders to file proofs of interest. If such a bar date is established, Interest Holders will be notified in writing of the bar date for filing of proofs of interest at the appropriate time.

**C. Claims Arising from Rejected Executory Contracts or Unexpired Leases.**

Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (a) the General Bar Date or (b) 5:00 p.m. (Prevailing Eastern Time) on the date that is twenty-one (21) days following service of an order approving rejection of any executory contract or unexpired lease of the Debtors.

**D. Amendment to the Debtors' Schedules.**

If the Debtors amend their Schedules, then the deadline to submit a Proof of Claim for those creditors affected by any such amendment shall be the later of (i) the applicable Bar Date or (ii) 5:00 p.m. (Prevailing Eastern Time) on the date that is twenty-one (21) days from the date that the Debtors provide written notice to the affected creditor that the Schedules have been amended.

**2. WHEN AND WHERE TO FILE.**

All Claimants must submit (by overnight mail, courier service, hand delivery, regular mail, or in person) an original, written Proof of Claim that substantially conforms to the Proof of Claim Form so as to be **actually received** by KCC, the Debtors' claims and notice agent, by no later than 5:00 p.m. (Prevailing Eastern Time) on or before the applicable Bar Date at the following address:

Emerge Energy Services Claims Processing Center  
c/o KCC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, CA 90245

Alternatively, Claimants may submit a Proof of Claim electronically by completing the Proof of Claim Form that can be accessed at KCC's website, <https://www.kccllc.net/EmergeEnergy>, [under the Tab "Claim Form."](#)

Proofs of Claim will be deemed timely filed only if **actually received** by KCC on or before the applicable Bar Date. Proofs of Claim may **not** be delivered by facsimile, telecopy, or electronic mail transmission. Any facsimile, telecopy, or electronic mail submissions will not be accepted and will not be deemed filed until a proof of claim is submitted to KCC by overnight mail, courier service, hand delivery, regular mail, in person, or through KCC's website listed above.

Claimants wishing to receive acknowledgment that their Proofs of Claim were received by KCC must submit (i) a copy of the Proof of Claim and (ii) a self-addressed, stamped envelope (in addition to the original Proof of Claim sent to KCC).

**3. CONTENTS OF A PROOF OF CLAIM.**

As noted above, the Debtors are enclosing a Proof of Claim Form for use in these Chapter 11 Cases, or you may use another proof of claim form that substantially conforms to Official Bankruptcy Form No. 410. The Proof of Claim Form is available free of charge on KCC's website, <https://www.kccllc.net/EmergeEnergy>, [under the Tab "Claim Form."](#)

To be valid, your Proof of Claim **MUST** (i) be signed by the Claimant; (ii) be written in the English language; (iii) be denominated in lawful currency of the United States; (iv) conform substantially to the Proof of Claim Form or Official Form 410; (v) specify the Debtor against which the Proof of Claim is filed as well as the bankruptcy case number corresponding to such Debtor; (vi) set forth with specificity the legal and factual basis for the alleged claim; and (vii) include supporting documentation or an explanation as to why such documentation is not available.

If you are filing a Claim under section 503(b)(9) of the Bankruptcy Code, you must indicate in the Proof of Claim Form available on KCC's website at <https://www.kccllc.net/EmergeEnergy> the amount of the Claim that arises under section 503(b)(9) of the Bankruptcy Code. For each Claim under section 503(b)(9) of the Bankruptcy Code, you must attach to the Proof of Claim Form a supplemental statement setting forth with specificity: (i) the date of shipment of the goods you contend the Debtors received in the twenty (20) days before the Petition Date; (ii) the date, place, and method (including carrier name) of delivery of the goods you contend the Debtors received in the twenty (20) days before the Petition Date; (iii) the value of the goods you contend the Debtors received in the twenty (20) days before the Petition Date; and (iv) whether you timely made a demand to reclaim such goods under section 546(c) of the Bankruptcy Code, and, if so, include any documentation identifying such demand.

**4. CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM BY THE BAR DATE.**

~~Any Absent order of the Court to the contrary, any~~ Claimant that is required to file a Proof of Claim in these Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules, or the Bar Date Order with respect to a particular claim against the Debtors, but that fails to do so properly by the applicable Bar Date, shall not be treated as a creditor in these Chapter 11 Cases with respect to such claim for purposes of voting and distribution; provided, however, that a holder of a claim shall be treated as a creditor for purposes of voting and distribution as to any undisputed, noncontingent and liquidated claims identified in the Schedules on behalf of such holder, in the amount set forth in the Schedules.

**5. CONTINGENT CLAIMS.**

Acts or omissions of or by the Debtors that occurred, or that are deemed to have occurred, prior to the Petition Date, including, without limitation, acts or omissions related to any indemnity agreement, guarantee, services provided to or rendered by the Debtors, or goods provided to or by the Debtors, may give rise to claims against the Debtors notwithstanding the fact that such claims (or any injuries on which they may be based) may be contingent or may not have matured or become fixed or liquidated prior to the Petition Date. Therefore, any person or entity that holds a claim or potential "claim," as that term is defined in section 101(5) of the Bankruptcy Code, against the Debtors, ~~no matter how remote, even if~~ contingent, or unliquidated, MUST file a Proof of Claim on or before the applicable Bar Date.

**6. THE DEBTORS' SCHEDULES.**

You may be listed as the holder of a claim against the Debtors in the Schedules. The Schedules are available free of charge on KCC's website at <https://www.kccllc.net/EmergeEnergy>, under the Tab "Schedules/Statements". If you rely on the Schedules, it is your responsibility to determine that your claim is accurately listed in the Schedules. As described above, if (i) you agree with the nature, amount and ~~status~~ priority of your claim as listed in the Schedules, and (ii) your claim is NOT described as "disputed," "contingent," or "unliquidated," and (iii) you agree that the claim is an obligation of the specific Debtor that listed the claim in its Schedules, then you are not required to file a Proof of Claim in these Chapter 11 Cases with respect to such claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice and the Bar Date Order.

**7. RESERVATION OF RIGHTS.**

Nothing contained in this Notice or the Bar Date Order is intended or should be construed as a waiver of any of the Debtor's rights, including without limitation, their rights to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount,

liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; or (c) otherwise amend or supplement the Schedules. [Please see paragraph 1.D above regarding the time to file a Proof of Claim relating to any amendment to the Schedules.](#) In addition, nothing contained herein is intended or should be construed as an admission of the validity of any claim against the Debtors or an approval, assumption, or rejection of any agreement, contract, or lease under section 365 of the Bankruptcy Code. All such rights and remedies are reserved.

**8. ADDITIONAL INFORMATION.**

The Schedules, the Proof of Claim Form, [this Notice](#), and [the](#) Bar Date Order are available free of charge on KCC's website at <https://www.kccllc.net/EmergeEnergy>, [under the Tab "Schedules/Statements", "Claim Form", or "Bar Date Related Documents", as applicable.](#) If you have questions concerning the filing or processing of Claims, you may contact the Debtors' claims agent, KCC, toll-free at (877) 634-7165 or, if calling from outside the United States or Canada, at (424) 236-7221. If you require additional information regarding the filing of a Proof of Claim, you may contact counsel for the Debtors in writing at the addresses below.

Dated: [\_\_\_\_\_] , 2019  
Wilmington, Delaware

---

**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)  
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

- 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

*Proposed Counsel for Debtors and Debtors-in-Possession*

**Exhibit 2**

**Proof of Claim Form**

Your claim can be filed electronically on KCC's website at <https://epoc.kccllc.net/EmergeEnergy>.

United States Bankruptcy Court for the District of Delaware
<p style="text-align: center;">Indicate Debtor against which you assert a claim by checking the appropriate box below. <b>(Check only one Debtor per claim form.)</b></p> <p style="text-align: center;"> <input type="checkbox"/> Emerge Energy Services LP (Case No. 19-11563)  <input type="checkbox"/> Emerge Energy Services GP LLC (Case No. 19-11564)  <input type="checkbox"/> Emerge Energy Services Operating LLC (Case No. 19-11565)  <input type="checkbox"/> Superior Silica Sands LLC (Case No. 19-11566)  <input type="checkbox"/> Emerge Energy Services Finance Corporation (Case No. 19-11567)                 </p>

## Official Form 410 Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Other than a claim under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for an administrative expense arising after the commencement of the case.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed.

### Part 1: Identify the Claim

<p>1. Who is the current creditor?</p>	<p>_____</p> <p style="font-size: small;">Name of the current creditor (the person or entity to be paid for this claim)</p> <p>Other names the creditor used with the debtor _____</p>	
<p>2. Has this claim been acquired from someone else?</p>	<p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. From whom? _____</p>	
<p>3. Where should notices and payments to the creditor be sent?</p> <p style="font-size: small;">Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)</p>	<p><b>Where should notices to the creditor be sent?</b></p> <p>_____</p> <p style="font-size: small;">Name</p> <p>_____</p> <p style="font-size: small;">Number Street</p> <p>_____</p> <p style="font-size: small;">City State ZIP Code</p> <p>_____</p> <p style="font-size: small;">Country</p> <p>Contact phone _____</p> <p>Contact email _____</p> <p>Uniform claim identifier for electronic payments in chapter 13 (if you use one):</p> <p>_____</p>	<p><b>Where should payments to the creditor be sent? (if different)</b></p> <p>_____</p> <p style="font-size: small;">Name</p> <p>_____</p> <p style="font-size: small;">Number Street</p> <p>_____</p> <p style="font-size: small;">City State ZIP Code</p> <p>_____</p> <p style="font-size: small;">Country</p> <p>Contact phone _____</p> <p>Contact email _____</p>
<p>4. Does this claim amend one already filed?</p>	<p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____</p> <p style="text-align: right; font-size: small;">MM / DD / YYYY</p>	
<p>5. Do you know if anyone else has filed a proof of claim for</p>	<p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Who made the earlier filing? _____</p>	

**this claim?**

Official Form 410	<b>Proof of Claim</b> page 1
6. <b>Do you have any number you use to identify the debtor?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: ____ ____ ____ ____
7. <b>How much is the claim?</b>	\$ _____ . <b>Does this amount include interest or other charges?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8. <b>What is the basis of the claim?</b>	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.  _____
9. <b>Is all or part of the claim secured?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property. <b>Nature of property:</b> <input type="checkbox"/> Real estate: If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> . <input type="checkbox"/> Motor vehicle <input type="checkbox"/> Other. Describe: _____  <b>Basis for perfection:</b> _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)  <b>Value of property:</b> \$ _____ <b>Amount of the claim that is secured:</b> \$ _____ <b>Amount of the claim that is unsecured:</b> \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.)  <b>Amount necessary to cure any default as of the date of the petition:</b> \$ _____  <b>Annual Interest Rate</b> (when case was filed) _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable
10. <b>Is this claim based on a lease?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. <b>Amount necessary to cure any default as of the date of the petition.</b> \$ _____
11. <b>Is this claim subject to a right of setoff?</b>	<input type="checkbox"/> No

Yes. Identify the property: \_\_\_\_\_

Official Form 410

**Proof of Claim**  
page 2

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

- Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). \$ \_\_\_\_\_
- Up to \$3,025\* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). \$ \_\_\_\_\_
- Wages, salaries, or commissions (up to \$13,650\*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). \$ \_\_\_\_\_
- Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). \$ \_\_\_\_\_
- Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). \$ \_\_\_\_\_
- Other. Specify subsection of 11 U.S.C. § 507(a)(\_\_) that applies. \$ \_\_\_\_\_

\* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)? [Please see the instructions attached hereto regarding additional required information.](#)

- No
- Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.  
\$ \_\_\_\_\_

**Part 3: Sign Below**

**The person completing this proof of claim must sign and date it. FRBP 9011(b).**

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

**A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.**

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

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

Executed on date \_\_\_\_\_  
MM / DD / YYYY

\_\_\_\_\_  
Signature

**Print the name of the person who is completing and signing this claim:**

Name \_\_\_\_\_  
First name Middle name Last name

Title \_\_\_\_\_

Company	Identify the corporate servicer as the company if the authorized agent is a servicer.			
Address	Number	Street		
	City	State	ZIP Code	Country
Contact phone			Email	

Official Form 410

**Proof of Claim**

page 3

**Instructions for Proof of Claim**

United States Bankruptcy Court

04/19

**These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.**

<p><b>A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.</b> 18 U.S.C. §§ 152, 157 and 3571</p>
---

**PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:**

Emerge Energy Services Claims Processing Center  
c/o KCC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, CA 90245

## How to fill out this form

- **Fill in all of the information about the claim as of the date the case was filed.**

- **Fill in the caption at the top of the form**

- **If the claim has been acquired from someone else, then state the identity of the last party** who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.

- **Attach any supporting documents to this form.** Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).

- **Do not attach original documents because attachments may be destroyed after scanning.**

- **If the claim is based on delivery health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.**

Alternatively, your claim can be filed electronically on KCC’s website at <https://epoc.kccllc.net/EmergeEnergy>.

- **A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth.** See Bankruptcy Rule 9037.

- **For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian.** For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

## Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or you may view a list of filed claims in this case by visiting the Claims and Noticing and Agent’s website at <http://www.kccllc.net/EmergeEnergy>.

## Understand the terms used in this form

**Administrative expense:** Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing that bankruptcy estate.  
11 U.S.C. § 503

**Claim:** A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. § 101 (5). A claim may be secured or unsecured.

**Claim Pursuant to 11 U.S.C. §503(b)(9):** A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

Claimants filing claims under section 503(b)(9) of the Bankruptcy Code (or proofs thereof) shall attach to the Proof of Claim a supplemental statement setting forth with specificity: (i) the date of shipment of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; (ii) the date, place, and method (including carrier name) of delivery of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; (iii) the value of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; and (iv) whether the Claimant timely made a demand to reclaim such goods under section 546(c) of the Bankruptcy Code, including any documentation identifying such demand.

**Creditor:** A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

**Debtor:** A person, corporation, or other entity to who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received.

11 U.S.C. §101 (13).

**Evidence of perfection:** Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

**Information that is entitled to privacy:** A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

**Priority claim:** A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

—Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to privacy on the Proof of Claim form and any attached documents.

**Secured claim under 11 U.S.C. §506(a):** A claim backed by a —lien on particular property of the debtor. A claim is secured to —the extent that a creditor has the right to be paid from the —property before other creditors are paid. The amount of a —secured claim usually cannot be more than the value of the —particular property on which the creditor has a lien. Any —amount owed to a creditor that is more than the value of the —property normally may be an unsecured claim. But exceptions —exist; for example, see 11 U.S.C. § 1322(b) and the final —sentence of 1325(a).

Examples of liens on property include a mortgage on real estate a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In states, a court judgment may be a lien.

**Setoff:** Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

**Uniform claim identifier:** An optional 24-character identifier that some creditors use to facilitate electronic payment.

**Unsecured claim:** A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

### Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

Do not file these instructions with your form.

~~**Proof of claim:** A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.~~

~~**Redaction of information:** Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.~~

~~Do not file these instructions with your form.~~

**Exhibit 3**

**Publication Notice**

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

----- X  
 In re: : Chapter 11  
 :  
 EMERGE ENERGY SERVICES LP, *et al.*,<sup>41</sup> : Case No. 19-11563 (KBO)  
 :  
 Debtors. : Jointly Administered  
 :  
 ----- X

**NOTICE OF DEADLINE FOR THE FILING OF PROOFS OF CLAIM, INCLUDING FOR  
CLAIMS ASSERTED UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE  
(GENERAL BAR DATE IS [●], AT 5:00 P.M. (PREVAILING EASTERN TIME))**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

On July 15, 2019 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). On [●], 2019, the Court entered an order [Docket No. ●] (the “**Bar Date Order**”) establishing certain deadlines for the filing of proofs of claim in the chapter 11 cases of the following debtors and debtors in possession (together, the “**Debtors**”):

<u>Debtor</u>	<u>Case No.</u>	<u>EID# (Last 4 Digits)</u>
Emerge Energy Services LP	19-11563	2937
Emerge Energy Services GP LLC	19-11564	4683
Emerge Energy Services Operating LLC	19-11565	2511
Superior Silica Sands LLC	19-11566	9889
Emerge Energy Services Finance Corporation	19-11567	9875

Pursuant to the Bar Date Order, each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, and trust) that holds or seeks to assert a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose, or is deemed to have arisen, prior to the Petition Date (including, without limitation, claims entitled to administrative priority status under section 503(b)(9) of the Bankruptcy Code), ~~no matter how remote or contingent such right to payment or equitable remedy may be,~~ **MUST FILE A PROOF OF CLAIM** on or before **5:00 p.m. (Prevailing Eastern Time)**, on [●], 2019 (the “**General Bar Date**”), by sending an original proof of claim form to Kurtzman Carson Consultants LLC (“**KCC**”), [Emerge Energy Services Claims Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245](https://www.kccllc.net/EmergeEnergy), or by completing the online proof of claim form available at <https://www.kccllc.net/EmergeEnergy>, under Tab “Claim Form” so that it is **actually received** on or before the General Bar Date; provided that, solely with respect to governmental

<sup>41</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 5600 Clearfork Main Street, Suite 400, Fort Worth, Texas 76109.

units (as defined in section 101(27) of the Bankruptcy Code), the deadline for such governmental units to file a proof of claim against the Debtors is [●], 2019 at 5:00 p.m. (Prevailing Eastern Time) (the “**Governmental Bar Date**”). Proofs of claim must be sent by overnight mail, courier service, hand delivery, regular mail, or in person, or completed electronically through KCC’s website. Proofs of claim sent by facsimile, teletype, or electronic mail will **not** be accepted and will **not** be considered properly or timely filed for any purpose in these Chapter 11 Cases.

ABSENT FURTHER ORDER OF THE COURT, ANY PERSON OR ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM IN THESE CHAPTER 11 CASES WITH RESPECT TO A PARTICULAR CLAIM AGAINST THE DEBTORS, BUT THAT FAILS TO DO SO PROPERLY BY THE APPLICABLE BAR DATE, SHALL NOT BE TREATED AS A CREDITOR IN THESE CHAPTER 11 CASES WITH RESPECT TO SUCH CLAIM FOR PURPOSES OF VOTING AND DISTRIBUTION; PROVIDED, HOWEVER, THAT A HOLDER OF A CLAIM SHALL BE TREATED AS A CREDITOR FOR PURPOSES OF VOTING AND DISTRIBUTION AS TO ANY UNDISPUTED, NONCONTINGENT, AND LIQUIDATED CLAIMS IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH HOLDER IN THE AMOUNT SET FORTH IN THE SCHEDULES.

~~A copy of~~ The Schedules, the Proof of Claim Form, the Bar Date Notice, and the Bar Date Order ~~and proof of claim form~~ may be obtained by contacting the Debtors’ Claims Agent, in writing, at KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, or online at <https://www.kccllc.net/EmergeEnergy>, under the Tab “Schedules/Statements”, “Claim Form”, or “Bar Date Related Documents”, as applicable. The Bar Date Order can also be viewed on the Court’s website at [www.deb.uscourts.gov](http://www.deb.uscourts.gov). If you have questions concerning the filing or processing of claims, you may contact the Debtors’ claims agent, KCC, toll-free at (877) 634-7165 or, if calling from outside the United States or Canada, at (424) 236-7221.

Dated: [●], 2019  
Wilmington, Delaware

**BY THE ORDER OF THE COURT**

**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)  
One Rodney Square  
920 North King Street  
Wilmington, DE 19801

**LATHAM & WATKINS LLP**

George A. Davis  
Keith A. Simon  
Hugh K. Murtagh  
Liza L. Burton  
885 Third Avenue  
New York, New York 10022

ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION