

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

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

**CERTIFICATION OF COUNSEL REGARDING
ORDER APPROVING PRE-TRIAL STIPULATION
REGARDING CONFIRMATION HEARING**

The undersigned hereby certifies as follows:

1. On September 5, 2019, the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed the *First Amended Joint Plan of Reorganization for Emerge Energy Services LP and Its Affiliated Debtors Under Chapter 11 of the Bankruptcy Code* [Docket No. 324] (as may be amended, modified or supplemented from time to time the “**Plan**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

2. The Court has currently scheduled a hearing to consider confirmation of the Plan (the “**Confirmation Hearing**”) to commence on October 30, 2019 at 9:30 a.m. (Eastern Time).

3. In an effort to streamline proceedings before the Court at the Confirmation Hearing, the Debtors and the Official Committee of Unsecured Creditors in the Debtors’ chapter 11 cases (the “**Committee**”) have entered into that certain *Pre-Trial Stipulation Regarding*

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Emerge Energy Services LP (2937), Emerge Energy Services GP LLC (4683), Emerge Energy Services Operating LLC (2511), Superior Silica Sands LLC (9889), and Emerge Energy Services Finance Corporation (9875). The Debtors’ address is 5600 Clearfork Main Street, Suite 400, Fort Worth, Texas 76109.



Confirmation Hearing (the “**Stipulation**”), governing, among other things, certain deadlines and other matters related to the Confirmation Hearing.

4. The Debtors have prepared a proposed form of order (the “**Proposed Order**”), attached hereto as Exhibit A, approving the Stipulation. A copy of the executed Stipulation is attached to the Proposed Order as Exhibit 1. Copies of the Proposed Order and Stipulation have been circulated, and are acceptable to, the Committee and counsel to HPS Investment Partners, LLC.

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

Dated: October 26, 2019
Wilmington, Delaware

/s/ David T. Queroli

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Counsel for Debtors and Debtors-in-Possession

EXHIBIT A

Proposed 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> ,	:	Case No. 19-11563 (KBO)
	:	
Debtors.	:	Jointly Administered
	:	
	:	Re: Docket No. _____
	X	

**ORDER APPROVING PRE-TRIAL STIPULATION
REGARDING CONFIRMATION HEARING**

Upon consideration of the *Pre-Trial Stipulation Regarding Confirmation Hearing*, a copy of which is attached hereto as Exhibit 1 (the “**Stipulation**”); and the Court having determined that good and adequate cause exists for approval of the Stipulation; it is hereby **ORDERED** that:

1. The Stipulation is approved.
2. This Court retains jurisdiction with respect to all matters arising from or related to the Stipulation and this Order.

EXHIBIT 1

Stipulation

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

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

PRE-TRIAL STIPULATION REGARDING CONFIRMATION HEARING

This Stipulation (the “**Stipulation**”) is entered into by and among the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) and the Official Committee of Unsecured Creditors (the “**Committee**”), through their respective counsel (each a “**Party**” and collectively, the “**Parties**”), and shall govern the schedule regarding certain pre-trial matters, including disclosure deadlines, in connection with the hearing to consider confirmation (the “**Confirmation Hearing**”) of the Debtors’ proposed *First Amended Joint Plan of Reorganization for Emerge Energy Services LP and Its Affiliated Debtors Under Chapter 11 of the Bankruptcy Code* [D.I. 324] (as may be amended, modified or supplemented from time to time the “**Plan**”) in above-captioned chapter 11 cases.

WHEREAS, confirmation of the Plan is a contested matter pursuant to Fed. R. Bankr. P. 9014.

WHEREAS, the Confirmation Hearing will commence on October 30, 2019 at 9:30 a.m. (Eastern Time) before The Honorable Karen B. Owens, United States Bankruptcy Judge, at the

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Emerge Energy Services LP (2937), Emerge Energy Services GP LLC (4683), Emerge Energy Services Operating LLC (2511), Superior Silica Sands LLC (9889), and Emerge Energy Services Finance Corporation (9875). The Debtors’ address is 560 Clearfork Main Street, Suite 400, Fort Worth, Texas 76109.

United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom No. 2, Wilmington, Delaware 19801.

NOW, THEREFORE, the Parties agree and stipulate as follows:

1. At the Confirmation Hearing, the Debtors will present their witnesses first, followed by the Committee's witness(es). Any additional creditor or party-in-interest wishing to present a witness shall call such witness following the Committee's witness(es).

2. The Parties will not present any motions in limine in connection with the Confirmation Hearing.

3. The following deadlines ("**Deadlines**") shall govern pre-trial disclosure between the Parties, as it relates to the Confirmation Hearing:

- a. October 23, 2019: Each Party will provide to the other Party its witness list (not including rebuttal witnesses), and shall identify which witnesses each Party proposes to introduce by declaration or to present for live direct testimony at the Confirmation Hearing, and identifying any witnesses whose deposition designations will be offered;
- b. October 25, 2019: The Parties will exchange deposition designations;
- c. October 26, 2019: The Parties will exchange exhibit lists;
- d. October 27, 2019: Deadline to counter or object to deposition designations;
- e. October 28, 2019 by 12:00 p.m.: The Debtors will provide to the Committee any declarations they intend to submit in lieu of direct testimony for any witnesses in their control;
- f. October 28, 2019: Deadline to object to exhibit lists and witness lists,
- g. October 29, 2019 by 12:00 p.m.: Deadline to provide any counters or objections to the counter designations of the other Party;
- h. At 12:00 p.m., two days prior to a witness's anticipated date of testimony, the Committee and HPS will provide declarations for any such witness either intends to call by declaration; and
- i. 5:00 p.m., one day prior to introducing or presenting any demonstrative exhibit, a Party will provide such demonstrative to the other Party.

4. All Deadlines shall be at 11:59 p.m., except as otherwise noted. All exchanges and disclosures set forth herein shall be made by email, and need not be filed or docketed with the Court.

5. The Parties agree to be bound by the terms of this Stipulation or any amendments thereto which are satisfactory to and agreed upon by the Parties in writing. Any violation of this Stipulation's terms shall be subject to the same sanctions and penalties as if this Stipulation had been approved by the Court.

[Remainder of page left intentionally blank.]

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