

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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 In re: : Chapter 11  
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 EMERGE ENERGY SERVICES LP, *et al.*, : Case No. 19-11563 (KBO)  
 :  
 Debtors.<sup>1</sup> : (Jointly Administered)  
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**NOTICE OF FILING OF FOURTH PLAN SUPPLEMENT  
FOR THE SECOND AMENDED JOINT PREPACKAGED PLAN OF  
REORGANIZATION FOR EMERGE ENERGY SERVICES LP AND ITS  
AFFILIATE DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**PLEASE TAKE NOTICE** that the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) filed the *Plan Supplement for the First Amended Joint Prepackaged Plan or Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* (the “**Plan Supplement**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”) on October 4, 2019 [Docket No. 436].

**PLEASE TAKE FURTHER NOTICE** that the Debtors filed the *Second Plan Supplement for the Second Amended Joint Prepackaged Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* (the “**Second Plan Supplement**”) with the Court on November 12, 2019 [Docket No. 632].

**PLEASE TAKE FURTHER NOTICE** that the Debtors filed the *Third Plan Supplement for the Second Amended Joint Prepackaged Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* (the “**Third Plan Supplement**”) with the Court on December 17, 2019 [Docket No. 713].

**PLEASE TAKE FURTHER NOTICE** that on December 19, 2019 the Court entered the *Findings of Fact, Conclusions of Law and Order Confirming the Modified Second Amended Joint Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors under Chapter 11 of the Bankruptcy Code* [Docket No. 721] (the “**Confirmation Order**”).

**PLEASE TAKE FURTHER NOTICE** that, as contemplated by the *Modified Second Amended Joint Prepackaged Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* (including all exhibits and supplements thereto, the “**Plan**”), and the Confirmation Order the Debtors hereby file this fourth

<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.



plan supplement (the “**Fourth Plan Supplement**”) with the Court. Capitalized terms used but not defined herein have the meanings set forth in the Plan and Confirmation Order, as applicable. The Fourth Plan Supplement includes the following additional exhibit (in each case, as may be amended, modified, or supplemented from time to time):

**Exhibit 1** Contracts to be Assumed<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE** that any counterparty to the Executory Contracts or Unexpired Leases listed on **Exhibit 1** wishing to object to the proposed assumption, proposed assumption and assignment, or any related cure amount of such contracts must File and serve such objection such that it is actually received by the Debtors no later than January 3, 2020 at 5:00 p.m. prevailing Eastern Time. Any counterparty to an Executory Contract or Unexpired Lease that fails to object timely to the proposed assumption, or proposed assumption and assignment, or cure amount will be deemed to have consented to such matters and will be deemed to have forever released and waived any objection to such proposed assumption, proposed assumption and assignment, and cure amount.

**PLEASE TAKE FURTHER NOTICE**, that pursuant to paragraph 22(b) of the Confirmation Order, in the event of a dispute regarding the amount and timing of any cure payments, the Debtors and applicable non-Debtor parties shall promptly confer after the Effective Date to attempt to resolve any such dispute consensually without further order of this Court. In the event such dispute cannot be resolved consensually by the applicable parties, then the Reorganized Debtors shall, within thirty (30) days after the Effective Date, file a notice of dispute with this Court (and promptly serve such notice on the applicable counter-party) and such dispute shall be set for a status conference at the next scheduled omnibus hearing in these Chapter 11 Cases, with subsequent evidentiary hearings to be established by this Court as and if necessary. The payments, if any, or other actions, if any, that this Court determines the Debtors are required to pay or otherwise perform to assume the applicable Assumed Contract pursuant to section 365(b)(1) of the Bankruptcy Code shall be promptly paid or undertaken as required by Final Order resolving the applicable dispute. If an objection to the proposed cure amount is sustained by Final Order of this Court, the Debtors or Reorganized Debtors, as applicable, in their sole option, may elect to reject such Executory Contract or Unexpired Lease in lieu of assuming or assigning it by filing written notice thereof with this Court, and serving such notice on the applicable counter-party, within ten (10) days of the entry of such Final Order.

**PLEASE TAKE FURTHER NOTICE** that the copies of the documents included in the Plan Supplement or the Plan, or any other document filed in the Debtors’ Chapter 11 Cases, may be obtained free of charge by contacting the Debtors’ Voting and Claims Agent, Kurtzman Carson Consultants LLC, by: (i) calling the Debtors’ restructuring hotline at 877-634-7165 (toll-free in US and Canada) or 424-236-7221 (for international callers); (ii) visiting the Debtors’ restructuring website at: <http://www.kccllc.net/EmergeEnergy> (see Tab for Plan and Disclosure Statement); and/or (iii) writing to Emerge Energy Claims Processing Center, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245. You may also obtain

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<sup>2</sup> For the avoidance of doubt, the contracts identified in **Exhibit 1** are in addition to those identified in **Exhibit 5** to the Plan Supplement filed on October 4, 2019 [Docket No. 436].

copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.deb.uscourts.gov> or free of charge at <http://www.kccllc.net/EmergeEnergy>.

Dated: December 20, 2019  
Wilmington, Delaware

/s/ Brett M. Haywood

**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. Murtaugh (admitted *pro hac vice*)  
Liza L. Burton (admitted *pro hac vice*)  
Madeleine C. Parish (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.murtaugh@lw.com  
liza.burton@lw.com  
madeleine.parish@lw.com

*Counsel for Debtors and Debtors-in-Possession*

**Exhibit 1**

**Contracts to be Assumed<sup>3</sup>**

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<sup>3</sup> For the avoidance of doubt, the contracts identified in this Exhibit are in addition to those identified in Exhibit 5 to the Plan Supplement filed on October 4, 2019 [Docket No. 436].

Debtor	Counterparty	Address 1	City	State	Zip	Country	Contract Name	Original Cure	Modified Cure
Superior Silica Sands LLC	Alberta Inc	250 6th Avenue SW Suite 1810	Calgary	AB	T2P 3H7	Canada	Transloading Services Agreement as Amended	\$ -	\$ -
Superior Silica Sands LLC	Anthony G. Glaser, Tammara M. Glaser, Tonya N. Glaser, Gerald H. Glaser, and Carol J. Glaser	3495 190th Avenue	Bloomer	WI	54724		First Amendment to Lease as Amended	\$ -	\$ -
Superior Silica Sands LLC	Anthony G. Glaser, Tammara M. Glaser, Tonya N. Glaser, Gerald H. Glaser, and Carol J. Glaser	3495 190th Avenue	Bloomer	WI	54724		Lease and Royalty Agreement dated March 10, 2011 as Amended	\$ -	\$ -
Superior Silica Sands LLC	Carol Glaser	19980 County Highway OO	Bloomer	WI	54724		Land Rental Agreement as Amended	\$ -	\$ -
Superior Silica Sands LLC	Chris C. Culver, Linda M. Culver, Dennis C. Culver, and Patsy L. Culver	1303 178th Ave	Bloomer	WI	54724		First Amendment to Lease as Amended	\$ -	\$ -
Superior Silica Sands LLC	Chris C. Culver, Linda M. Culver, Dennis C. Culver, and Patsy L. Culver	1303 178th Ave	Bloomer	WI	54724		Lease and Royalty Agreement dated March 10, 2011 as Amended	\$ -	\$ -
Superior Silica Sands LLC	Chris C. Culver, Linda M. Culver, Dennis C. Culver, and Patsy L. Culver	1303 178th Ave	Bloomer	WI	54724		Second Amendment to Lease as Amended	\$ -	\$ -
Superior Silica Sands LLC	Dale and Deb Scribner Royalty Lease	623 7ty Ave	Clayton	WI	54004		Lease and Royalty Agreement as Amended	\$ 59,621.02	\$ 50,000.00
Superior Silica Sands LLC	David and Pamela Fall	686 7th Ave	Clayton	WI	54004		Lease and Royalty Agreement as Amended	\$ -	\$ -
Superior Silica Sands LLC	David F. Dobbs and Bonnie K. Dobbs	3272 195th Ave	Bloomer	WI	54724		First Amendment to Lease as Amended	\$ -	\$ -
Superior Silica Sands LLC	David F. Dobbs and Bonnie K. Dobbs	3272 195th Ave	Bloomer	WI	54724		Lease and Royalty Agreement dated March 10, 2011 as Amended	\$ -	\$ -
Superior Silica Sands LLC	Eric F. Larson and Lacey Larson	116 W Allen Street	Prairie Farm	WI	54762		First Amendment to Lease as Amended	\$ -	\$ -
Superior Silica Sands LLC	Eric F. Larson and Lacey Larson	116 W Allen Street	Prairie Farm	WI	54762		Lease and Royalty Agreement as Amended	\$ -	\$ -
Superior Silica Sands LLC	Kenneth F. Larson and Lorna Larson	618 7th Ave	Clayton	WI	54004		Lease and Royalty Agreement as Amended	\$ -	\$ -
Superior Silica Sands LLC	Kevin Pietz and Elizabeth Pietz	3991 State Hwy 64	Bloomer	WI	54724		Surface Lease Agreement as Amended	\$ -	\$ -
Superior Silica Sands LLC	Lary R. Boese and Anna M. Boese	3143 195th Ave	Bloomer	WI	54724		First Amendment to Lease as Amended	\$ -	\$ -
Superior Silica Sands LLC	Lary R. Boese and Anna M. Boese	3143 195th Ave	Bloomer	WI	54724		Lease and Royalty Agreement dated March 10, 2011 as Amended	\$ -	\$ -
Superior Silica Sands LLC	Lary R. Boese and Anna M. Boese	3143 195th Ave	Bloomer	WI	54724		Second Amendment to Lease as Amended	\$ -	\$ -
Superior Silica Sands LLC	Lundequams	715 7th Ave	Prairie Farm	WI	54762		First Amendment to Lease as Amended	\$ -	\$ -
Superior Silica Sands LLC	Lundequams	715 7th Ave	Prairie Farm	WI	54762		First Amendment to Lease as Amended	\$ -	\$ -
Superior Silica Sands LLC	Lundequams	715 7th Ave	Prairie Farm	WI	54762		Lease and Royalty Agreement as Amended	\$ 3,317.38	\$ 3,317.38
Superior Silica Sands LLC	Phillip A. Larson	529 Candy Lane	Barron	WI	54812		Lease and Royalty Agreement as Amended	\$ -	\$ -
Superior Silica Sands LLC	Picknells	790 6 1/2 Ave	Prairie Farm	WI	54762		First Amendment to Lease as Amended	\$ -	\$ -
Superior Silica Sands LLC	Picknells	790 6 1/2 Ave	Prairie Farm	WI	54762		Lease and Royalty Agreement as Amended	\$ 3,593.82	\$ 3,593.82
Superior Silica Sands LLC	Pietz	3991 State Hwy 64	Bloomer	WI	54724		First Amendment to Lease as Amended	\$ -	\$ -
Superior Silica Sands LLC	Pietz	3991 State Hwy 64	Bloomer	WI	54724		Lease and Royalty Agreement as Amended	\$ -	\$ -

Debtor	Counterparty	Address 1	City	State	Zip	Country	Contract Name	Original Cure	Modified Cure
Superior Silica Sands LLC	Price River Terminal, LLC	3215 West 4th Street	Fort Worth	TX	76107		Material Handling and Storage Agreement as Amended	\$ -	\$ -
Superior Silica Sands LLC	Robert W. Hass and Darlene E. Hass	4452 190th Ave	Bloomer	WI	54724		First Amendment to Lease as Amended	\$ -	\$ -
Superior Silica Sands LLC	Robert W. Hass and Darlene E. Hass	4452 190th Ave	Bloomer	WI	54724		Lease and Royalty Agreement dated March 10, 2011 as Amended	\$ -	\$ -
Superior Silica Sands LLC	Sioux Creek Landowners, LLC	2786 9th Ave	Chetek	WI	54728-8007		Royalty Lease Agreement as Amended	\$ 100,144.29	\$ 100,144.29
Superior Silica Sands LLC	Terry L. Thompson	2786 9th Ave	Chetek	WI	54728-8007		First Amendment to Mining Related Operations, Access Road and Utility Lease Agreement as Amended	\$ -	\$ -
Superior Silica Sands LLC	Terry L. Thompson	2786 9th Ave	Chetek	WI	54728		Mining Related Operations, Access Road and Utility Lease Agreement as Amended	\$ -	\$ -
Superior Silica Sands LLC	Chris C. Culver, Linda M. Culver, Dennis C. Culver, and Patsy L. Culver	1303 178th Ave	Bloomer	WI	54724		Surface Lease Agreement dated March 10, 2011	\$ -	\$ -
Superior Silica Sands LLC	E.O. Johnson Company	844 W. Stewart Ave.	Wausau	WI	54401		Maintenance Agreement #50637	\$ -	\$ -
Superior Silica Sands LLC	Ken Larson Surface Lease	618 7th Ave	Clayton	WI	54004		Surface Lease Agreement	\$ -	\$ -
Superior Silica Sands LLC	Linda C. Best Trust, U/T/A 1-6-2015	613 W Van Buren	Crescent	OK	73028		Purchase and Sale Agreement	\$ -	\$ -
Superior Silica Sands LLC	Linda C. Best Trust, U/T/A 1-6-2015	613 W Van Buren	Crescent	OK	73028		Royalty Lease Agreement	\$ 32,445.65	\$ 32,445.65
Superior Silica Sands LLC	Lundequams	715 7th Ave	Prairie Farm	WI	54762		Surface Lease Agreement	\$ -	\$ -
Superior Silica Sands LLC	Phillip A. Larson	1303 Hunter Hill Dr	Hammond	WI	54015		Surface Lease Agreement	\$ -	\$ -
Superior Silica Sands LLC	RDO Equipment Co (RDO Trust)	PO Box 7160	Fargo	ND	58106		Equipment Lease, Rental Schedule 1197691	\$ 22,347.26	\$ 22,347.26
Superior Silica Sands LLC	Satellite Shelters, Inc	12855 Calloway Cemetary Rd	Euless	TX	76040		Rental Contract No. RC419392	\$ 1,457.86	\$ 1,457.86
Superior Silica Sands LLC	Satellite Shelters, Inc	12855 Calloway Cemetary Rd	Euless	TX	76040		Rental Contract No. RC419436	\$ -	\$ -
Superior Silica Sands LLC	Town of Arland	990 7 1/2 Avenue	Barron	WI	54812		Royalty Agreement	\$ 12,535.31	\$ 12,535.31
Superior Silica Sands LLC	Town of Clinton	1717 1/2 Street	Barron	WI	54812		Mining Agreement	\$ 17,849.60	\$ 17,849.60
Superior Silica Sands LLC	Town of Sioux Creek (Attn: Liza Schroader-Treasurer)	2077 3 1/2 Avenue	Chetek	WI	54728		Operations Agreement	\$ 15,770.75	\$ 15,770.75
Emerge Energy Services LP	Town of Sioux Creek (Attn: Liza Schroader-Treasurer)	2077 3 1/2 Avenue	Chetek	WI	54728		Road Use Agreement	\$ -	\$ -
Superior Silica Sands LLC	Village of New Auburn	130 E Elm St.	New Auburn	WI	54757		Transportation Agreement Between The Village of New Auburn and Superior Silica Sand	\$ 3,880.84	\$ 3,880.84
								<b>\$ 272,963.78</b>	<b>\$ 263,342.76</b>