

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

In re:	)	Case No. 17-10064 (KG)
	)	
Chieftain Sand and Proppant, LLC, <i>et al.</i>	)	Chapter 11
	)	
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	

**NOTICE OF BAR DATES FOR FILING CLAIMS**

**TO ALL KNOWN CREDITORS OF THE ABOVE-CAPTIONED ENTITIES (COLLECTIVELY, THE “DEBTORS”):**

On February 3, 2017, the United States Bankruptcy Court for the District of Delaware (the “*Court*”) entered an order (the “*Bar Date Order*”) in the above-captioned chapter 11 cases establishing certain claims bar dates.

Pursuant to the Bar Date Order, the Court has established March 8, 2017 at 5:00 p.m., prevailing Eastern Time as the general bar date (the “*General Bar Date*”) for filing prepetition claims in the Debtors’ chapter 11 cases. Proofs of claim of governmental units must be filed by July 10, 2017 at 5:00 p.m., prevailing Eastern Time (the “*Governmental Bar Date*”).

Except as described below, the Bar Date Order requires all persons or entities that have or assert any prepetition Claims against the Debtors to file Proofs of Claim with Donlin, Recano & Company, Inc. (“DRC”), the claims and noticing agent in these chapter 11 cases, so that their Proofs of Claim are actually received by DRC on or before the General Bar Date.

For your convenience, enclosed with this Notice is a proof of claim form, which identifies on its face the amount, nature, and classification of your Claim(s), if any, listed in the Debtors’ schedules of assets and liabilities filed in these chapter 11 cases (the “Schedules”). If the Debtors believe that you hold a Claim against more than one Debtor, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your Claim listed in the Schedules.

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS BELIEVE YOU HAVE A CLAIM.**

**KEY DEFINITIONS**

As used in this Notice, the term “Petition Date” shall mean January 9, 2017.

As used in this Notice, the term “entity” (or “entities”) has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes, but is not limited to, all persons (including, without limitation, individuals, partnerships and corporations), estates, trusts, and governmental units.

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<sup>1</sup> The Debtors in these chapter 11 cases, and the last four digits of their respective federal tax identification numbers, are Chieftain Sand and Proppant, LLC (1729) and Chieftain Sand and Proppant Barron, LLC (0418). The Debtors’ service address is: 331 27<sup>th</sup> Street, New Auburn, WI 54757.

As used in this Notice, the term “governmental unit” (or “governmental units”) has the meaning given to it in section 101(27) of the Bankruptcy Code and includes, without limitation, the United States; states; commonwealths; districts; territories; municipalities; foreign states; or departments, agencies or instrumentalities of the United States.

As used in this Notice, the term “Claim” (or “Claims”) shall mean, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, 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.

### **THE BAR DATES**

The Bar Date Order established the following bar dates for filing Proofs of Claim in these chapter 11 cases:

- a. The General Bar Date: Pursuant to the Bar Date Order, the last date and time for all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that assert a Claim, **including, without limitation, any claims under section 503(b)(9) of the Bankruptcy Code** (each, a “**503(b)(9) Claim**”), secured claims, and priority claims, which arose on or prior to the Petition Date, to file a Proof of Claim on account of such Claim is **March 8, 2017 at 5:00 p.m. (prevailing Eastern Time)** (the “**General Bar Date**”).
- b. The Government Bar Date: Pursuant to the Bar Date Order, the last date and time for governmental units to file a Proof of Claim on account of a Claim against the Debtors which arose on or prior to the Petition Date is **July 10, 2017 at 5:00 p.m. (prevailing Eastern Time)** (the “**Government Bar Date**”).
- c. The Amended Schedules Bar Date: If the Debtors amend or supplement their Schedules subsequent to the service of this Notice, the Debtors will give notice of any such amendment or supplement to the holders of Claims affected thereby, and such holders shall be afforded **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 on which such notice is given, to file Proofs of Claim in respect of their affected Claims** (the “**Amended Schedules Bar Date**”). Any person or entity who files a Proof of Claim before the Schedules are amended shall not be required to file another Proof of Claim, unless the claimant disagrees with the scheduled claim, as amended, in which case, the claimant must file another Proof of Claim so as to be received by the Amended Schedules Bar Date.
- d. The Rejection Bar Date: The last date and time for any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) whose Claim arises out of the Court-approved rejection of an executory contract or unexpired lease in accordance with section 365 of the Bankruptcy Code (a “**Rejection Damages Claim**”) to file a Proof of Claim on account of such Rejection Damages Claim is **the later of (i) the applicable Bar Date or (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty-five (35) days following the entry of the order approving the rejection of the executory contract or unexpired lease pursuant to which the entity asserting the Rejection Damages Claim is a party** (collectively with the General Bar Date, the Government Bar Date and the Amended Schedules Bar Date, each, a “**Bar Date**”).

## **FILING CLAIMS**

### **1. WHO MUST FILE**

Subject to terms described above for holders of claims subject to the Governmental Bar Date, the following entities must file proofs of claim on or before the General Bar Date:

- a. any person or entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules of assets and liabilities (the "**Schedules**") or is listed in such Schedules as "contingent", "unliquidated" or "disputed," if such person or entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any person or entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any person or entity who believes that its prepetition claims as listed in the Schedules is not an obligation of the specific Debtor against which the claims is listed and who desires to have its claim allowed against a Debtor other than that identified in the Schedules; and
- d. any person or entity who believes that its claim against a Debtor is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code.

### **2. WHAT TO FILE**

#### **Prepetition Claims**

Parties asserting claims against the Debtors that arose before the Petition Date, including section 503(b)(9) claims, must use the copy of the proof of claim form (the "**Proof of Claim Form**") included with this notice or Official Form 10. The Proof of Claim Form will state, along with the claimant's name: (a) whether the claimant's claim is listed in the Schedules and, if so, the Debtor against which the claimant's claim is scheduled; (b) whether the claimant's claim is listed as disputed, contingent or unliquidated; and (c) whether the claimant's claim is listed as secured, unsecured or priority; and (d) the dollar amount of the claim (as listed in the Schedules). **If you disagree with any of the information on the Proof of Claim Form regarding your claim, you must correct it on the Proof of Claim Form.** Additional copies of the Proof of Claim forms may be obtained at [www.donlinrecano.com/chieftainsand](http://www.donlinrecano.com/chieftainsand) (the "**Claims Agent Website**").

### **3. WHEN AND WHERE TO FILE**

Except as otherwise provided herein, Proofs of Claim must be filed so as to be actually received no later than 5:00 p.m. (prevailing Eastern Time) on the applicable Bar Date (i) by mail at the following address:

Donlin, Recano & Company, Inc.  
Re: Chieftain Sand and Proppant, LLC, et al.  
P.O. Box 199043  
Blythebourne Station  
Brooklyn, NY 11219

or (ii) by courier, hand delivery, or overnight delivery at the following address:

Donlin, Recano & Company, Inc.  
Re: Chieftain Sand and Proppant, LLC, et al.  
6201 15th Avenue  
Brooklyn, NY 11219

A Proof of Claim will be deemed timely only if the original Proof of Claim is actually received by DRC on or before the applicable Bar Date. Proofs of Claim may not be sent by facsimile, telecopy, or electronic mail. A claimant who wishes to receive acknowledgement of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to DRC along with the original Proof of Claim.

If you file a Proof of Claim, your Proof of Claim must: (a) be written in the English language; (b) be denominated in lawful currency of the United States as of the Petition Date; (c) conform substantially to the enclosed proof of claim form or Official Bankruptcy Form No. 10 (“**Official Form 10**”)<sup>2</sup>; (d) set forth with specificity the legal and factual basis for the alleged Claim; (e) include supporting documentation (or, if such documentation is voluminous, a summary of such documentation) or an explanation as to why such documentation is not available; and (f) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

#### **4. ENTITIES NOT REQUIRED TO FILE A CLAIM**

The Bar Date Order further provides that the following entities, whose claims otherwise would be subject to the General Bar Date or the Governmental Bar Date, need not file claims in these cases:

- a. any person or entity that already has filed a signed proof of claim against the respective Debtor(s) with the Clerk of the Court or with DRC in a form substantially similar to Official Form 410;
- b. any person or entity whose claim is listed on the Schedules if: (i) the claim is **not** scheduled as any of “disputed,” “contingent,” or “unliquidated;” (ii) such person or entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such person or entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. any person or entity whose claim has previously been allowed by order of the Court;
- d. any person or entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- e. either Debtor having a claim against the other Debtor;
- f. any person or entity whose claim is based on an equity interest in either of the Debtors, except as set forth below under the heading, “No Requirement For Stockholders to File Proofs of Interest”;
- g. any current officer or manager for claims based on indemnification, contribution, or reimbursement;
- h. any person or entity holding a claim for which a separate deadline is fixed by this Court;

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<sup>2</sup> Official Form 10 can be found at <http://www.uscourts.gov/forms/bankruptcy-forms>, the Official Website for the United States Bankruptcy Courts.

- i. any person or entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course, *provided, however*, that any person or entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claims by filing a request for payment or a proof of claim on or prior to the Claims Bar Date;
- j. Professionals retained by the Debtors or any statutory committees (each a “Committee”) pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the Court’s approval pursuant to sections 328, 330, 331, and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- k. Any person or entity holding a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930; and
- l. the Prepetition Agent or the Prepetition Lender, for claims arising from or relating to the Prepetition Credit Facility.

### **NO REQUIREMENT FOR STOCKHOLDERS TO FILE PROOFS OF INTEREST**

Any entity holding an interest in the Debtors (an “***Interest Holder***”), which interest is based exclusively upon the ownership of: (a) a membership interest in a limited liability company; (b) common or preferred stock in a corporation; or (c) warrants or rights to purchase, sell or subscribe to such a security or interest (any such security or interest being referred to herein as an “***Interest***”), need not file a proof of interest on or before the General Bar Date; *provided, however*, Interest Holders who want to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of the Interest, must file a claim by the applicable Bar Dates, unless another exception applies.

### **CONSEQUENCES OF FAILURE TO FILE A CLAIM**

**Any person, entity, or governmental unit not excepted from filing a Proof of Claim pursuant to the Bar Date Order, that fails to do so by the applicable Bar Date and in the form and manner provided for in the Bar Date Order, shall not be permitted to (a) vote to accept or reject any plan filed in these chapter 11 cases, (b) participate in any distribution in these chapter 11 cases on account of such Claim, or (c) receive further notices regarding such Claim.**

**If it is unclear from the Schedules whether your Claim is disputed, contingent, and/or unliquidated or is otherwise properly listed and classified, you must file a Proof of Claim on or before the applicable Bar Date. Any person, entity, or governmental unit that relies on the information in the Schedules bears full and absolute responsibility for determining that its Claim is accurately listed therein.**

### **RESERVATION OF RIGHTS**

Nothing in the Bar Date Order impairs, prejudices, waives or otherwise affects the rights of the Debtors and estates to: (i) dispute, or to assert offsets or defenses to, any Claim reflected in the Schedules or any Proof of Claim filed in these chapter 11 cases, as to amount, liability, characterization or otherwise; (ii) subsequently designate any Claim reflected in the Schedules as disputed, contingent or unliquidated; and (iii) to seek a further order of the Court establishing such other deadlines and bar dates in these chapter 11 cases as may be necessary or advisable.

### **ADDITIONAL INFORMATION**

You may be listed as the holder of a Claim against the Debtors in the Schedules. If you hold or assert a Claim that is not listed in the Schedules, or if you disagree with the amount, characterization or priority of your Claim as listed in the Schedules, or your Claim is listed in the Schedules as “contingent,” “unliquidated,” and/or “disputed,” or you dispute that the Claim is an obligation of the specific debtor entity against which the Claim is listed in the Schedules, you will be forever barred from asserting such Claim if you do not timely file a Proof of Claim in the manner provided for in the Bar Date Order. Copies of the Schedules and the Bar Date Order are available for inspection during regular business hours at the Office of the Clerk of the Court, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801. In addition, copies of the Schedules and the Bar Date Order may be viewed on the internet for a fee at the Court’s website (<http://www.deb.uscourts.gov/>) by following directions for accessing the Court’s electronic filing system on such website, or free of charge on DRC’s website for these chapter 11 cases (<http://www.donlinrecano.com/chieftainsand>).

Questions concerning the contents of this Notice and requests for additional Proof of Claim forms should be directed to DRC at (212) 771-1128. **Please note that DRC’s staff is not permitted to give legal advice. You should consult with your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a Proof of Claim.**

Dated: Wilmington, Delaware  
February 3, 2017

BY ORDER OF THE COURT