

EXHIBIT D

Balsmann Declaration

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

| | | |
|--|---|-------------------------------|
| | X | |
| | : | Chapter 11 |
| In re | : | |
| | : | Case No. 17-10064 (KG) |
| CHIEFTAIN SAND AND PROPPANT, LLC, et al., | : | |
| | : | Jointly Administered |
| | : | |
| Debtors.¹ | : | |
| | X | |

**DECLARATION OF EDWARD BALSMANN IN SUPPORT OF THE DEBTORS’
APPLICATION FOR ENTRY OF AN ORDER (I) AUTHORIZING THE
EMPLOYMENT AND RETENTION OF TUDOR PICKERING HOLT & CO.
ADVISORS, LLC AS INVESTMENT BANKER, *NUNC PRO TUNC* TO THE
COMMENCEMENT DATE AND (II) WAIVING
INFORMATION REQUIREMENTS OF LOCAL RULE 2016-2(d)**

I, Edward Balsmann, declare:

1. I am a Managing Director and Chief Compliance Officer of Tudor Pickering Holt & Co. Advisors, LLC (“TPH”). I am responsible for, among other things, supervising the compliance function at TPH. As part of that job, TPH maintains, for purposes of monitoring and avoiding conflicts of interest, a list (the “**Restricted List**”) of companies with which TPH is doing business, either as an advisor or with respect to which TPH is in possession of material nonpublic information or has entered into a confidentiality agreement. I submit this declaration (this “**Declaration**”) in support of the *Application of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a), Fed. R. Bankr. P. 2014 and Local Rule 2014-1 (I) Authorizing the Employment and Retention of Tudor Pickering Holt & Co. Advisors, LLC as Investment Banker,*

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Chieftain Sand and Proppant, LLC (1729) and Chieftain Sand and Proppant Barron, LLC (0418). The location of the Debtors’ principal place of business is 331 27th Street, New Auburn, Wisconsin 54757.

Nunc Pro Tunc to the Commencement Date and (II) Waiving Information Requirements of Local Rule 2016-2(d), filed contemporaneously herewith (the “**Application**”).²

2. On December 19, 2016, my colleagues and I received a list of parties in interest (the “**PII**”) provided by the Debtors.

3. The TPH Legal and Compliance Department together with the Perella Weinberg Partners³ Legal and Compliance Department has each undertaken a review of the PII to determine possible connections relating to the Debtors and, subject to the foregoing limitations and the following disclosures, no material connections have been found.

- a. Bobby Tudor, Chairman of TPH, sits on the board of directors of the National Petroleum Council with Martin Craighead and J. Larry Nichols, who both sit on the board of directors of Baker Hughes, one of the PII. This connection is wholly unrelated to the Debtors and these Chapter 11 Cases, and TPH does not believe the interests of the Debtors or their estates are adversely affected by this connection.
- b. Bobby Tudor, Chairman of TPH, sits on the board of directors of the Greater Houston Partnership with Janiece M. Longoria, who sits on the board of directors of CenterPoint, one of the PII. Alie Pruner, Chief Financial Officer of PWP, sits on the board of directors of the United Way with Scott M. Prochazka, who also sits on the board of directors of CenterPoint. These connections are wholly unrelated to the Debtors and these Chapter 11 Cases, and TPH does not believe the interests of the Debtors or their estates are adversely affected by these connections.

4. To the best of my knowledge, except as disclosed herein: (i) TPH has no material connection with any of the Debtors, the Debtors’ creditors, the United States Trustee for the District of Delaware (the “**U.S. Trustee**”), any person employed in the office of the U.S. Trustee

² Capitalized terms used but not otherwise defined in this Declaration have the meanings used in the Application.

³ On November 30, 2016, TPH consummated a combination with Perella Weinberg Partners (“PWP”). PWP is a financial services firm providing corporate advisory and asset management services to clients around the world including London, Austin, Abu Dhabi, Beijing, San Francisco, Denver and New York. PWP’s corporate advisory practice is focused on providing clients with advice related to mergers and acquisitions and financial restructurings. PWP’s mergers and acquisitions practice works with both public and private companies. Its financial restructuring practice works with companies, investors and other parties-in-interest in turn-around and distressed situations. In addition, PWP has an asset management business, which offers multiple investment vehicles focused on alternative investment products.

or any other party with an actual or potential interest in these Chapter 11 Cases or their respective attorneys or accountants; (ii) TPH (and TPH's professionals) are not creditors, equity security holders or insiders of any of the Debtors; (iii) neither TPH nor any of its professionals is or was, within two years of the date of the Debtors' filing of these Chapter 11 Cases, a director, officer, or employee of the Debtors; and (iv) neither TPH nor its professionals holds or represents an interest materially adverse to the Debtors, their estates or any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with, or interest in the Debtors, or for any other reason. Accordingly, I believe that TPH is a "disinterested person" as defined in section 101(14) of title 11 of the United States Code (the "**Bankruptcy Code**"), as modified by section 1107(b) of the Bankruptcy Code and TPH's employment is permissible under sections 327(a) and 328(a) of the Bankruptcy Code.

5. TPH has performed reasonable due diligence for possible conflicts with the PII in the Debtors' Chapter 11 Cases. The following is a list of the categories that TPH has searched with respect to the PII:

- a. Debtor
- b. Attorney Generals
- c. Cash Management Banks
- d. Contract Parties
- e. Current Employees
- f. EPA (Federal and State)
- g. Former Employees
- h. Insurance Companies and Brokers
- i. Insurance Parties
- j. Labor Departments (Federal and State)
- k. Litigation Parties (Actual and Threatened)
- l. Noteholders
- m. Officers and Directors
- n. Pension Plan
- o. Professionals
- p. Securities and Exchange Commission
- q. Secretaries of State
- r. Secured Parties (UCC Lien Searches)

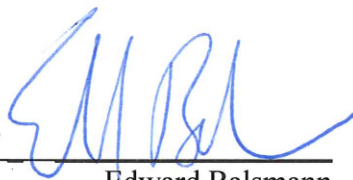
- s. Shareholders
- t. State Consumer Protection Division
- u. Taxing Authorities
- v. Unclaimed Property Divisions (State)
- w. Utilities
- x. Vendors/Payables
- y. Delaware Bankruptcy Judges
- z. Office of the United States Trustee.

6. The list of PII was provided by the Debtors and may change during the pendency of the Debtors' Chapter 11 Cases. Should TPH learn that a relationship with any of the PII should be disclosed in the future, a supplemental declaration with such disclosure will be promptly filed.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge, and belief.

Dated: January 10, 2017

By:


/s/

Edward Balsmann
Managing Director & Chief Compliance
Officer
Tudor Pickering Holt & Co. Advisors, LLC