

EXHIBIT B

AFFIDAVIT

**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. ¹)	(Jointly Administered)
)	

**AFFIDAVIT OF ROLAND TOMFORDE IN SUPPORT OF DEBTORS’ APPLICATION
PURSUANT TO 11 U.S.C. §§ 327(a), 330 AND 331 AND, RULES 2014 AND 2016 OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE, AND LOCAL BANKRUPTCY
RULE 2014-1 FOR AN ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF DONLIN, RECANO & COMPANY, INC., AS ADMINISTRATIVE
AGENT FOR THE DEBTORS**

STATE OF NEW YORK)
) ss:
COUNTY OF KINGS)

Roland Tomforde being duly sworn, deposes and says as follows:

1. I am the Chief Operating Officer of Donlin, Recano & Company, Inc. (“Donlin Recano”), a Chapter 11 claims administrative services firm, whose offices are located at 6201 15th Avenue, Brooklyn, New York 11219.

2. I submit this Affidavit in support of the Debtors’ Application (the “Section 327 Application”)² pursuant to 11 U.S.C. §§ 327(a), 330 And 331, Rules 2014 and 2016 of Bankruptcy Rules and Rule 2014-1 of the Local Rules for an order authorizing the employment

¹ 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 27th Street, New Auburn, WI 54757.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Section 327 Application.

and retention of Donlin, Recano & Company, Inc. as Administrative Agent for the Debtors. Except as otherwise noted, I have personal knowledge of the facts contained in this Affidavit.

3. As administrative agent, Donlin Recano will perform the administrative services specified in the Section 327 Application and the Services Agreement. In addition, at the Debtors' request, Donlin Recano will perform such other solicitation, administrative, technical and support services specified in the Section 327 Application and the Services Agreement.

4. Donlin Recano is one of the country's leading Chapter 11 administrators, with experience in noticing, claims administration, solicitation, balloting and facilitating other administrative aspects of Chapter 11 cases. Donlin Recano has provided identical or substantially similar services in other Chapter 11 cases filed in this District and elsewhere, including, among others: See e.g., *In re: Emerald Oil, Inc., et al.*, Case No. 16-10704 (KG) (Bankr. D. Del. 2016); *In re: Roadhouse Holding Inc., et al.*, Case No. 16-11819 (BLS) (Bankr. D. Del. 2016); *In re: Solutions Liquidation LLC, et al.*, Case No. 16-10627 (CSS) (Bankr. D. Del. 2016); *In re: Newbury Common Associates, LLC, et al.*, Case No. 15-12507 (LSS) (Bankr. D. Del. 2015); *In re: Boomerang Tube, LLC, et al.*, Case No. 15-11247 (MFW) (Bankr. D. Del. 2015); *In re: Seal 123, Inc. et al.*, Case No. 15-10081(CSS) (Bankr. D. Del. 2015); *In re: Egenix, Inc.*, Case No. 14-12818 (BLS) (Bankr. D. Del. 2014); *In re: Longview Power, LLC, et al.*, Case No. 13-12211 (BLS) (Bankr. D. Del. 2013); *In re: Rural/Metro Corporation et al.*, Case No. 13-11952 (KJC) (Bankr. D. Del. 2013); *In re: Handy Hardware Wholesale, Inc.*, Case No. 13-10060 (MFW) (Bankr. D. Del. 2013); *In re: Prommis Holdings, LLC., et al.*, Case No. 13-10551 (BLS) (Bankr. D. Del. 2013); *In re: Saab Cars North America, Inc.*, Case No. 12-10344 (CSS) (Bankr. D. Del. 2012); *In re: Wolverine Tube, Inc., et al*, Case No. 10-13522 (PJW) (Bankr. D. Del. 2010); *In re: The Penn Traffic Company, et al*, Case No. 09-14078 (PJW) (Bankr. D. Del. 2009); *In re: Butler Services International, Inc., .et al.*, Case No. 09-11914 (KJC) (Bankr. D.

Del. 2009); *In re: Lillian Vernon Corporation, et al*, Case No. 08-10323 (BLS) (Bankr. D. Del. 2008); *In re: Hancock Fabrics, Inc., et al*, Case No. 07-10353 (BLS) (Bankr. D. Del. 2007); *In re: Freedom Rings, LLC*, Case No. 05-14268 (CSS) (Bankr. D. Del. 2005).

5. Donlin Recano represents, among other things, that:

- (a) it will not consider itself employed by the United States government and shall not seek any compensation from the United States government in its capacity as the administrative agent in these cases;
- (b) by accepting employment in these cases, Donlin Recano waives any right to receive compensation from the United States government in connection with these chapter 11 cases;
- (c) it is not an agent of the United States and is not acting on behalf of the United States in these cases;
- (d) it will not misrepresent any fact to the public; and
- (e) it will not employ any past or present employee of the Debtors for work that involves the Debtors' bankruptcy proceedings.

6. The terms of Donlin Recano's retention are set forth in Exhibit "A" annexed to the Application.

7. To the best of my knowledge and belief, and based solely upon information provided to me by the Debtors and except as provided herein, neither Donlin Recano, nor any employee of Donlin Recano, holds nor represents any interest materially adverse to the Debtors, their estates or their creditors with respect to matters upon which Donlin Recano is to be engaged.

8. To the best of my knowledge and belief, and based solely upon information provided to me by the Debtors and except as provided herein, neither Donlin Recano, nor any employee of Donlin Recano, has any materially adverse connections to the Debtors, their creditors or equity interest holders, or other relevant parties, their respective attorneys and accountants, any United States Bankruptcy Judge for the District of Delaware, the United States

Trustee for the District of Delaware, or any person employed by that office of the United States Trustee, that would conflict with the scope of Donlin Recano's retention or would create any interest adverse to the Debtors' estates or any other party-in-interest.

9. The Debtors have many creditors and, from time to time, Donlin Recano may have represented certain of those creditors in completely unrelated matters. Proposed bankruptcy counsel for the Debtors has provided me with a list of the Debtors' creditors and other parties-in-interest (the "Conflicts List"), a copy of which is attached hereto as Exhibit 1, that it received from the Debtors. I have caused an examination of these records to be made to determine which, if any, of the parties on the Conflicts List, Donlin Recano may have represented in the past or may be representing at the present time in totally unrelated matters. This search has disclosed that, to the best of my present knowledge, Donlin Recano has not in the past and is not currently representing any of the parties on the Conflicts List. The Debtors previously filed and this Court subsequently entered an order authorizing the retention and appointment of Donlin Recano as claims and noticing agent in these cases pursuant to 28 U.S.C. § 156(c), 11 U.S.C. § 105(a), and LBR 2002-1(f). See Docket Nos. 6 and 25].

10. In addition, Donlin Recano has identified vendors appearing on the Conflicts List that are also vendors of Donlin Recano, but Donlin Recano has not in the past, and is not currently, representing any of those vendors.

11. Certain of DRC's professionals were formerly employed by firms that may provide professional services to parties in interest in these cases. Such firms include Paul Hastings LLP, Paul, Weiss, Rifkind, Wharton & Garrison, LLP, Kaye Scholer LLP, Skadden, Arps, Slate, Meagher & Flom LLP, Sheppard, Mullin, Richter & Hampton LLP, Baker & McKenzie LLP, Clifford Chance, Hughes Hubbard & Reed LLP, Davis Polk & Wardwell LLP, Leven Neale, Bender, Yoo & Brill LLP, Law Offices of David Carlebach, Blank Rome LLP,

Anderson Kill, Willkie Farr & Gallagher LLP, Dechert LLP, Pryor Cashman LLP, Schulte Roth & Zabel LLP, Kurtzman Carson Consultants LLC, Epiq Bankruptcy Solutions, LLC, and Rust Omni. Except as disclosed herein, these professionals did not work on any matters involving the Debtors while employed by their previous firms. Moreover, these professionals were not employed by their previous firms when these chapter 11 cases were filed.

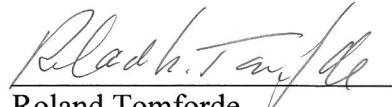
12. Donlin Recano is an affiliate of American Stock Transfer & Trust Company, LLC (“AST”). AST is a global financial communications and stakeholder management company. Within the AST corporate structure, Donlin Recano operates as a separate and independent legal entity. Given the legal and operational separateness of Donlin Recano from AST, Donlin Recano does not believe that any relationships that AST and its affiliates maintain would create an interest of Donlin Recano that would be materially adverse to the Debtors’ estates or any class of creditors or equity security holders.

13. There may be other creditors of the Debtors, that Donlin Recano may have or may be presently representing, but in no event is Donlin Recano representing any other creditor with respect to the Debtors’ bankruptcy proceeding. To the extent I become aware of Donlin Recano having represented any other creditors of the Debtors, I will file a supplemental affidavit advising the Court of the same. To the extent that Donlin Recano discovers any facts bearing on matters described herein, Donlin Recano will supplement information contained herein.

14. Notwithstanding anything contained herein, as part of its diverse business, Donlin Recano is the noticing, claims and balloting agent for debtors in numerous cases involving many different creditors (including taxing authorities) and professionals (including attorneys, accountants, investment bankers and financial consultants), some of which may be creditors or represent creditors and parties-in-interest in these Chapter 11 cases. In addition, Donlin Recano has in the past and will likely in the future continue working with or against other professionals

involved in these Chapter 11 cases in matters unrelated to these Chapter 11 cases. Based upon my current knowledge of the parties involved, and to the best of my knowledge, none of these business relations constitute interests adverse to that of the creditors, or the Debtors' estates, with respect to the matter upon which Donlin Recano is to be engaged. Additionally, Donlin Recano employees may, in the ordinary course of their personal affairs, have relationships with certain creditors of the Debtors. However, to the best of my knowledge, such relationships, to the extent they exist, are of a personal nature and completely unrelated to these chapter 11 cases. Based upon the information available to me, I believe that Donlin Recano is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code in that Donlin Recano and its personnel: (a) are not creditors, equity security holders or insiders of the Debtors; (b) are not and were not, within two years before the date of the filing of these cases, a director, officer or employee of the Debtor; and (c) do not have an interest materially adverse to the interests of the Debtors' 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. Prior to the filing of the Chapter 11 cases, the Debtors paid Donlin Recano a retainer of \$15,000.00 in connection with retention under the Section 156 (c) Application.

15. In performing the services identified above, Donlin Recano will charge the rates set forth in Schedule A to the Services Agreement, a copy of which is attached as Exhibit A to the Application. The rates set forth therein are as favorable and reasonable as the prices Donlin Recano charges in cases in which it has been retained to perform similar bankruptcy related services.



Roland Tomforde
Chief Operating Officer
Donlin, Recano & Company, Inc.

Sworn to before me this
11th day of January 2017



Notary Public

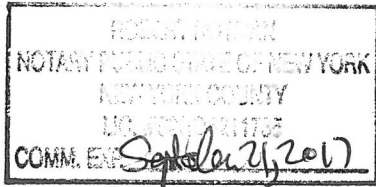


Exhibit 1**Potential Parties in Interest**

<u>Debtors</u>
Chieftain Sand and Proppant, LLC
Chieftain Sand and Proppant Barron, LLC
<u>Creditors</u>
Acton Mobile
Airgas
Ancom
Anthem Blue Cross & Blue Shield
Anything Weather
Aon Premium Finance LLC
Aspen Technology Inc
Assetpoint
Barron County Treasurer
Barron Electric
Benchmark Printing
Bloomer Auto Supply Inc
Caldwell-Baker Company
Caterpillar Financial Services Corporatio
Chester LabNet
CIT Group/Equipment Financing, Inc.
Citizen Telephone Cooperative
CNH Industrial Capital America LLC
Commercial Testing Laboratory
Conn Maciel Carey LLP
Continental Intermodal Group, LP
CSC
Delta Dental of Wisconsin
Dust Control Technology
Energy Capital Partners
EKS&H LLLP
EO Johnson
EO Johnson Co. Inc.
EO Johnson Office Technologies
Eye Med Vision Care
Fabick CAT / FABCO Equipment, Inc.
Fabick Rents

General Security Services Corporation
Gibbs & Bruns, LLP IOLTA Account
Haas Sons, Inc
Hart Energy Publishing, LLLP
Intellitrans, LLC
Iowa Northern Railway Co
J.J. Keller & Associates, Inc.
Knapp Railroad Builder, Inc.
LF George Inc
Lighthouse Management Group
Marshfield Clinic
Med Compass
Michael & Christine Conoboy
Mississippi Welders Supply Co, Inc
Mobile Mini Inc
Northern Lake Service Inc
Northwoods Commercial Services LLC
Northwoods Promotions
Otten Johnson
Pace Analytical
QBT LLC
Quality Fuels, Inc
RB Scott
Registration Fee Trust
Right Away Roll-Off, LLC
Ruder Ware L.L.S.C
Satellite Shelters Inc
SEH
Stelter & Brinck Ltd
Stout Construction Inc
Sweetwater Sanitation
Texas Comptroller of Public Accounts
Tidewater Logistics Corp
Todds Redi-Mix Concrete
Town of Dovre Treasurer
Twin Eagle Sand Logistics, LLC.
Union Pacific Railroad
VAA, LLC
Valley Scale Service, Inc.
Verizon Wireless

We Energies
Wells Fargo Rail
Werner Electric Supply
WEX Bank
Wil-Kil Pest Control
Wisconsin Northern Railroad
Note Holders
Bob Scannell/Feehan Partners
Chris Wright
David Hanson
Ernst von Metzch
Grant Whiteside
Jim Hillary
Jim Powers
John Potter
Jon Cummings
Lane Hamilton
Neal Jacobs
Roland von Metzch
Russell Driver
Scott Peters/PV Partners
Equity Holders
Bob Derks
Chris Wright
DH Holdings
Energy Capital Partners
Ernst von Metzsch
Grant Whiteside
Jerry Mitchell
Jim Hilary
Jim Powers
John Potter
Jon Cummings
Lane Hamilton
Neal Scott Jacobs & Amy Drake Jacobs revocable trust
Robert Scannell / Feehan Partners LP
Roland von Metzsch
Ron Evans
Russell Driver

Scott Peters/ PV Partners LP 3 HAR
Victor Serri
Wes Schrader
Yohai Bernstein
<u>Secured Creditors</u>
Aring Equipment Company Inc.
Barron Electric Cooperative
Brannt Valley Inc.
Cameron Rail Site, LLC
Caterpillar Financial Services Corporation
CNH Industrial Capital America LLC
Energy Capital Partners Mezzanine Opportunitites Fund A LP
Wells Fargo Bank, N.A
<u>Directors & Officers</u>
Bob Derks
David Hanson
Greg Krizan
Matthew Delaney
Peter Labatt
Russell Driver
Trent Kososki
Victor Serri