

EXHIBIT B

Blacklined Proposed Order

**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)
)		Re: Docket No. —45

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
GIBBONS P.C. AS GENERAL BANKRUPTCY COUNSEL TO THE
DEBTORS, NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “Application”)² of the above-captioned debtors and debtors-in-possession (the “Debtors”) for the entry of an order authorizing the employment and retention of Gibbons P.C. (“Gibbons”) as general bankruptcy counsel to the Debtors, *nunc pro tunc* to the Petition Date; and upon the Declaration of Howard A. Cohen, a director of Gibbons (the “Cohen Declaration”); and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of these proceedings is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being satisfied that, except as set forth in the Cohen Declaration, Gibbons and its professionals (a) are not creditors, equity security holders or insiders of the Debtors, (b) are not and were not, within two (2) years before the Petition Date, directors, officers or employees of the Debtors, (c) do not hold or represent any interest materially adverse to the interest of the Debtors’ estates and (d) are not related to any judge of this Court, the U.S. Trustee for this District or any employee of the U.S. Trustee in this District; and, accordingly,

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 Terms not defined herein shall have the meanings ascribed to them in the Application.

that Gibbons and its professionals are “disinterested persons” within the meaning of section 101(14), as modified by section 1107(b) of the Bankruptcy Code; and Gibbons’ representation of the Debtors being permissible under section 327(a) of the Bankruptcy Code; and it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties-in-interest; and it appearing that notice of the Application and opportunity for a hearing thereon was appropriate under the particular circumstances and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED** as set forth herein.
2. The Debtors are authorized to retain Gibbons as their general bankruptcy counsel *nunc pro tunc* to the Petition Date pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1 and in accordance with the terms and conditions set forth in the Application and in the Engagement Letter; *provided, however*, that nothing in the Engagement Letter shall supersede any provisions of the Bankruptcy Code during the pendency of the Debtors' chapter 11 cases; *provided further, however*, that to the extent any of the Application, the Cohen Declaration, any later declarations, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.
3. Gibbons shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Bankruptcy Rules, the guidelines established by the U.S. Trustee, and any other applicable procedures and orders of the Court.

4. Subject to any order(s) entered by the Court approving allowed fees and expenses of Gibbons in connection with these chapter 11 cases, Gibbons is authorized to apply its retainer balance held as of the Petition Date against fees and expenses that are awarded and payable to Gibbons.

5. Gibbons shall not charge the estate for secretarial or paralegal overtime.

6. Gibbons shall provide ten business days' notice to the Debtors, the U.S. Trustee, and any Official Committee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

7. Notwithstanding anything to the contrary in this Order or the Motion, any payment, obligation, or other relief authorized by this Order shall be subject to the terms, conditions, and limitations of the order approving any debtor in possession financing and cash collateral use, including any budget in connection therewith.

8. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

9. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry.

10. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, January
_____, 2017
Wilmington, Delaware

THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE