

**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)
	)	

**GLOBAL NOTES, METHODOLOGY AND SPECIFIC  
DISCLOSURES REGARDING THE DEBTORS' SCHEDULES OF  
ASSETS AND LIABILITIES AND STATEMENT OF FINANCIAL AFFIARS**

**Introduction**

Chieftain Sand and Proppant, LLC and Chieftain Sand and Proppant Barron, LLC (collectively, the “**Debtors**”) with the assistance of their advisors, have filed their respective Schedules of Assets and Liabilities (the “**Schedules**”) and Statements of Financial Affairs (the “**Statements**,” and together with the Schedules, the “**Schedules and Statements**”) with the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”), pursuant to section 521 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

These Global Notes, Methodology, and Specific Disclosures Regarding the Debtors’ Schedules of Assets and Liabilities and Statements of Financial Affairs (the “**Global Notes**”) pertain to, are incorporated by reference in, and comprise an integral part of each Debtor’s Schedules and Statements. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements.

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“**GAAP**”), nor are they intended to be fully reconciled with the financial statements of each Debtor (whether publically filed or otherwise). Additionally, the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment, and reflect the Debtors’ reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.

In preparing the Schedules and Statements, the Debtors relied upon information derived from their books and records that was available at the time of such preparation. Although the Debtors have made reasonable efforts to ensure the accuracy and completeness of such financial information, inadvertent errors or omissions, as well as the discovery of

<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.

conflicting, revised, or subsequent information, may cause a material change to the Schedules and Statements.

The Debtors and their officers, employees, agents, attorneys and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided in the Schedules and Statements and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information contained in the Schedules and Statements. Except as expressly required by the Bankruptcy Code, the Debtors and their officers, employees, agents, attorneys and financial advisors expressly do not undertake any obligation to update, modify, revise or re-categorize the information provided in the Schedules and Statements or to notify any third party should the information be updated, modified, revised or re-categorized. The Debtors, on behalf of themselves, their officers, employees, agents and advisors disclaim any liability to any third party arising out of or related to the information contained in the Schedules and Statements and reserve all rights with respect thereto.

The Schedules and Statements have been signed by an authorized representative of each of the Debtors. In reviewing and signing the Schedules and Statements, this representative relied upon the efforts, statements and representations of the Debtors' other personnel and professionals. The representative has not (and could not have) personally verified the accuracy of each such statement and representation, including, for example, statements and representations concerning amounts owed to creditors and their addresses.

### **Global Notes and Overview of Methodology**

- 1. Reservation of Rights.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including, without limitation, the right to amend the Schedules and Statements with respect to claim (“**Claim**”) description, designation, or Debtor against which the Claim is asserted; dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; subsequently designate any Claim as “disputed,” “contingent,” or “unliquidated;” or object to the extent, validity, enforceability, priority, or avoidability of any Claim. Any failure to designate a Claim in the Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtors that such Claim or amount is not “disputed,” “contingent,” or “unliquidated.” Listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to the Debtors' chapter 11 cases, including, without limitation, issues involving Claims, substantive consolidation, defenses, equitable subordination, recharacterization, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non- bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph. Notwithstanding the foregoing, the Debtors shall not be

required to update the Schedules and Statements.

The listing in the Schedules or Statements (including, without limitation, Schedule A/B, Schedule E/F or Statement 4) by the Debtors of any obligation between a Debtor and another Debtor is a statement of what appears in the Debtors' books and records and does not reflect any admission or conclusion of the Debtors regarding whether such amount would be allowed as a Claim or how such obligations may be classified and/or characterized in a plan of reorganization or by the Bankruptcy Court.

2. **Description of Cases and "as of" Information Date.** On January 9, 2017 (the "**Petition Date**"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On January 10, 2017, the Bankruptcy Court entered an order directing procedural consolidation and joint administration of the Debtors' chapter 11 cases [Docket No. 24].

**The asset information provided in the Schedules and Statements, except as otherwise noted, represents the asset data of the Debtors as of the close of business on January 8, 2017, and the liability information provided herein, except as otherwise noted, represents the liability data of the Debtors as of the close of business on January 8, 2017.**

3. **Net Book Value of Assets.** It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations for all of their assets. Accordingly, unless otherwise indicated, the Debtors' Schedules and Statements reflect net book values as of the close of business on January 8, 2017, in the Debtors' books and records. Additionally, because the book values of certain assets, may materially differ from their fair market values, they may be listed as undetermined amounts as of the Petition Date. Furthermore, as applicable, assets that have fully depreciated or were expensed for accounting purposes may not appear in the Schedules and Statements if they have no net book value. The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recovered. Due to the impact of the oil recession on the Debtors' business, inventory and fixed asset impairments were recorded on December 31, 2015. Additional inventory impairments were recorded in July, August and September of 2016.
4. **Recharacterization.** Notwithstanding the Debtors' reasonable efforts to properly characterize, classify, categorize, or designate certain Claims, assets, executory contracts, unexpired leases and other items reported in the Schedules and Statements, the Debtors may, nevertheless, have improperly characterized, classified, categorized, designated, or omitted certain items due to the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add or delete items reported in the Schedules and Statements at a later time as is necessary or appropriate as additional information becomes available, including, without limitation, whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired postpetition.

5. **Real Property and Personal Property–Leased** The Debtor does not lease any real property. In the ordinary course of their businesses, the Debtors leased various articles of personal property, including, fixtures, and equipment, from certain third-party lessors. The Debtors have made reasonable efforts to list all such leases in the Schedules and Statements. The Debtors have made reasonable efforts to include lease obligations on Schedule D (secured debt) to the extent applicable and to the extent the lessor filed a UCC-1. However, nothing in the Schedules or Statements is or shall be construed as an admission or determination as to the legal status of any lease (including whether to assume and assign or reject such lease or whether it is a true lease or a financing arrangement).

6. **Excluded Assets and Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and post-petition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and post-petition periods may change.

The liabilities listed on the Schedules do not reflect any analysis of Claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted Claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's Claim.

The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including, without limitation, goodwill, accrued salaries, employee benefit accruals, and deferred gains. In addition, certain immaterial assets and liabilities may have been excluded.

The Bankruptcy Court has authorized the Debtors to pay, in their discretion, certain outstanding Claims on a post-petition basis. However, only prepetition liabilities related to ordinary course wages and compensation that have been paid post-petition have been excluded from the Schedules.

7. **Insiders.** Solely, for purposes of the Schedules and Statements, the Debtors define "insiders" to include the following: (a) directors; (b) senior level officers; (c) equity holders holding in excess of 5% of the voting securities of the Debtor entities; (d) Debtor affiliates; and (e) relatives of any of the foregoing (to the extent known by the Debtors). Entities listed as "insiders" have been included for informational purposes and their inclusion shall not constitute an admission that those entities are insiders for purposes of section 101(31) of the Bankruptcy Code.

8. **Intellectual Property Rights.** The exclusion of any intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

In addition, although the Debtors have made diligent efforts to attribute intellectual property to the rightful Debtor entity, in certain instances, intellectual property owned by one Debtor may, in fact, be owned by another Debtor. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.

9. **Executory Contracts and Unexpired Leases.** Although the Debtors made diligent attempts to attribute executory contracts and unexpired leases to their rightful Debtors, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors' businesses.

Moreover, the Debtors have not necessarily set forth executory contracts and unexpired leases as assets in the Schedules and Statements, even though these contracts and leases may have some value to the Debtors' estates. The Debtors' executory contracts and unexpired leases have been set forth in Schedule G.

10. **Materialman's/Mechanic's Liens.** The assets listed in the Schedules and Statements are presented without consideration of any materialman's or mechanic's liens.

11. **Classifications.** Listing a Claim or contract on (a) Schedule D as "secured," (b) Schedule E/F part 1 as "priority," (c) Schedule E/F part 2 as "unsecured," or (d) Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors of the legal rights of the Claimant, or a waiver of the Debtors' rights to recharacterize or reclassify such Claims or contracts or leases or to setoff of such Claims.

12. **Claims Description.** Schedules D and E/F permit each Debtor to designate a Claim as "disputed," "contingent," and/or "unliquidated." Any failure to designate a Claim on a given Debtor's Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by that Debtor that such amount is not "disputed," "contingent," or "unliquidated," or that such Claim is not subject to objection. Moreover, listing a Claim does not constitute an admission of liability by the Debtors.

13. **Causes of Action.** Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third-parties as assets in the Schedules and Statements, including, without limitation, causes of actions arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to any cause of action (including avoidance actions), controversy, right of setoff, cross-Claim, counter-Claim, or recoupment and any Claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law, or in equity, or pursuant to any other theory of law (collectively, "**Causes of Action**") they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any Claims or Causes of Action or in any way prejudice or impair the assertion of such Claims or Causes of Action.

**14. Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:

- a. Undetermined Amounts. The description of an amount as “unknown,” “TBD” or “undetermined” is not intended to reflect upon the materiality of such amount.
- b. Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
- c. Liens. Property and equipment listed in the Schedules and Statements are presented without consideration of any liens that may attach (or have attached) to such property and equipment.

**15. Estimates and Assumptions.** Because of the timing of the filings, management was required to make certain estimates and assumptions that affected the reported amounts of these assets and liabilities. Actual amounts could differ from those estimates, perhaps materially.

**16. Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.

**17. Intercompany.** The listing in the Schedules or Statements (including, without limitation, Schedule A/B or Schedule E/F) by the Debtors of any obligation between a Debtor and another Debtor is a statement of what appears in the Debtors’ books and records and does not reflect any admission or conclusion of the Debtors regarding whether such amount would be allowed as a Claim or how such obligations may be classified and/or characterized in a plan of reorganization or by the Bankruptcy Court.

**18. Setoffs.** The Debtors incur certain offsets and other similar rights during the ordinary course of business. Offsets in the ordinary course can result from various items, including, without limitation, intercompany transactions, pricing discrepancies, returns, refunds, warranties, debit memos, credits, and other disputes between the Debtors and their suppliers and/or customers. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors’ industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are or may be excluded from the Debtors’ Schedules and Statements.

**19. Employee Addresses.** Employee addresses have been removed from entries listed on Schedules E/F and G and the Statements, as applicable. These addresses are available upon request of the Office of the United States Trustee and the Bankruptcy Court.

**20. Global Notes Control.** If the Schedules and Statements differ from these Global Notes, the Global Notes shall control.

**Specific Disclosures with Respect to the Debtors' Schedules**

**Schedule A/B.** All values set forth in Schedule A/B reflect the book value of the Debtors' assets as of the close of business on January 8, 2017, unless otherwise noted below. The Debtors have not included leases and contracts on Schedule A/B. Leases and contracts are listed on Schedule G.

**Schedule A/B 3.** Cash values held in financial accounts are listed on Schedule A/B 3 as of the close of business on January 8, 2017. Details with respect to the Debtors' cash management system and bank accounts are provided in the *Debtors' Motion for Entry of Interim and Final Orders Authorizing Continued Use of the Debtors' Cash Management System* [Docket No. 9] (the "**Cash Management Motion**").

**Schedule A/B 7.** The Bankruptcy Court, pursuant to the *Motion for Interim and Final Orders Establishing Adequate Assurance Procedures with Respect to the Debtors' Utility Providers* [Docket No. 11], has authorized the Debtors to provide adequate assurance of payment for postpetition utility services, including a deposit in the amount of \$6,000. Such deposit is not listed on Schedule A/B 7, which was prepared as of the Petition Date.

**Schedule A/B 11.** Accounts receivable do not include intercompany receivables.

**Schedule A/B 15.** Ownership interests in subsidiaries have been listed in Schedules A/B 15 as an undetermined amount because the fair market value of such ownership is dependent on numerous variables and factors and likely differs significantly from their net book value.

**Schedule A/B 55.** The Debtors have listed owned real property in Schedule A/B 55. The Debtors do not have any real property leases. The listing of item number 55.7 in Schedule A/B 55 for Chieftain Sand and Proppant Barron, LLC relates to an Option Agreement between Robert C. Peterson and Janice Peterson and Chieftain Sand and Proppant Barron, LLC, dated as of July 28, 2014, as amended by the First Amendment dated March 17, 2015 and Second Amendment dated June 29, 2016. The subject parcels were conveyed by Warranty Deed of Robert C. Peterson and Janice Peterson dated March 30, 2015. Under the terms of a Second Amendment to Option Agreement dated June 29, 2016 (further amending an Option Agreement dated July 28, 2014 between Robert C. Peterson and Janice Peterson and Chieftain Sand and Proppant Barron, LLC, as amended by the First Amendment thereto dated March 17, 2015), if a \$205,000 payment is not made by December 31, 2016, Chieftain Sand and Proppant Barron, LLC is obligated to reconvey the parcel. The payment has not been made.

**Schedule A/B 74 & 75.** In the ordinary course of their businesses, the Debtors may have accrued, or may subsequently accrue, certain rights to counter-Claims, setoffs, refunds, or warranty Claims. Additionally, certain of the Debtors may be a party to pending litigation in which the Debtors have asserted, or may assert, Claims as a plaintiff or counter-Claims as a defendant. Because such Claims are unknown to the

Debtors and not quantifiable as of the Petition Date, they are not listed on Schedule A/B 74 or 75. The Debtors' failure to list any contingent and/or unliquidated claim held by the Debtors in response to these questions shall not constitute a waiver, release, relinquishment, or forfeiture of such claim.

**Schedule D.** The Claims listed on Schedule D arose or were incurred on various dates; a determination of the date upon which each Claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included. All Claims listed on Schedule D, however, appear to have been incurred before the Petition Date.

Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated on Schedule D, real property lessors, utility companies, and other parties that may hold security deposits have not been listed on Schedule D. Nothing herein shall be construed as an admission by the Debtors of the legal rights of the Claimant or a waiver of the Debtors' rights to recharacterize or reclassify such Claim or contract.

Moreover, the Debtors have not included on Schedule D parties that may believe their Claims are secured through setoff rights, letters of credit, surety bonds, or inchoate statutory lien rights.

**Schedule E/F part 2.** The Debtors have used reasonable efforts to report all general unsecured Claims against the Debtors on Schedule E/F part 2, based upon the Debtors' books and records as of the Petition Date.

Determining the date upon which each Claim on Schedule E/F part 2 was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each Claim listed on Schedule E/F part 2. Furthermore, claims listed on Schedule E/F part 2 may have been aggregated by unique creditor name and remit to address and may include several dates of incurrence for the aggregate balance listed.

Schedule E/F part 2 contains information regarding pending litigation involving the Debtors. The dollar amount of potential Claims associated with any such pending litigation is listed as "undetermined" and marked as contingent, unliquidated, and disputed in the Schedules and Statements. Some of the litigation Claims listed on Schedule E/F may be subject to subordination pursuant to section 510 of the Bankruptcy Code. Schedule E/F part 2 also includes potential or threatened litigation claims. Any information contained in Schedule E/F part 2 with respect to such potential litigation shall not be a binding representation of the Debtors' liabilities with respect to any of the potential suits and proceedings included therein. The Debtors expressly incorporate by reference into Schedule E/F part 2 all parties to pending litigation listed in the Debtors' Statements 7, as contingent, unliquidated, and disputed claims, to the extent not already listed on Schedule E/F part 2.

Schedule E/F part 2 reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption, or assumption and assignment, of executory contracts or unexpired leases. Additionally, Schedule E/F part 2 does not include potential rejection



damage Claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

**Schedule G.** Certain information, such as the contact information of the counter-party, may not be included where such information could not be obtained using the Debtors' reasonable efforts. Listing or omitting a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is or is not an executory contract or unexpired lease was in effect on the Petition Date or is valid or enforceable. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth separately on Schedule G.

Certain confidentiality and non-disclosure agreements may not be listed on Schedule G.

Certain of the contracts and agreements listed on Schedule G may consist of several parts, including, purchase orders, amendments, restatements, waivers, letters and other documents that may not be listed on Schedule G or that may be listed as a single entry. In some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider. The Debtors expressly reserve their rights to challenge whether such related materials constitute an executory contract, a single contract or agreement or multiple, severable or separate contracts.

The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed thereon shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed thereon.

In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their businesses, such as subordination, nondisturbance, and attornment agreements, supplemental agreements, settlement agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents may not be set forth on Schedule G. Certain of the executory agreements may not have been memorialized and could be subject to dispute. Executory agreements that are oral in nature have not been included on the Schedule G.

In addition, although the Debtors have made diligent efforts to attribute the contracts, agreements, and leases listed on Schedule G to the rightful Debtor entity, in certain instances, it is unclear which Debtor entity is party to the contract. In these cases, out of an abundance of caution, the Debtors have listed those contracts, agreements, and leases on the Schedule G of both Debtors. Accordingly, the

Debtors reserve all of their rights with respect to the legal status of any and all such contracts, agreements, and leases.

**Schedule H.** For purposes of Schedule H, the Debtors that are either the principal obligors or guarantors under the prepetition debt facilities are listed as Co-Debtors on Schedule H. The Debtors may not have identified certain guarantees associated with the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements.

In the ordinary course of their businesses, the Debtors may be involved in pending or threatened litigation. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-Claims and counter-Claims against other parties. Because the Debtors have treated all such Claims as contingent, disputed, or unliquidated, such Claims have not been set forth individually on Schedule H. Litigation matters can be found on each Debtor's Schedule E/F part 2 and Statement 7, as applicable.

### **Specific Disclosures with Respect to the Debtors' Statements**

**Statement 3.** Statement 3 includes any disbursement or other transfer made by the Debtors within 90 days before the Petition Date except for those made to insiders (which payments appear in response to Statement question 4), employees, and bankruptcy professionals (which payments appear in Statement 11 and include any retainers paid to bankruptcy professionals). The amounts listed in Statement 3 reflect the Debtors' disbursements netted against any check level detail; thus, to the extent a disbursement was made to pay for multiple invoices, only one entry has been listed on Statement 3. All disbursements listed on Statement 3 are made through the Debtors' consolidated cash management system maintained by Chieftain Sand and Proppant Barron, LLC and listed for that Debtor.

**Statement 4.** Statement 4 accounts for a respective Debtor's intercompany transactions, as well as other transfers to insiders as applicable. With respect to individuals, the amounts listed reflect the universe of payments and transfers to such individuals including compensation, bonus (if any), expense reimbursement, relocation reimbursement and/or severance. Amounts paid on behalf of such employee for certain life and disability coverage, which coverage is provided to all of the Debtors' employees, has not been included.

The Debtors have included all consulting and payroll distributions and travel, entertainment, and other expense reimbursements, aggregated by date, made over the twelve months preceding the Petition Date to any individual that may be deemed an "Insider."

**Statement 5.** Statement 5 excludes goods returned in the ordinary course of business.

**Statement 7.** Any information contained in Statement 7 shall not be a binding representation of the Debtors' liabilities with respect to any of the suits and proceedings identified therein.

**Statement 10.** The Debtors occasionally incur losses for a variety of reasons, including theft and property damage. The Debtors, however, may not have records of all such losses if such losses do not have a material impact on the Debtors' businesses or are not reported for insurance purposes.

**Statement 11.** Out of an abundance of caution, the Debtors have included payments to all professionals who have rendered any advice related the Debtors' bankruptcy proceedings in Statement 11. However, it is possible that the disclosed fees also relate to other, non-bankruptcy related services and may include services rendered to other parties.

**Statement 26d.** The Debtors have provided financial statements in the ordinary course of their businesses to numerous financial institutions, creditors, and other parties within two years immediately before the Petition Date. Considering the number of such recipients and the possibility that such information may have been shared with parties without the Debtors' knowledge or consent or subject to confidentiality agreements, the Debtors have not disclosed any parties that may have received such financial statements for the purposes of Statement 26d except for their secured lenders.

**Statement 30.** Unless otherwise indicated in a Debtor's specific response to Statement 30, the Debtors have included a comprehensive response to Statement 30 in Statement 4.

**Fill in this information to identify the case:**

**Debtor name:** Chieftain Sand and Proppant, LLC  
**United States Bankruptcy Court for the:** District of Delaware  
**Case number (if known):** 17-10064

Check if this is an amended filing

Official Form 206Sum

**Summary of Assets and Liabilities for Non-Individuals**

12/15

**Part 1: Summary of Assets**

**1. Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)

1a. <b>Real property:</b> Copy line 88 from Schedule A/B .....	\$0.00
1b. <b>Total personal property:</b> Copy line 91A from Schedule A/B .....	\$1,254,149.00
1c. <b>Total of all property:</b> Copy line 92 from Schedule A/B .....	\$1,254,149.00

**Part 2: Summary of Liabilities**

2. <b>Schedule D: Creditors Who Have Claims Secured by Property</b> (Official Form 206D) Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of Schedule D .....	\$66,195,192.00
<b>3. Schedule E/F: Creditors Who Have Unsecured Claims</b> (Official Form 206E/F)	
3a. <b>Total claim amounts of priority unsecured claims:</b> Copy the total claims from Part 1 from line 5a of Schedule E/F .....	\$0.00
3b. <b>Total amount of claims of nonpriority amount of unsecured claims:</b> Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F .....	+ \$1,246,052.39
4. <b>Total liabilities</b> Lines 2 + 3a + 3b .....	\$67,441,244.39

**Fill in this information to identify the case:**

**Debtor name:** Chieftain Sand and Proppant, LLC  
**United States Bankruptcy Court for the:** District of Delaware  
**Case number (if known):** 17-10064

Check if this is an amended filing

Official Form 206A/B

**Schedule A/B: Assets — Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

**Part 1: Cash and cash equivalents**

1. Does the debtor have any cash or cash equivalents?

- No. Go to Part 2.
- Yes. Fill in the information below

All cash or cash equivalents owned or controlled by the debtor	Current value of debtor's interest
--	------------------------------------

2. Cash on hand

2.1. \_\_\_\_\_ \$ \_\_\_\_\_

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	Current value of debtor's interest
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3.1. \_\_\_\_\_ \$ \_\_\_\_\_

4. Other cash equivalents (Identify all)

Description	Name of institution	Type of account	Last 4 digits of account number	Current value of debtor's interest
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4.1. \_\_\_\_\_ \$ \_\_\_\_\_

5. Total of part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$0.00
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**Part 2: Deposits and prepayments**

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
- Yes. Fill in the information below

Debtor **Chieftain Sand and Proppant, LLC**

Case number (if known) **17-10064**

**7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit	Current value of debtor's interest
7.1. _____	\$ _____

**8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment	Current value of debtor's interest
8.1. _____	\$ _____

**9. Total of part 2**

Add lines 7 through 8. Copy the total to line 81.

\$0.00
--------

**Part 3: Accounts receivable**

**10. Does the debtor have any accounts receivable?**

- No. Go to Part 4.
- Yes. Fill in the information below.

Current value of debtor's interest
------------------------------------

**11. Accounts receivable**

	Face amount	Doubtful or uncollectible accounts		
11a. 90 days old or less:	\$ _____	- \$ _____	= ..... →	\$ _____
	Face amount	Doubtful or uncollectible accounts		
11b. Over 90 days old:	\$ _____	- \$ _____	= ..... →	\$ _____

**12. Total of part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$0.00
--------

**Part 4: Investments**

**13. Does the debtor own any investments?**

- No. Go to Part 5.
- Yes. Fill in the information below.

Valuation method used for current value	Current value of debtor's interest
---	------------------------------------

**14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock		
14.1. _____	_____	\$ _____

**15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**

Name of entity	% of ownership		
15.1. CHIEFTAIN SAND AND PROPPANT BARRON, LLC - MEMBERSHIP INTEREST	100.00%	_____	UNDETERMINED

Debtor **Chieftain Sand and Proppant, LLC**

Case number (if known) **17-10064**

**16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**

Describe

16.1. \_\_\_\_\_ \$ \_\_\_\_\_

**17. Total of part 4**

Add lines 14 through 16. Copy the total to line 83.

UNDETERMINED

**Part 5: Inventory, excluding agriculture assets**

**18. Does the debtor own any inventory (excluding agriculture assets)?**

No. Go to Part 6.

Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
---------------------	-------------------------------------	--	---	------------------------------------

**19. Raw materials**

19.1. \_\_\_\_\_ \$ \_\_\_\_\_

**20. Work in progress**

20.1. \_\_\_\_\_ \$ \_\_\_\_\_

**21. Finished goods, including goods held for resale**

21.1. \_\_\_\_\_ \$ \_\_\_\_\_

**22. Other inventory or supplies**

22.1. \_\_\_\_\_ \$ \_\_\_\_\_

**23. Total of part 5**

Add lines 19 through 22. Copy the total to line 84.

\$0.00

**24. Is any of the property listed in Part 5 perishable?**

No

Yes

**25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?**

No

Yes Book value: \$ \_\_\_\_\_ Valuation method: \_\_\_\_\_ Current value: \$ \_\_\_\_\_

**26. Has any of the property listed in Part 5 been appraised by a professional within the last year?**

No

Yes

**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**

**27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

No. Go to Part 7.

Yes. Fill in the information below.

Debtor **Chieftain Sand and Proppant, LLC**

Case number (if known) **17-10064**

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
<b>28. Crops—either planted or harvested</b>			
28.1. _____	\$ _____	_____	\$ _____
<b>29. Farm animals.</b> Examples: Livestock, poultry, farm-raised fish			
29.1. _____	\$ _____	_____	\$ _____
<b>30. Farm machinery and equipment</b> (Other than titled motor vehicles)			
30.1. _____	\$ _____	_____	\$ _____
<b>31. Farm and fishing supplies, chemicals, and feed</b>			
31.1. _____	\$ _____	_____	\$ _____
<b>32. Other farming and fishing-related property not already listed in Part 6</b>			
32.1. _____	\$ _____	_____	\$ _____

**33. Total of part 6**  
 Add lines 28 through 32. Copy the total to line 85. \$0.00

- 34. Is the debtor a member of an agricultural cooperative?**
- No
- Yes. Is any of the debtor's property stored at the cooperative?
- No
- Yes

- 35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**
- No
- Yes Book value: \$ \_\_\_\_\_ Valuation method: \_\_\_\_\_ Current value: \$ \_\_\_\_\_

- 36. Is a depreciation schedule available for any of the property listed in Part 6?**
- No
- Yes

- 37. Has any of the property listed in Part 6 been appraised by a professional within the last year?**
- No
- Yes

**Part 7: Office furniture, fixtures, and equipment; and collectibles**

- 38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**
- No. Go to Part 8.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
<b>39. Office furniture</b>			
39.1. _____	\$ _____	_____	\$ _____
<b>40. Office fixtures</b>			
40.1. _____	\$ _____	_____	\$ _____



Debtor **Chieftain Sand and Proppant, LLC**

Case number (if known) **17-10064**

**41. Office equipment, including all computer equipment and communication systems equipment and software**

	Net book value of debtor's interest	Valuation method used for current value	Current value of debtor's interest
41.1. _____	\$ _____	_____	\$ _____

**42. Collectibles.** Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

42.1. _____	\$ _____	_____	\$ _____
-------------	----------	-------	----------

**43. Total of part 7**

Add lines 39 through 42. Copy the total to line 86.

\$0.00
--------

**44. Is a depreciation schedule available for any of the property listed in Part 7?**

- No  
 Yes

**45. Has any of the property listed in Part 7 been appraised by a professional within the last year?**

- No  
 Yes

**Part 8: Machinery, equipment, and vehicles**

**46. Does the debtor own or lease any machinery, equipment, or vehicles?**

- No. Go to Part 9.  
 Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
--	--	---	------------------------------------

**47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles**

47.1. _____	\$ _____	_____	\$ _____
-------------	----------	-------	----------

**48. Watercraft, trailers, motors, and related accessories.** Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1. _____	\$ _____	_____	\$ _____
-------------	----------	-------	----------

**49. Aircraft and accessories**

49.1. _____	\$ _____	_____	\$ _____
-------------	----------	-------	----------

**50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)**

50.1. _____	\$ _____	_____	\$ _____
-------------	----------	-------	----------

**51. Total of part 8**

Add lines 47 through 50. Copy the total to line 87.

\$0.00
--------

**52. Is a depreciation schedule available for any of the property listed in Part 8?**

- No  
 Yes

**53. Has any of the property listed in Part 8 been appraised by a professional within the last year?**

- No  
 Yes

Debtor **Chieftain Sand and Proppant, LLC**

Case number (if known) **17-10064**

**Part 9: Real property**

**54. Does the debtor own or lease any real property?**

- No. Go to Part 10.
- Yes. Fill in the information below.

Description and location of property	Nature and extent of debtor's interest in property	Net book value of debtor's interest	Valuation method used for current value	Current value of debtor's interest
Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.		(Where available)		

**55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

55.1. \_\_\_\_\_ \$ \_\_\_\_\_ \$ \_\_\_\_\_

**56. Total of part 9**

Add the current value on lines 55. Copy the total to line 88.

\$0.00

**57. Is a depreciation schedule available for any of the property listed in Part 9?**

- No
- Yes

**58. Has any of the property listed in Part 9 been appraised by a professional within the last year?**

- No
- Yes

**Part 10: Intangibles and intellectual property**

**59. Does the debtor have any interests in intangibles or intellectual property?**

- No. Go to Part 11.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest	Valuation method used for current value	Current value of debtor's interest
	(Where available)		

**60. Patents, copyrights, trademarks, and trade secrets**

60.1. \_\_\_\_\_ \$ \_\_\_\_\_ \$ \_\_\_\_\_

**61. Internet domain names and websites**

	Net book value of debtor's interest	Valuation method	Current value of debtor's interest
61.1. _____	\$ _____	_____	\$ _____

**62. Licenses, franchises, and royalties**

62.1. \_\_\_\_\_ \$ \_\_\_\_\_ \$ \_\_\_\_\_

**63. Customer lists, mailing lists, or other compilations**

63.1. \_\_\_\_\_ \$ \_\_\_\_\_ \$ \_\_\_\_\_

**64. Other intangibles, or intellectual property**

64.1. CAPITALIZED LOAN COSTS	\$1,254,149.00	Unamortized interest value	\$1,254,149.00
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**65. Goodwill**

65.1. \_\_\_\_\_ \$ \_\_\_\_\_ \$ \_\_\_\_\_

Debtor **Chieftain Sand and Proppant, LLC**

Case number (if known) **17-10064**

**66. Total of part 10**

Add lines 60 through 65. Copy the total to line 89.

\$1,254,149.00

**67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?**

- No
- Yes

**68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?**

- No
- Yes

**69. Has any of the property listed in Part 10 been appraised by a professional within the last year?**

- No
- Yes

**Part 11: All other assets**

**70. Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- No. Go to Part 12.
- Yes. Fill in the information below.

**Current value of debtor's interest**

**71. Notes receivable**

Description (include name of obligor)	Total face amount	Doubtful or uncollectible amount			
71.1. _____	\$ _____	-	\$ _____	= ..... →	\$ _____

**72. Tax refunds and unused net operating losses (NOLs)**

Description (for example, federal, state, local)	Tax refund amount	NOL amount	Tax year	Current value of debtor's interest
72.1. _____	\$ _____	\$ _____	_____	\$ _____

**73. Interests in insurance policies or annuities**

Insurance company	Insurance policy No.	Annuity issuer name	Annuity account type	Annuity account No.	Current value of debtor's interest
73.1. AXIS INSURANCE COMPANY	MLB 781702-16	_____	_____	_____	UNDETERMINED
73.2. IRONSHORE SPECIALTY INSURANCE COMPANY	001397604 & 001397704	_____	_____	_____	UNDETERMINED
73.3. AMERICAN MINING INSURANCE COMPANY	ACA 252495-11	_____	_____	_____	UNDETERMINED
73.4. BERKLEY NATIONAL INSURANCE COMPANY	MIM 10100355	_____	_____	_____	UNDETERMINED
73.5. ARGONAUT INSURANCE COMPANY	ML 76022033-00	_____	_____	_____	UNDETERMINED
73.6. TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA	106545874	_____	_____	_____	UNDETERMINED

Debtor **Chieftain Sand and Proppant, LLC**

Case number (if known) **17-10064**

73.7. AON RISK INSURANCE SERVICES WEST, INC. \_\_\_\_\_ UNDETERMINED

**74. Causes of action against third parties (whether or not a lawsuit has been filed)**

	Nature of claim	Amount requested	Current value of debtor's interest
74.1.	_____	\$ _____	\$ _____

**75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

	Nature of claim	Amount requested	Current value of debtor's interest
75.1.	_____	\$ _____	\$ _____

**76. Trusts, equitable or future interests in property**

76.1. \_\_\_\_\_ \$ \_\_\_\_\_

**77. Other property of any kind not already listed**

Examples: Season tickets, country club membership

77.1. \_\_\_\_\_ \$ \_\_\_\_\_

**78. Total of part 11**

Add lines 71 through 77. Copy the total to line 90.

UNDETERMINED
--------------

**79. Has any of the property listed in Part 11 been appraised by a professional within the last year?**

- No
- Yes

Debtor **Chieftain Sand and Proppant, LLC**

Case number (if known) **17-10064**

**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. <b>Cash, cash equivalents, and financial assets.</b> <i>Copy line 5, Part 1.</i>	\$0.00	
81. <b>Deposits and prepayments.</b> <i>Copy line 9, Part 2.</i>	\$0.00	
82. <b>Accounts receivable.</b> <i>Copy line 12, Part 3.</i>	\$0.00	
83. <b>Investments.</b> <i>Copy line 17, Part 4.</i>	UNDETERMINED	
84. <b>Inventory.</b> <i>Copy line 23, Part 5.</i>	\$0.00	
85. <b>Farming and fishing-related assets.</b> <i>Copy line 33, Part 6.</i>	\$0.00	
86. <b>Office furniture, fixtures, and equipment; and collectibles.</b> <i>Copy line 43, Part 7.</i>	\$0.00	
87. <b>Machinery, equipment, and vehicles.</b> <i>Copy line 51, Part 8.</i>	\$0.00	
88. <b>Real property.</b> <i>Copy line 56, Part 9.</i> .....	→	\$0.00
89. <b>Intangibles and intellectual property.</b> <i>Copy line 66, Part 10.</i>	\$1,254,149.00	
90. <b>All other assets.</b> <i>Copy line 78, Part 11.</i>	+ UNDETERMINED	
91. <b>Total.</b> Add lines 80 through 90 for each column. ....91a.	\$1,254,149.00	+ 91b. <span style="border: 1px solid black; text-align: center;">\$0.00</span>
92. <b>Total of all property on Schedule A/B.</b> Lines 91a + 91b = 92. ....		\$1,254,149.00

**Fill in this information to identify the case:**

**Debtor name:** Chieftain Sand and Proppant, LLC  
**United States Bankruptcy Court for the:** District of Delaware  
**Case number (if known):** 17-10064

Check if this is an amended filing

Official Form 206D

**Schedule D: Creditors Who Have Claims Secured by Property**

12/15

Be as complete and accurate as possible.

**1. Do any creditors have claims secured by debtor's property?**

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- Yes. Fill in all of the information below.

**Part 1: List Creditors Who Have Secured Claims**

**2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A Amount of Claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim
---	--

**2.1. Creditor's name and address**

ENERGY CAPITAL PARTNERS MEZZANINE OPPORTUNITES FUND A LP  
 AS ADMINISTRATIVE AGENT  
 51 JFK PKWY  
 SUITE 200  
 SHORT HILLS NJ 07078  
 MDELANEY@ECPARTNERS.COM

**Date debt was incurred:** July 25, 2012

**Last 4 digits of account number:**

**Do multiple creditors have an interest in the same property?**

- No
- Yes. Have you already specified the relative priority?
  - No. Specify each creditor, including this creditor, and its relative priority.
  - \_\_\_\_\_
  - \_\_\_\_\_
  - Yes. The relative priority of creditors is specified on lines: \_\_\_\_\_

**Describe debtor's property that is subject to a lien**

ALL ASSETS OF THE DEBTOR PURSUANT TO THE CREDIT AGREEMENT DATED AS OF JULY 25, 2012, AS AMENDED

**Describe the lien**

UCC FINANCING STATEMENT NO. 20122864934, AS AMENDED

**Is the creditor an insider or related party?**

- No
- Yes

**Is anyone else liable on this claim?**

- No
- Yes. Fill out Schedule H: Codebtors (Official Form 206H).

**As of the petition filing date, the claim is:** Check all that apply.

- Contingent
- Unliquidated
- Disputed

\$66,195,192.00      UNDETERMINED

Debtor **Chieftain Sand and Proppant, LLC**

Case number (if known) **17-10064**

2.2. **Creditor's name and address** Describe debtor's property that is subject to a lien  
 WELLS FARGO BANK, N.A. NEW 2012 SHUTTLEWAGON SWX 630 UNDETERMINED UNDETERMINED  
 300 TRI-STATE INTERNATIONAL RAILCAR MOVER; SERIAL NO. 63012081  
 SUITE 400  
 LINCOLNSHIRE IL 60069 Describe the lien  
**Creditor's email address, if known** UCC FINANCING STATEMENT NO. 2012 5076965  
 \_\_\_\_\_  
**Date debt was incurred:** December 28, 2012 **Is the creditor an insider or related party?**  
**Last 4 digits of account number:**  No  
 Yes  
**Do multiple creditors have an interest in the same property?** **Is anyone else liable on this claim?**  
 No  No  
 Yes. Have you already specified the relative priority?  Yes. Fill out Schedule H: Codebtors (Official Form 206H).  
 No. Specify each creditor, including this creditor, and its relative priority. **As of the petition filing date, the claim is:** Check all that apply.  
 \_\_\_\_\_  Contingent  
 \_\_\_\_\_  Unliquidated  
 Yes. The relative priority of creditors is specified on lines: \_\_\_\_\_  Disputed

3. **Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.** **\$66,195,192.00**

**Part 2: List Others to Be Notified for a Debt Already Listed in Part 1**

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

	Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
3.1.	LATHAM & WATKINS LLP MITCHELL SEIDER 885 THIRD AVENUE, 16TH FL NEW YORK NY 10022	Line 2.1	_____
3.2.	LATHAM & WATKINS LLP ANNEMARIE V. REILLY 885 THIRD AVENUE NEW YORK NY 10022	Line 2.1	_____
3.3.	RICHARDS LAYTON & FINGER LLP MARK COLLINS ONE RODNEY SQUARE 920 N. KING STREET WILMINGTON DE 190801	Line 2.1	_____

Debtor **Chieftain Sand and Proppant, LLC**

Case number (if known) **17-10064**

3.4. RICHARDS, LAYTON & FINGER, P.A.  
JOHN H. KNIGHT  
ONE RODNEY SQUARE  
920 NORTH KING ST  
WILMINGTON DE 19801

Line 2.1 \_\_\_\_\_

3.5. RICHARDS, LAYTON & FINGER, P.A.  
BRETT M. HAYWOOD  
ONE RODNEY SQUARE  
920 NORTH KING ST  
WILMINGTON DE 19801

Line 2.1 \_\_\_\_\_



**Fill in this information to identify the case:**

**Debtor name:** Chieftain Sand and Proppant, LLC  
**United States Bankruptcy Court for the:** District of Delaware  
**Case number (if known):** 17-10064

Check if this is an amended filing

Official Form 206E/F

**Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

**Part 1: List All Creditors with PRIORITY Unsecured Claims**

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- No. Go to Part 2.
- Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

2.1. <b>Priority creditor's name and mailing address</b>  _____ _____ _____ _____	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="background-color: #cccccc;">Total claim</th> <th style="background-color: #cccccc;">Priority amount</th> </tr> <tr> <td style="text-align: center;">\$ _____</td> <td style="text-align: center;">\$ _____</td> </tr> </table>	Total claim	Priority amount	\$ _____	\$ _____	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="background-color: #cccccc;">Nonpriority amount</th> </tr> <tr> <td style="text-align: center;">\$ _____</td> </tr> </table>	Nonpriority amount	\$ _____
Total claim	Priority amount								
\$ _____	\$ _____								
Nonpriority amount									
\$ _____									
<b>Date or dates debt was incurred</b>  _____	<b>Basis for the claim:</b>  _____								
<b>Last 4 digits of account number:</b> _____  <b>Specify Code subsection of PRIORITY unsecured claim:</b> 11 U.S.C. § 507(a) (_____)	<b>Is the claim subject to offset?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes								

Debtor **Chieftain Sand and Proppant, LLC**

Case number (if known) **17-10064**

**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

**3. List in alphabetical order all of the creditors with nonpriority unsecured claims.** If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

3.1.	<b>Nonpriority creditor's name and mailing address</b> BOB SCANNELL/FEEHAN PARTNERS Address Intentionally Omitted  <b>Date or dates debt was incurred</b> _____  <b>Last 4 digits of account number:</b>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> NOTE HOLDER  <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<table border="1" style="width: 100%; background-color: #e0e0e0;"> <tr> <th style="text-align: left;">Amount of claim</th> </tr> <tr> <td style="text-align: right;">\$92,436.99</td> </tr> </table>	Amount of claim	\$92,436.99
Amount of claim					
\$92,436.99					

3.2.	<b>Nonpriority creditor's name and mailing address</b> CHRIS WRIGHT Address Intentionally Omitted  <b>Date or dates debt was incurred</b> _____  <b>Last 4 digits of account number:</b>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> NOTE HOLDER  <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<table border="1" style="width: 100%; background-color: #e0e0e0;"> <tr> <th style="text-align: left;">Amount of claim</th> </tr> <tr> <td style="text-align: right;">\$184,873.97</td> </tr> </table>	Amount of claim	\$184,873.97
Amount of claim					
\$184,873.97					

3.3.	<b>Nonpriority creditor's name and mailing address</b> DAVID HANSON Address Intentionally Omitted  <b>Date or dates debt was incurred</b> _____  <b>Last 4 digits of account number:</b>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> NOTE HOLDER  <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<table border="1" style="width: 100%; background-color: #e0e0e0;"> <tr> <th style="text-align: left;">Amount of claim</th> </tr> <tr> <td style="text-align: right;">\$6,513.64</td> </tr> </table>	Amount of claim	\$6,513.64
Amount of claim					
\$6,513.64					

Debtor **Chieftain Sand and Proppant, LLC**

Case number (if known) **17-10064**

- |  |   |   |
|--|---|---|
| <p>3.4. <b>Nonpriority creditor's name and mailing address</b><br/>                 DAVID HANSON<br/>                 Address Intentionally Omitted</p> <p><b>Date or dates debt was incurred</b><br/>                 1/22/16</p> <p><b>Last 4 digits of account number:</b></p>  | <p><b>As of the petition filing date, the claim is:</b><br/>                 Check all that apply.</p> <p><input type="checkbox"/> Contingent<br/> <input type="checkbox"/> Unliquidated<br/> <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim:</b><br/>                 SEVERANCE</p> <p><b>Is the claim subject to offset?</b></p> <p><input checked="" type="checkbox"/> No<br/> <input type="checkbox"/> Yes</p>   | <p><b>Amount of claim</b></p> <p>\$123,363.00</p> |
| <p>3.5. <b>Nonpriority creditor's name and mailing address</b><br/>                 ERNST VON METZCH<br/>                 C/O ROLAND VON METZCH<br/>                 Address Intentionally Omitted</p> <p><b>Date or dates debt was incurred</b><br/>                 _____</p> <p><b>Last 4 digits of account number:</b></p> | <p><b>As of the petition filing date, the claim is:</b><br/>                 Check all that apply.</p> <p><input type="checkbox"/> Contingent<br/> <input type="checkbox"/> Unliquidated<br/> <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim:</b><br/>                 NOTE HOLDER</p> <p><b>Is the claim subject to offset?</b></p> <p><input checked="" type="checkbox"/> No<br/> <input type="checkbox"/> Yes</p> | <p><b>Amount of claim</b></p> <p>\$83,362.19</p>  |
| <p>3.6. <b>Nonpriority creditor's name and mailing address</b><br/>                 GRANT WHITESIDE<br/>                 Address Intentionally Omitted</p> <p><b>Date or dates debt was incurred</b><br/>                 _____</p> <p><b>Last 4 digits of account number:</b></p>   | <p><b>As of the petition filing date, the claim is:</b><br/>                 Check all that apply.</p> <p><input type="checkbox"/> Contingent<br/> <input type="checkbox"/> Unliquidated<br/> <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim:</b><br/>                 NOTE HOLDER</p> <p><b>Is the claim subject to offset?</b></p> <p><input checked="" type="checkbox"/> No<br/> <input type="checkbox"/> Yes</p> | <p><b>Amount of claim</b></p> <p>\$92,305.48</p>  |

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<p>3.7. <b>Nonpriority creditor's name and mailing address</b>                  JIM HILLARY                  Address Intentionally Omitted</p> <p><b>Date or dates debt was incurred</b>                  _____</p> <p><b>Last 4 digits of account number:</b></p>	<p><b>As of the petition filing date, the claim is:</b>  <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim:</b>                  NOTE HOLDER</p> <p><b>Is the claim subject to offset?</b></p> <p><input checked="" type="checkbox"/> No  <input type="checkbox"/> Yes</p>	<p><b>Amount of claim</b></p> <p>\$92,293.27</p>
<p>3.8. <b>Nonpriority creditor's name and mailing address</b>                  JIM POWERS                  Address Intentionally Omitted</p> <p><b>Date or dates debt was incurred</b>                  _____</p> <p><b>Last 4 digits of account number:</b></p>	<p><b>As of the petition filing date, the claim is:</b>  <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim:</b>                  NOTE HOLDER</p> <p><b>Is the claim subject to offset?</b></p> <p><input checked="" type="checkbox"/> No  <input type="checkbox"/> Yes</p>	<p><b>Amount of claim</b></p> <p>\$92,969.86</p>
<p>3.9. <b>Nonpriority creditor's name and mailing address</b>                  JOHN POTTER                  Address Intentionally Omitted</p> <p><b>Date or dates debt was incurred</b>                  _____</p> <p><b>Last 4 digits of account number:</b></p>	<p><b>As of the petition filing date, the claim is:</b>  <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim:</b>                  NOTE HOLDER</p> <p><b>Is the claim subject to offset?</b></p> <p><input checked="" type="checkbox"/> No  <input type="checkbox"/> Yes</p>	<p><b>Amount of claim</b></p> <p>\$92,385.05</p>

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<p>3.10. <b>Nonpriority creditor's name and mailing address</b>                  JON CUMMINGS                  Address Intentionally Omitted</p> <p><b>Date or dates debt was incurred</b>                  _____</p> <p><b>Last 4 digits of account number:</b></p>	<p><b>As of the petition filing date, the claim is:</b>  <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim:</b>                  NOTE HOLDER</p> <p><b>Is the claim subject to offset?</b></p> <p><input checked="" type="checkbox"/> No  <input type="checkbox"/> Yes</p>	<p><b>Amount of claim</b></p> <p>\$92,385.05</p>
<p>3.11. <b>Nonpriority creditor's name and mailing address</b>                  LANE HAMILTON                  Address Intentionally Omitted</p> <p><b>Date or dates debt was incurred</b>                  _____</p> <p><b>Last 4 digits of account number:</b></p>	<p><b>As of the petition filing date, the claim is:</b>  <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim:</b>                  NOTE HOLDER</p> <p><b>Is the claim subject to offset?</b></p> <p><input checked="" type="checkbox"/> No  <input type="checkbox"/> Yes</p>	<p><b>Amount of claim</b></p> <p>\$92,293.27</p>
<p>3.12. <b>Nonpriority creditor's name and mailing address</b>                  NEAL JACOBS                  Address Intentionally Omitted</p> <p><b>Date or dates debt was incurred</b>                  _____</p> <p><b>Last 4 digits of account number:</b></p>	<p><b>As of the petition filing date, the claim is:</b>  <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim:</b>                  NOTE HOLDER</p> <p><b>Is the claim subject to offset?</b></p> <p><input checked="" type="checkbox"/> No  <input type="checkbox"/> Yes</p>	<p><b>Amount of claim</b></p> <p>\$18,524.93</p>

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<p>3.13. <b>Nonpriority creditor's name and mailing address</b>                  ROLAND VON METZCH                  Address Intentionally Omitted</p> <p><b>Date or dates debt was incurred</b>                  _____</p> <p><b>Last 4 digits of account number:</b></p>	<p><b>As of the petition filing date, the claim is:</b>  <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim:</b>                  NOTE HOLDER</p> <p><b>Is the claim subject to offset?</b></p> <p><input checked="" type="checkbox"/> No  <input type="checkbox"/> Yes</p>	<p><b>Amount of claim</b></p> <p>\$83,362.19</p>
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<p>3.14. <b>Nonpriority creditor's name and mailing address</b>                  RUSSELL DRIVER                  Address Intentionally Omitted</p> <p><b>Date or dates debt was incurred</b>                  _____</p> <p><b>Last 4 digits of account number:</b></p>	<p><b>As of the petition filing date, the claim is:</b>  <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim:</b>                  NOTE HOLDER</p> <p><b>Is the claim subject to offset?</b></p> <p><input checked="" type="checkbox"/> No  <input type="checkbox"/> Yes</p>	<p><b>Amount of claim</b></p> <p>\$6,513.64</p>
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<p>3.15. <b>Nonpriority creditor's name and mailing address</b>                  SCOTT PETERS/PV PARTNERS                  Address Intentionally Omitted</p> <p><b>Date or dates debt was incurred</b>                  _____</p> <p><b>Last 4 digits of account number:</b></p>	<p><b>As of the petition filing date, the claim is:</b>  <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim:</b>                  NOTE HOLDER</p> <p><b>Is the claim subject to offset?</b></p> <p><input checked="" type="checkbox"/> No  <input type="checkbox"/> Yes</p>	<p><b>Amount of claim</b></p> <p>\$92,469.86</p>
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**Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims**

**5. Add the amounts of priority and nonpriority unsecured claims.**

		Total of claim amounts
<b>5a. Total claims from Part 1</b>	5a.	\$0.00
<b>5b. Total claims from Part 2</b>	5b. +	\$1,246,052.39
<b>5c. Total of Parts 1 and 2</b> Lines 5a + 5b = 5c.	5c.	\$1,246,052.39

**Fill in this information to identify the case:**

**Debtor name:** Chieftain Sand and Proppant, LLC  
**United States Bankruptcy Court for the:** District of Delaware  
**Case number (if known):** 17-10064

Check if this is an amended filing

Official Form 206G

**Schedule G: Executory Contracts and Unexpired Leases**

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

**1. Does the debtor have any executory contracts or unexpired leases?**

- No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases	State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
--	--

2.1.	<b>Title of contract</b> <b>State what the contract or lease is for</b> <b>Nature of debtor's interest</b> <b>State the term remaining</b> <b>List the contract number of any government contract</b>	MODEL 32MO 32' X12' MOBILE OFFICE ACTION MOBILE - OFFICE FOR QC LAB - SN: HL32UYW0012 - ORIGINAL MOBILE MINI CONTRACT #: 151005392 TRAILER LEASE MONTH TO MONTH _____	<b>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</b> ACTION MOBILE 809 GLENEAGLES COURT SUITE 300 BALTIMORE MD 21286
2.2.	<b>Title of contract</b> <b>State what the contract or lease is for</b> <b>Nature of debtor's interest</b> <b>State the term remaining</b> <b>List the contract number of any government contract</b>	MODEL 44MO 44' X12' MOBILE OFFICE ACTION MOBILE - OFFICE FOR UNIFORMS - SN: HM44UYW0082 - ORIGINAL MOBILE MINI CONTRACT #: 151005851 TRAILER LEASE ESTIMATED 54 MONTHS - LEASE DATE = 12/13/13 ESTIMATED RETURN = 02/01/2018 _____	<b>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</b> ACTION MOBILE 809 GLENEAGLES COURT SUITE 300 BALTIMORE MD 21286
2.3.	<b>Title of contract</b> <b>State what the contract or lease is for</b> <b>Nature of debtor's interest</b> <b>State the term remaining</b> <b>List the contract number of any government contract</b>	MODEL 60DW 60' X 24' MODULAR OFFICE ACTION MOBILE - OFFICE FOR MAINTENANCE - SN: HN6OUGW0043 - ORIGINAL MOBILE MINI CONTRACT #: 151005955 TRAILER LEASE MONTH TO MONTH _____	<b>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</b> ACTION MOBILE 809 GLENEAGLES COURT SUITE 300 BALTIMORE MD 21286



Debtor **Chieftain Sand and Proppant, LLC**Case number (if known) **17-10064**

- 2.4. **Title of contract** COMMERCIAL LINES POLICY - COMMERCIAL AUTO COVERAGE
- State what the contract or lease is for** COMMERCIAL AUTOMOBILE LIABILITY - AMERICAN MINING INSURANCE COMPANY - POLICY # ACA252495-11
- Nature of debtor's interest** INSURANCE AGREEMENT
- State the term remaining** 7/1/2017
- List the contract number of any government contract** \_\_\_\_\_
- State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**  
AMERICAN MINING INSURANCE COMPANY  
3490 INDEPENDENCE DRIVE  
BIRMINGHAM AL 35209
- 2.5. **Title of contract** BLUE VIEW VISION
- State what the contract or lease is for** ANTHEM BLUE CROSS BLUE SHIELD - VISION CONTRACT
- Nature of debtor's interest** BENEFITS CONTRACT
- State the term remaining** 9/1/2017
- List the contract number of any government contract** \_\_\_\_\_
- State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**  
ANTHEM BLUE CROSS BLUE SHIELD  
1351 WM. HOWARD TAFT ROAD  
CINCINNATI OH 45206-1721
- 2.6. **Title of contract** HEALTH INSURANCE PLAN
- State what the contract or lease is for** ANTHEM BLUE CROSS BLUE SHIELD - HEALTH INSURANCE
- Nature of debtor's interest** BENEFITS CONTRACT
- State the term remaining** 9/1/2017
- List the contract number of any government contract** \_\_\_\_\_
- State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**  
ANTHEM BLUE CROSS BLUE SHIELD  
1351 WM. HOWARD TAFT ROAD  
CINCINNATI OH 45206-1721
- 2.7. **Title of contract** DISABILITY & LIFE PLAN - APPLICATION PENDING
- State what the contract or lease is for** ANTHEM LIFE INSURANCE COMPANY
- Nature of debtor's interest** BENEFITS CONTRACT
- State the term remaining** 9/1/2017
- List the contract number of any government contract** \_\_\_\_\_
- State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**  
ANTHEM LIFE INSURANCE COMPANY  
1351 WM. HOWARD TAFT ROAD  
CINCINNATI OH 45206-1721
- 2.8. **Title of contract** COMMERCIAL INSURANCE PREMIUM FINANCE AND SECURITY AGREEMENT
- State what the contract or lease is for** AON PREMIUM FINANCE, LLC
- Nature of debtor's interest** INSURANCE FINANCING AGREEMENT
- State the term remaining** 4/1/2017
- List the contract number of any government contract** \_\_\_\_\_
- State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**  
AON RISK INSURANCE SERVICES WEST, INC.  
C/O AON PREMIUM FINANCE, LLC  
200 E. RANDOLPH STREET  
CHICAGO IL 60601

Debtor **Chieftain Sand and Proppant, LLC**Case number (if known) **17-10064**

- |       |  |  |   |
|-------|--|--|---|
| 2.9.  | <b>Title of contract</b>                                   | DIRECTORS & OFFICERS LIABILITY, EMPLOYMENT PRACTICES LIABILITY, FIDUCIARY LIABILITY AND MISCELLANEOUS PROF. LIABILITY INSURANCE POLICY | <b>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</b> |
|       | <b>State what the contract or lease is for</b>             | D&O LIABILITY EPL FIDUCIARY LIABILITY - ARGONAUT INSURANCE COMPANY - POLICY # ML 76022033-00   | ARGO GROUP US MANAGEMENT LIABILITY  |
|       | <b>Nature of debtor's interest</b>                         | INSURANCE AGREEMENT  | UNDERWRITING  |
|       | <b>State the term remaining</b>                            | 7/1/2017   | 101 HUDSON STREET   |
|       | <b>List the contract number of any government contract</b> | _____  | SUITE 1201  |
|       |  |  | JERSEY CITY NJ 07302  |
|       |  |  |   |
| 2.10. | <b>Title of contract</b>                                   | SOFTWARE LICENSE AGREEMENT   | <b>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</b> |
|       | <b>State what the contract or lease is for</b>             | ASPEN TECH - PLANT PRODUCTION VISUAL SOFTWARE - AGREEMENT #61818   | ASPEN TECHNOLOGY, INC.  |
|       | <b>Nature of debtor's interest</b>                         | IT CONTRACT  | CONTRACTS ADMIN.  |
|       | <b>State the term remaining</b>                            | 11/21/2019   | 200 WHEELER ROAD  |
|       | <b>List the contract number of any government contract</b> | _____  | BURLINGTON MA 01803   |
|       |  |  |   |
| 2.11. | <b>Title of contract</b>                                   | STATEMENT OF WORK SOFTWARE AS A SERVICE (SAAS)   | <b>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</b> |
|       | <b>State what the contract or lease is for</b>             | APTEAN - TABWARE - PREVENTATIVE MAINTENANCE, WORK ORDERS AND PURCHASING SOFTWARE   | ASSET POINT LLC   |
|       | <b>Nature of debtor's interest</b>                         | IT CONTRACT  | 770 PELHAM ROAD   |
|       | <b>State the term remaining</b>                            | 5/14/2017  | GREENVILLE SC 29615   |
|       | <b>List the contract number of any government contract</b> | _____  |   |
|       |  |  |   |
| 2.12. | <b>Title of contract</b>                                   | POLICY #MLB 781702-16  | <b>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</b> |
|       | <b>State what the contract or lease is for</b>             | PROPERTY LIABILITY - AXIS INSURANCE COMPANY - POLICY #MLB 781702-16  | AXIS INSURANCE COMPANY  |
|       | <b>Nature of debtor's interest</b>                         | INSURANCE AGREEMENT  | 303 WEST MADISON  |
|       | <b>State the term remaining</b>                            | 7/1/2017   | #500  |
|       | <b>List the contract number of any government contract</b> | _____  | CHICAGO IL 60606  |
|       |  |  |   |
| 2.13. | <b>Title of contract</b>                                   | ELECTRIC SERVICE AGREEMENT   | <b>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</b> |
|       | <b>State what the contract or lease is for</b>             | BARRON ELECTRIC - ELECTRIC POWER AND ENERGY  | BARRON ELECTRIC COOPERATIVE   |
|       | <b>Nature of debtor's interest</b>                         | ENERGY CONTRACT  | DALLAS SLOAN, GENERAL   |
|       | <b>State the term remaining</b>                            | 1/25/2017  | MANAGER   |
|       | <b>List the contract number of any government contract</b> | _____  | PO BOX 40   |
|       |  |  | BARRON WI 58412   |

Debtor **Chieftain Sand and Proppant, LLC**Case number (if known) **17-10064**

- 2.14. **Title of contract** BUSINESS ASSOCIATE AGREEMENT **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** BUSINESS PLAN ADMINISTRATORS OF EAU CLAIRE, INC.
- Nature of debtor's interest** BENEFITS CONTRACT BENEFIT PLAN ADMINISTRATORS OF EAU CLAIRE, INC.
- State the term remaining** ONGOING WITH 30 DAY NOTICE 402 GRAHAM AVENUE  
PO BOX 1128  
EAU CLAIRE WI 54702-1128
- List the contract number of any government contract** \_\_\_\_\_
- 2.15. **Title of contract** COMMERCIAL LINES POLICY - COMMERCIAL INLAND MARINE COVERAGE **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** RAILROAD PROPERTY - BERKLEY NATIONAL INSURANCE COMPANY - POLICY # MIM10100355
- Nature of debtor's interest** INSURANCE AGREEMENT BERKLEY NATIONAL INSURANCE COMPANY  
1250 EAST DIEHL ROAD  
SUITE 200  
NAPERVILLE IL 60563
- State the term remaining** 7/1/2017
- List the contract number of any government contract** \_\_\_\_\_
- 2.16. **Title of contract** TRANSLOADING TERMS AGREEMENT **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** CIG LOGISTICS - TERMINAL AGREEMENT - JAL, NM
- Nature of debtor's interest** SERVICES AGREEMENT CIG LOGISTICS  
3566 NM HIGHWAY 18  
JAL NM 88252
- State the term remaining** ONGOING - NO EXPIRATION DATE DEFINED
- List the contract number of any government contract** \_\_\_\_\_
- 2.17. **Title of contract** SERVICES AND LICENSE AGREEMENT **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** INTELLITRANS - LOGISTICS SOFTWARE - TRACKING OF RAILCARS AND BILLS OF LADING
- Nature of debtor's interest** IT CONTRACT CONTRACT ADMINISTRATION  
230 PEACH TREE STREET  
SUITE 300  
ATLANTA GA 30303
- State the term remaining** 12/1/2016
- List the contract number of any government contract** \_\_\_\_\_
- 2.18. **Title of contract** GROUP DENTAL PLAN **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** DELTA DENTAL PLAN
- Nature of debtor's interest** BENEFITS CONTRACT DELTA DENTAL OF WISCONSIN  
PO BOX 828  
STEVENS POINT WI 54481
- State the term remaining** 9/1/2017
- List the contract number of any government contract** \_\_\_\_\_

Debtor **Chieftain Sand and Proppant, LLC**Case number (if known) **17-10064**

- 2.19. **Title of contract** MAINTENANCE AGREEMENT **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** EO JOHNSON CO. - LANIER LD533C COPIER - COPIES CONTRACT #54393 - LOGISTICS TRAILER
- Nature of debtor's interest** MAINTENANCE EO JOHNSON CO.  
1505 PRAIRIE LANE  
EAU CLAIRE WI 54703
- State the term remaining** 7/10/2017
- List the contract number of any government contract** \_\_\_\_\_
- 2.20. **Title of contract** MAINTENANCE AGREEMENT **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** EO JOHNSON CO. - RICOH MPC3001 COPIER - COPIES CONTRACT #54945
- Nature of debtor's interest** MAINTENANCE EO JOHNSON CO.  
1505 PRAIRIE LANE  
EAU CLAIRE WI 54703
- State the term remaining** 1/5/2018
- List the contract number of any government contract** \_\_\_\_\_
- 2.21. **Title of contract** EQUIPMENT LEASE NO. 448159-456817 **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** EO JOHNSON CO. - RICOH MPC3001 COPIER - EQUIPMENT CONTRACT #448159-456817
- Nature of debtor's interest** EQUIPMENT LEASE EO JOHNSON CO.  
1505 PRAIRIE LANE  
EAU CLAIRE WI 54703
- State the term remaining** 1/5/2018
- List the contract number of any government contract** \_\_\_\_\_
- 2.22. **Title of contract** EQUIPMENT RENTAL AGREEMENT **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** CATERPILLAR TELEHANDLER TL1255C
- Nature of debtor's interest** EQUIPMENT RENTAL FABCO EQUIPMENT INC.  
BRANCH SUPERVISOR  
7860 PARTIDGE ROAD/EE  
EAU CLAIRE WI 54703
- State the term remaining** MONTH TO MONTH
- List the contract number of any government contract** \_\_\_\_\_
- 2.23. **Title of contract** TERMINATION OF EMPLOYMENT **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** DAVID HANSON SEVERANCE AGREEMENT
- Nature of debtor's interest** SEVERANCE AGREEMENT HANSON, DAVID  
Address Intentionally Omitted
- State the term remaining** 1/31/2017
- List the contract number of any government contract** \_\_\_\_\_

Debtor **Chieftain Sand and Proppant, LLC**Case number (if known) **17-10064**

- 2.24. **Title of contract** ENVIRONMENTAL PROTECTION INSURANCE COVERAGE PACKAGE  
**State what the contract or lease is for** COMMERCIAL GENERAL LIABILITY - IRONSHORE SPECIALTY INSURANCE COMPANY - POLICY # 001397604  
**Nature of debtor's interest** INSURANCE AGREEMENT  
**State the term remaining** 7/1/2017  
**List the contract number of any government contract** \_\_\_\_\_
- State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**  
 IRONSHORE SPECIALTY INSURANCE COMPANY  
 75 FEDERAL STREET  
 5TH FLOOR  
 BOSTON MA 02110
- 2.25. **Title of contract** ENVIRONMENTAL EXCESS LIABILITY DECLARATIONS  
**State what the contract or lease is for** UMBRELLA LIABILITY - IRONSHORE SPECIALTY INSURANCE COMPANY  
**Nature of debtor's interest** INSURANCE AGREEMENT  
**State the term remaining** 7/1/2017  
**List the contract number of any government contract** \_\_\_\_\_
- State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**  
 IRONSHORE SPECIALTY INSURANCE COMPANY  
 75 FEDERAL STREET  
 5TH FLOOR  
 BOSTON MA 02110
- 2.26. **Title of contract** EQUIPMENT RENTAL AGREEMENT  
**State what the contract or lease is for** FABICK CAT/FABCO EQUIPMENT - SKID STEER 259D  
**Nature of debtor's interest** EQUIPMENT RENTAL  
**State the term remaining** MONTH TO MONTH  
**List the contract number of any government contract** \_\_\_\_\_
- State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**  
 JFTCO, INC  
 D/B/A FABCO EQUIPMENT INC.  
 11200 W. SILVER SPRING ROAD  
 MILWAUKEE WI 53225
- 2.27. **Title of contract** EQUIPMENT RENTAL AGREEMENT  
**State what the contract or lease is for** FABICK CAT/FABCO EQUIPMENT - 980M WHEEL LOADER - S/N KRS00547  
**Nature of debtor's interest** EQUIPMENT RENTAL  
**State the term remaining** MONTH TO MONTH  
**List the contract number of any government contract** \_\_\_\_\_
- State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**  
 JFTCO, INC  
 D/B/A FABCO EQUIPMENT INC.  
 11200 W. SILVER SPRING ROAD  
 MILWAUKEE WI 53225
- 2.28. **Title of contract** EQUIPMENT RENTAL AGREEMENT  
**State what the contract or lease is for** FABICK CAT/FABCO EQUIPMENT - 140M2 AWD MOTOR GRADER - S/N M9J00942  
**Nature of debtor's interest** EQUIPMENT RENTAL  
**State the term remaining** MONTH TO MONTH  
**List the contract number of any government contract** \_\_\_\_\_
- State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**  
 JFTCO, INC  
 D/B/A FABCO EQUIPMENT INC.  
 11200 W. SILVER SPRING ROAD  
 MILWAUKEE WI 53225

Debtor **Chieftain Sand and Proppant, LLC**

Case number (if known) **17-10064**

- |       |  |   |   |
|-------|--|---|---|
| 2.29. | <b>Title of contract</b>                                   | MODEL 10W 10' OPEN BAY OFFICE   | <b>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</b> |
|       | <b>State what the contract or lease is for</b>             | MOBILE MINI - GUARD SHACK FOR SAMPLES - MODEL 10W 10' OPEN BAY OFFICE - SN: AS10VYW0096 - CONTRACT #: 298083342 |   |
|       | <b>Nature of debtor's interest</b>                         | TRAILER LEASE   | MOBILE MINI<br>7420 S. KYRENE ROAD<br>SUITE 101<br>TEMPE AZ 85283   |
|       | <b>State the term remaining</b>                            | MONTH TO MONTH  |   |
|       | <b>List the contract number of any government contract</b> | _____   |   |
|       |  |   |   |
| 2.30. | <b>Title of contract</b>                                   | MODEL 10W 10' OPEN BAY OFFICE   | <b>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</b> |
|       | <b>State what the contract or lease is for</b>             | MOBILE MINI - GUARD SHACK - MODEL 10W 10' OPEN BAY OFFICE - SN: AS10SYW0213 - CONTRACT #: 298083344             |   |
|       | <b>Nature of debtor's interest</b>                         | TRAILER LEASE   | MOBILE MINI<br>7420 S. KYRENE ROAD<br>SUITE 101<br>TEMPE AZ 85283   |
|       | <b>State the term remaining</b>                            | MONTH TO MONTH  |   |
|       | <b>List the contract number of any government contract</b> | _____   |   |
|       |  |   |   |
| 2.31. | <b>Title of contract</b>                                   | MODEL 10W 10' OPEN BAY OFFICE   | <b>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</b> |
|       | <b>State what the contract or lease is for</b>             | MOBILE MINI - GUARD SHACK - MODEL 10W 10' OPEN BAY OFFICE - SN: AS10SYW0141 - CONTRACT #: 298083346             |   |
|       | <b>Nature of debtor's interest</b>                         | TRAILER LEASE   | MOBILE MINI<br>7420 S. KYRENE ROAD<br>SUITE 101<br>TEMPE AZ 85283   |
|       | <b>State the term remaining</b>                            | MONTH TO MONTH  |   |
|       | <b>List the contract number of any government contract</b> | _____   |   |
|       |  |   |   |
| 2.32. | <b>Title of contract</b>                                   | MODEL 40W 40' OPEN BAY OFFICE   | <b>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</b> |
|       | <b>State what the contract or lease is for</b>             | MOBILE MINI - OFFICE FOR UNIFORMS -MODEL 40W 40' OPEN BAY OFFICE - SN: AS40TYW1417 - CONTRACT #: 151005371      |   |
|       | <b>Nature of debtor's interest</b>                         | TRAILER LEASE   | MOBILE MINI<br>7420 S. KYRENE ROAD<br>SUITE 101<br>TEMPE AZ 85283   |
|       | <b>State the term remaining</b>                            | MONTH TO MONTH  |   |
|       | <b>List the contract number of any government contract</b> | _____   |   |
|       |  |   |   |
| 2.33. | <b>Title of contract</b>                                   | AGREEMENT FOR PAYROLL SERVICES  | <b>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</b> |
|       | <b>State what the contract or lease is for</b>             | PDS - PAYROLL DATA SERVICES - AGREEMENT FOR PAYROLL PROCESSING SERVICES   |   |
|       | <b>Nature of debtor's interest</b>                         | IT CONTRACT   | PAYROLL DATA SERVICES, INC.<br>1020 JAMES DRIVE<br>SUITE O<br>HARTLAND WI 53029   |
|       | <b>State the term remaining</b>                            | MONTH TO MONTH  |   |
|       | <b>List the contract number of any government contract</b> | _____   |   |

Debtor **Chieftain Sand and Proppant, LLC**

Case number (if known) **17-10064**

- |       |  |  |   |
|-------|--|--|---|
| 2.34. | <b>Title of contract</b>                                   | SERVICE & EXPENSE AGREEMENT  | <b>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</b> |
|       | <b>State what the contract or lease is for</b>             | PRINCIPAL FINANCIAL GROUP - 401K   |   |
|       | <b>Nature of debtor's interest</b>                         | BENEFITS CONTRACT  | PRINCIPAL FINANCIAL GROUP<br>PO BOX 9394<br>DES MOINES IA 50306-9394  |
|       | <b>State the term remaining</b>                            | MONTH TO MONTH   |   |
|       | <b>List the contract number of any government contract</b> | _____  |   |
|       |  |  |   |
| 2.35. | <b>Title of contract</b>                                   | RAIL SERVICES AGREEMENT  | <b>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</b> |
|       | <b>State what the contract or lease is for</b>             | RAIL SERVICES AGREEMENT - PROGRESSIVE RAIL   |   |
|       | <b>Nature of debtor's interest</b>                         | SERVICES AGREEMENT   | PROGRESSIVE RAIL INC.<br>CEO<br>21778 HIGHWAY AVENUE<br>LAKEVILLE MN 55044  |
|       | <b>State the term remaining</b>                            | 6/24/2017  |   |
|       | <b>List the contract number of any government contract</b> | _____  |   |
|       |  |  |   |
| 2.36. | <b>Title of contract</b>                                   | INDUSTRY TRACK AGREEMENT   | <b>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</b> |
|       | <b>State what the contract or lease is for</b>             | INDUSTRY TRACK AGREEMENT   |   |
|       | <b>Nature of debtor's interest</b>                         | INDUSTRY TRACK AGREEMENT   | PROGRESSIVE RAIL INC.<br>CEO<br>21778 HIGHWAY AVENUE<br>LAKEVILLE MN 55044  |
|       | <b>State the term remaining</b>                            | ONGOING - NO EXPIRATION DATE DEFINED   |   |
|       | <b>List the contract number of any government contract</b> | _____  |   |
|       |  |  |   |
| 2.37. | <b>Title of contract</b>                                   | RENTAL ORDER DWO2460   | <b>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</b> |
|       | <b>State what the contract or lease is for</b>             | SATELLITE SHELTERS, INC. - LOGISTICS TRAILER - SN: S039468/69 - CONTRACT #: RO337732 |   |
|       | <b>Nature of debtor's interest</b>                         | TRAILER LEASE  | SATELLITE SHELTERS, INC.<br>MINNEAPOLIS<br>200570 75TH AVE N<br>HAMEL MN 55340-9459   |
|       | <b>State the term remaining</b>                            | MONTH TO MONTH   |   |
|       | <b>List the contract number of any government contract</b> | _____  |   |
|       |  |  |   |
| 2.38. | <b>Title of contract</b>                                   | EMPLOYMENT WITH CHIEFTAIN SAND AND PROPPANT, LLC                                     | <b>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</b> |
|       | <b>State what the contract or lease is for</b>             | EMPLOYMENT OF VICTOR SERRI   |   |
|       | <b>Nature of debtor's interest</b>                         | EMPLOYEE AGREEMENT   | SERRI, VICTOR<br>Address Intentionally Omitted  |
|       | <b>State the term remaining</b>                            | UNTIL TERMINATION OF EMPLOYMENT  |   |
|       | <b>List the contract number of any government contract</b> | _____  |   |

Debtor **Chieftain Sand and Proppant, LLC**Case number (if known) **17-10064**

- 2.39. **Title of contract** BUSINESS TERMS FOR ROCKDALE DIRECT TRANSLOAD **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** TIDEWATER LOGISTICS - TERMINAL AGREEMENT - ROCKDALE, TX
- Nature of debtor's interest** SERVICES AGREEMENT TIDEWATER LOGISTICS  
7105 GOLF CLUB DRIVE  
SUITE #1101  
FORT WORTH TX 76179
- State the term remaining** ONGOING - NO EXPIRATION DATE DEFINED
- List the contract number of any government contract** \_\_\_\_\_
- 2.40. **Title of contract** BUSINESS TERMS FOR THREE RIVERS DIRECT TRANSLOAD **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** TIDEWATER LOGISTICS - TERMINAL AGREEMENT - THREE RIVERS, TX
- Nature of debtor's interest** SERVICES AGREEMENT TIDEWATER LOGISTICS  
7105 GOLF CLUB DRIVE  
SUITE #1101  
FORT WORTH TX 76179
- State the term remaining** ONGOING - NO EXPIRATION DATE DEFINED
- List the contract number of any government contract** \_\_\_\_\_
- 2.41. **Title of contract** BUSINESS TERMS FOR STUEBENVILLE DIREDC T TRANSLOAD **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** TIDEWATER LOGISTICS - TERMINAL AGREEMENT - STUEBENVILLE, OH
- Nature of debtor's interest** SERVICES AGREEMENT TIDEWATER LOGISTICS  
7105 GOLF CLUB DRIVE  
SUITE #1101  
FORT WORTH TX 76179
- State the term remaining** ONGOING - NO EXPIRATION DATE DEFINED
- List the contract number of any government contract** \_\_\_\_\_
- 2.42. **Title of contract** CRIME **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** CRIME - TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA - POLICY # 106545874
- Nature of debtor's interest** INSURANCE AGREEMENT TRAVELERS ENTERPRISE  
DEVELOPMENT  
ONE TOWER SQUARE  
HARTFORD CT 06183
- State the term remaining** 7/1/2017
- List the contract number of any government contract** \_\_\_\_\_
- 2.43. **Title of contract** NATURAL GAS CLASS & SERVICE CONTRACT **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** WE ENERGIES (WISCONSIN GAS LLC)
- Nature of debtor's interest** ENERGY CONTRACT WE ENERGIES  
231 W MICHIGAN STREET  
MILWAUKEE WI 53203
- State the term remaining** ONGOING UNTIL CHANGED BY EITHER PARTY
- List the contract number of any government contract** \_\_\_\_\_



Debtor **Chieftain Sand and Proppant, LLC**

Case number (if known) **17-10064**

2.44. **Title of contract** PARTS MANAGEMENT AGREEMENT

**State what the contract or lease is for** WERNER ELECTRIC SUPPLY - PARTS MANAGEMENT AGREEMENT

**Nature of debtor's interest** PARTS MANAGEMENT AGREEMENT

**State the term remaining** 7/28/2019

**List the contract number of any government contract** \_\_\_\_\_

**State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

WERNER ELECTRIC SUPPLY  
JOE MONSON  
7450 95TH ST. SOUTH  
COTTAGE GROVE MN 55016

**Fill in this information to identify the case:**

**Debtor name:** Chieftain Sand and Proppant, LLC  
**United States Bankruptcy Court for the:** District of Delaware  
**Case number (if known):** 17-10064

Check if this is an amended filing

Official Form 206H

**Schedule H: Codebtors**

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

**1. Does the debtor have any codebtors?**

- No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- Yes

**2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G.** Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:

2.1.	CHIEFTAIN SAND AND PROPPANT BARRON, LLC	331 27TH STREET NEW AUBURN WI 54757	ENERGY CAPITAL PARTNERS MEZZANINE OPPORTUNITES FUND A LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
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**Fill in this information to identify the case:**

**Debtor name:** Chieftain Sand and Proppant, LLC  
**United States Bankruptcy Court for the:** District of Delaware  
**Case number (if known):** 17-10064

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 1/30/2017  
MM/DD/YYYY

x   
\_\_\_\_\_  
Signature of individual signing on behalf of debtor

Steve Hofkes  
Printed name

Controller  
Position or relationship to debtor