

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

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

**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

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

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 Barron, LLC
United States Bankruptcy Court for the: District of Delaware
Case number (if known): 17-10065

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. Real property: Copy line 88 from Schedule A/B | \$17,612,344.33 |
| 1b. Total personal property: Copy line 91A from Schedule A/B | \$10,981,241.76 |
| 1c. Total of all property: Copy line 92 from Schedule A/B | \$28,593,586.09 |

Part 2: Summary of Liabilities

| | |
|---|------------------|
| 2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of Schedule D | \$66,356,412.00 |
| 3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F) | |
| 3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of Schedule E/F | \$980,600.00 |
| 3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F | + \$4,794,489.71 |
| 4. Total liabilities Lines 2 + 3a + 3b | \$72,131,501.71 |

Fill in this information to identify the case:

Debtor name: Chieftain Sand and Proppant Barron, LLC
United States Bankruptcy Court for the: District of Delaware
Case number (if known): 17-10065

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. PETTY CASH \$445.00

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 |
|--|-----------------|---------------------------------|------------------------------------|
| 3.1. STERLING BANK | CHECKING | 1762 | \$827,959.00 |

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 |
|-------------|---------------------|-----------------|---------------------------------|------------------------------------|
| 4.1. _____ | _____ | _____ | _____ | \$ _____ |

5. **Total of part 1**

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

\$828,404.00

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 Barron, LLC**Case number (if known) **17-10065****7. Deposits, including security deposits and utility deposits**

| Description, including name of holder of deposit | Current value of debtor's interest |
|--|------------------------------------|
| 7.1. SECURITY AMERICAN MINING INSURANCE CO | \$20,146.00 |
| 7.2. SECURITY BARRON COUNTY LAND SERVICES | \$557,700.00 |
| 7.3. UTILITY CENTERPOINT ENERGY | \$41,076.00 |
| 7.4. SECURITY CIT GROUP/EQUIPMENT FINANCING, INC. | \$150,000.00 |
| 7.5. OTHER TOWN OF DOVRE | \$15,000.00 |

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. INSURANCE PREPAYMENT AON PREMIUM FINANCE LLC | \$92,903.00 |
| 8.2. ADVANCE ONE MONTH RENT CATERPILLAR FINANCIAL SERVICES CORPORATION | \$28,085.00 |
| 8.3. RETAINER DONLIN, RECANO AND COMPANY, INC. | \$3,649.00 |
| 8.4. RETAINER EISNERAMPER LLP | \$50,000.00 |
| 8.5. RETAINER GIBBONS PC | \$3,845.00 |
| 8.6. RETAINER LIGHTHOUSE MANAGEMENT GROUP, INC. | \$37,387.00 |
| 8.7. VENDOR OVERPAYMENT MICHAEL AND CHRISTINE CONOBOY | \$2,052.00 |
| 8.8. RETURN FREIGHT PREPAYMENT MOBILE MINI INC | \$580.00 |
| 8.9. RETAINER RUDER WARE L.L.S.C. | \$10,868.00 |
| 8.10. ADVANCE ONE MONTH RENT VALLEY SCALE SERVICES, INC. | \$1,200.00 |
| 8.11. NON-REFUNDABLE EARNEST DEPOSIT VINOPAL TITLE AND ABSTRACT | \$62,000.00 |

9. Total of part 2

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

\$1,076,491.00

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

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: | \$13,202.00 | - \$0.00 | = | → | \$13,202.00 |
| | Face amount | Doubtful or uncollectible accounts | | | |
| 11b. Over 90 days old: | \$0.00 | - \$0.00 | = | → | \$0.00 |

12. Total of part 3

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

\$13,202.00

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. _____ % _____ \$ _____

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.

\$0.00

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.

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

| 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

| General description | Date of the last physical inventory | Net book value of debtor's interest | Valuation method used for current value | Current value of debtor's interest |
|-------------------------|-------------------------------------|-------------------------------------|---|------------------------------------|
| 20.1. RUN OF MINE (ROM) | DECEMBER 7, 2015 | \$0.00 | LOWER OF COST OR MARKET | \$0.00 |
| 20.2. WET SAND | DECEMBER 7, 2015 | UNDETERMINED | LOWER OF COST OR MARKET | UNDETERMINED |

21. Finished goods, including goods held for resale

| General description | Date of the last physical inventory | Net book value of debtor's interest | Valuation method used for current value | Current value of debtor's interest |
|---------------------|-------------------------------------|-------------------------------------|---|------------------------------------|
| 21.1. DRY SAND | DECEMBER 2016 | \$0.00 | LOWER OF COST OR MARKET | \$0.00 |

22. Other inventory or supplies

22.1. _____ \$ _____

23. Total of part 5

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

UNDETERMINED

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.

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

28. Crops—either planted or harvested

28.1. _____ \$ _____

29. Farm animals. Examples: Livestock, poultry, farm-raised fish

29.1. _____ \$ _____

30. Farm machinery and equipment (Other than titled motor vehicles)

30.1. _____ \$ _____

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

31. Farm and fishing supplies, chemicals, and feed

31.1. _____ \$ _____

32. Other farming and fishing-related property not already listed in Part 6

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 |
|---------------------|--|---|------------------------------------|
|---------------------|--|---|------------------------------------|

39. Office furniture

| | | | |
|--------------------------------------|-------------|--|-------------|
| 39.1. FURNITURE AND FIXTURES - OWNED | \$26,256.00 | 12/31/15 Impaired value less 2016 depreciation | \$26,256.00 |
|--------------------------------------|-------------|--|-------------|

40. Office fixtures

40.1. _____ \$ _____

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. COMPUTERS AND OFFICE EQUIPMENT - OWNED | \$29,711.00 | 12/31/15 Impaired value less 2016 depreciation | \$29,711.00 |

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

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.

| |
|-------------|
| \$55,967.00 |
|-------------|

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. 2014 FREIGHTLINER TRUCK - STREET SWEEPER VIN 3ALACXDT7EDFK8889 | \$62,893.05 | 12/31/15 Impaired value less 2016 depreciation | \$62,893.05 |
| 47.2. 2006 CATERPILLAR 735 WATER TRUCK S/N B1N00357 | \$16,803.25 | 12/31/15 Impaired value less 2016 depreciation | \$16,803.25 |
| 47.3. 2005 TENNANT SENTINEL STREET SWEEPER S/N 6555 | \$14,497.74 | 12/31/15 Impaired value less 2016 depreciation | \$14,497.74 |
| 47.4. 2008 FORD F250 HUNTER GREEN VIN 1FTSW21R98EC39738 | \$7,033.78 | 12/31/15 Impaired value less 2016 depreciation | \$7,033.78 |
| 47.5. 2005 FORD F550 WHITE VIN 1FDAF56P45ED38169 | \$6,687.90 | 12/31/15 Impaired value less 2016 depreciation | \$6,687.90 |
| 47.6. 2004 CHEVY SILVERADO BLACK VIN 2GCEK13T341375550 | \$4,800.00 | 12/31/15 Impaired value less 2016 depreciation | \$4,800.00 |
| 47.7. 2006 FORD F650 XLSD H20 TANK VIN 3FRNF65C66V229912 | \$4,709.55 | 12/31/15 Impaired value less 2016 depreciation | \$4,709.55 |
| 47.8. 2006 FORD F350 BLUE VIN FTWF31P96EB71038 | \$3,402.00 | 12/31/15 Impaired value less 2016 depreciation | \$3,402.00 |
| 47.9. 2006 FORD F350 BLACK VIN 1FTWW31PX6EC04015 | \$3,220.69 | 12/31/15 Impaired value less 2016 depreciation | \$3,220.69 |

Debtor **Chieftain Sand and Proppant Barron, LLC**Case number (if known) **17-10065**

| | | | | |
|------------|---|----------------|--|----------------|
| 47.10. | 2003 FORD F150 RED VIN 2FTRX18LX3CA40400 | \$2,878.42 | 12/31/15 Impaired value less 2016 depreciation | \$2,878.42 |
| 47.11. | 2004 FORD F250 TAN VIN 1FTNX21P74ED74462 | \$2,873.90 | 12/31/15 Impaired value less 2016 depreciation | \$2,873.90 |
| 47.12. | 2002 FORD F150 BLUE VIN AFTRW08L72KB32720 | \$2,846.62 | 12/31/15 Impaired value less 2016 depreciation | \$2,846.62 |
| 47.13. | 2010 FORD F150 BLACK VIN 1FTFW1WV5AFB46802 | \$2,580.37 | 12/31/15 Impaired value less 2016 depreciation | \$2,580.37 |
| 47.14. | 2012 JOHN DEERE GATOR 8251 1M0825GSLCM051005 | \$2,083.28 | 12/31/15 Impaired value less 2016 depreciation | \$2,083.28 |
| 47.15. | 2004 FORD F350 DARK BLUE VIN 1FTSW31P84EB10145 | \$1,587.97 | 12/31/15 Impaired value less 2016 depreciation | \$1,587.97 |
| 47.16. | 2006 CHEVY K2500 RED VIN 1GCHK24U26E254116 | \$1,584.86 | 12/31/15 Impaired value less 2016 depreciation | \$1,584.86 |
| 47.17. | 2006 FORD F450 WHITE VIN 1FDXF47PX6EA25003 | \$1,580.31 | 12/31/15 Impaired value less 2016 depreciation | \$1,580.31 |
| 47.18. | TRAILER - 22' X 102" VIN 1192978 | \$1,566.98 | 12/31/15 Impaired value less 2016 depreciation | \$1,566.98 |
| 47.19. | 2012 JOHN DEERE GATOR 8251 1M0825GSTCM050975 | \$1,226.90 | 12/31/15 Impaired value less 2016 depreciation | \$1,226.90 |
| 47.20. | TRAILER - 20' PJ 14K STRAIGHT DECK EQUIPT. TRAILER VIN 2501659 | \$1,192.78 | 12/31/15 Impaired value less 2016 depreciation | \$1,192.78 |
| 47.21. | 1997 FORD F150 RED VIN 1FTDX1861VKA06106 | \$929.74 | 12/31/15 Impaired value less 2016 depreciation | \$929.74 |
| 47.22. | 2004 CHEVY SILVERADO BLACK VIN 2GCEK13T341375550 | \$916.64 | 12/31/15 Impaired value less 2016 depreciation | \$916.64 |
| 47.23. | TRAILER - 77" X 10' VIN 2182401 | \$545.04 | 12/31/15 Impaired value less 2016 depreciation | \$545.04 |
| 47.24. | 2002 FORD F SERIES WHITE VIN 2FTRF18282CA15696 | \$530.99 | 12/31/15 Impaired value less 2016 depreciation | \$530.99 |
| 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. | MACHINERY AND EQUIPMENT - OWNED | \$7,924,720.00 | 12/31/15 Impaired value less 2016 depreciation | \$7,924,720.00 |

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

51. Total of part 8

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

\$8,073,692.76

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

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 <small>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.</small> | Nature and extent of debtor's interest in property | Net book value of debtor's interest <small>(Where available)</small> | Valuation method used for current value | Current value of debtor's interest |
|---|--|---|---|------------------------------------|
|---|--|---|---|------------------------------------|

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

| | | | | |
|--|-------|----------------|--|----------------|
| 55.1. 022-1500-19-000 DP DRY PLANT FACILITY DRY PLANT 2671 3 1/2 AVE CTH AA CHETEK WI 54728 | OWNED | \$9,092,315.72 | 12/31/15 Impaired value | \$9,092,315.72 |
| 55.2. 022-1600-25-000 LAND ADJACENT TO DRY PLANT FACILITY DZIMIELA 2663 3 1/2 AVE CTH AA CHETEK WI 54728 | OWNED | \$49,890.71 | 12/31/15 Impaired value less 2016 depreciation | \$49,890.71 |
| 55.3. 022-1700-10-000 MINING PROPERTY D DRIVER 24 3/4 STREET CHETEK WI 54728 | OWNED | \$618,992.00 | 12/31/15 Impaired value less 2016 depreciation | \$618,992.00 |
| 55.4. 022-1700-12-000 WP WET PLANT FACILITY WET PLANT 362 25 1/2 ST CTH AA CHETEK WI 54728 | OWNED | \$5,390,998.75 | 12/31/15 Impaired value less 2016 depreciation | \$5,390,998.75 |
| 55.5. 022-1700-15-000 MINING PROPERTY LUCKEY MINE 2522 3RD AVE CHETEK WI 54728 | OWNED | \$586,182.48 | 12/31/15 Impaired value less 2016 depreciation | \$586,182.48 |

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

| Description and location of property 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. | Nature and extent of debtor's interest in property | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|--|--|---|------------------------------------|
|--|--|--|---|------------------------------------|

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

| | | | | |
|--|--|--------------|--|--------------|
| 55.6. 022-1700-22-000 MINING PROPERTY ANDERSON MINE 2586 3RD AVE CHETEK WI 54728 | OWNED, BUT WILL REVERT TO SELLER WHEN RECLAMATION COMPLETE | \$1.00 | 12/31/15 Impaired value less 2016 depreciation | \$1.00 |
| 55.7. 022-1800-02-000 MINING PROPERTY PETERSON 395 24 3/4 STREET CHETEK WI 54728 | OWNED | \$363,030.00 | 12/31/15 Impaired value less 2016 depreciation | \$363,030.00 |
| 55.8. 022-1800-04/11/17-000 MINING PROPERTY D. SKOUG 24 3/4 STREET CHETEK WI 54728 | OWNED | \$865,470.00 | 12/31/15 Impaired value less 2016 depreciation | \$865,470.00 |
| 55.9. 022-1800-05-000 MINING PROPERTY SCHAAF FARM 364 24 3/4 ST CHETEK WI 54728 | OWNED | \$497,325.37 | 12/31/15 Impaired value less 2016 depreciation | \$497,325.37 |
| 55.10. 022-1900-02-000 MINING PROPERTY POETSCH FARM 2485 3RD AVE CHETEK WI 54728 | OWNED | \$148,138.30 | 12/31/15 Impaired value less 2016 depreciation | \$148,138.30 |

56. Total of part 9

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

| |
|-----------------|
| \$17,612,344.33 |
|-----------------|

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.

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

| General description | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|---|--|---|------------------------------------|
| 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. CHIEFTAINSAND.COM | \$0.00 | _____ | \$0.00 |
| 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. _____ | \$ _____ | _____ | \$ _____ |
| 65. Goodwill | | | |
| 65.1. _____ | \$ _____ | _____ | \$ _____ |
| 66. Total of part 10 | | | \$0.00 |

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

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 | Current value of debtor's interest |
|---------------------------------------|-------------------|----------------------------------|------------------------------------|
| 71.1. _____ | \$ _____ | - \$ _____ | = → \$ _____ |
| _____ | | | |

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

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 |
| 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. PREPAID EXP - ROAD AGREEMENT | \$829,966.00 |
| 77.2. ASSET RETIREMENT COSTS (ARC) | \$103,519.00 |

78. Total of part 11

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

| |
|--------------|
| \$933,485.00 |
|--------------|

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 Barron, LLC**

Case number (if known) **17-10065**

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. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i> | \$828,404.00 | |
| 81. Deposits and prepayments. <i>Copy line 9, Part 2.</i> | \$1,076,491.00 | |
| 82. Accounts receivable. <i>Copy line 12, Part 3.</i> | \$13,202.00 | |
| 83. Investments. <i>Copy line 17, Part 4.</i> | \$0.00 | |
| 84. Inventory. <i>Copy line 23, Part 5.</i> | UNDETERMINED | |
| 85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i> | \$0.00 | |
| 86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i> | \$55,967.00 | |
| 87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i> | \$8,073,692.76 | |
| 88. Real property. <i>Copy line 56, Part 9.</i> → | | \$17,612,344.33 |
| 89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i> | \$0.00 | |
| 90. All other assets. <i>Copy line 78, Part 11.</i> + | \$933,485.00 | |
| 91. Total. Add lines 80 through 90 for each column.91a. | \$10,981,241.76 | + 91b. \$17,612,344.33 |
| 92. Total of all property on Schedule A/B. Lines 91a + 91b = 92. | | \$28,593,586.09 |

Fill in this information to identify the case:

Debtor name: Chieftain Sand and Proppant Barron, LLC
United States Bankruptcy Court for the: District of Delaware
Case number (if known): 17-10065

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

ARING EQUIPMENT COMPANY INC.
 P.O. BOX 912
 BUTLER WI 53007

Creditor's email address, if known

Date debt was incurred: Various

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

EXPIRED EQUIPMENT LEASES

Describe the lien

VARIOUS UCC FINANCING STATEMENTS

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

UNDETERMINED UNDETERMINED

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

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

BARRON ELECTRIC COOPERATIVE
P.O. BOX 40
1434 STATE HWY 25 NORTH
BARRON WI 54812

Creditor's email address, if known

Date debt was incurred: July 19, 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

POWER SUBSTATION OWNED BY BARRON ELECTRIC BUT LOCATED ON CHIEFTAIN SAND PROPERTY

UNDETERMINED UNDETERMINED

Describe the lien

UCC FINANCING STATEMENT NO. 120009634628

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

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

BRANNT VALLEY INC.
32588 COUNTY RD. 12
WINONA MN 55987

Creditor's email address, if known

Date debt was incurred: March 22, 2013

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

EXPIRED CONSTRUCTION AGREEMENT

UNDETERMINED UNDETERMINED

Describe the lien

UCC FINANCING STATEMENT NO. 130003747829

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

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

2.4. **Creditor's name and address** Describe debtor's property that is subject to a lien
 CAMERON RAIL SITE, LLC EXPIRED CONSTRUCTION AGREEMENT UNDETERMINED UNDETERMINED
 32588 COUNTY RD. 12
 WINONA MN 55987
Creditor's email address, if known

Date debt was incurred: May 14, 2013
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 the lien
 UCC FINANCING STATEMENT NO. 130006433117 & 130006432520
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

2.5. **Creditor's name and address** Describe debtor's property that is subject to a lien
 CATERPILLAR FINANCIAL SERVICES CORPORATION EXPIRED EQUIPMENT LEASES UNDETERMINED UNDETERMINED
 2120 WEST END AVENUE
 NASHVILLE TN 37203
Creditor's email address, if known

Date debt was incurred: Various
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 the lien
 VARIOUS UCC FINANCING STATEMENTS
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

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

2.6. **Creditor's name and address** **Describe debtor's property that is subject to a lien**

CNH INDUSTRIAL CAPITAL AMERICA LLC
100 BRUBAKER AVENUE
NEW HOLLAND PA 17557

TRACTOR LEASE

Describe the lien

UCC FINANCING STATEMENT NO.
140008900118 & 140010520917

Creditor's email address, if known

Date debt was incurred: July 8, 2014 & August 12, 2014

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: _____

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

UNDETERMINED UNDETERMINED

2.7. **Creditor's name and address** **Describe debtor's property that is subject to a lien**

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

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

\$66,195,192.00 UNDETERMINED

Describe the lien

UCC FINANCING STATEMENT NO.
120009922830, AS AMENDED

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.
ENERGY CAPITAL PARTNERS HAS A FIRST PRIORITY LIEN ON SUBSTANTIALLY ALL OF THE DEBTOR'S ASSETS

Yes. The relative priority of creditors is specified on lines: _____

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

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

2.8. **Creditor's name and address** Describe debtor's property that is subject to a lien

KNAPP RAILROAD BUILDER, INC. LIEN IN CONNECTION WITH TRACK AND ROAD BED WORK \$161,220.00 UNDETERMINED

Creditor's email address, if known

Describe the lien

CONSTRUCTION LIEN

Date debt was incurred: _____

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: 2.7

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

3. **Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.** \$66,356,412.00

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. BUCHANAN INGERSOLL & RONNEY PC KATHLEEN A MURPHY 919 N MARKET ST STE 1500 WILMINGTON DE 19801 | Line 2.5 | _____ |
| 3.2. BUCHANAN INGERSOLL & ROONEY PC PETER S RUSS ONE OXFORD CENTRE 301 GRANT ST, 20TH FLOOR PITTSBURGH PA 15219-1410 | Line 2.5 | _____ |
| 3.3. LATHAM & WATKINS LLP MITCHELL SEIDER 885 THIRD AVENUE, 16TH FL NEW YORK NY 10022 | Line 2.7 | _____ |
| 3.4. LATHAM & WATKINS LLP ANNEMARIE V. REILLY 885 THIRD AVENUE NEW YORK NY 10022 | Line 2.7 | _____ |

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

- | | | | |
|------|--|----------|-------|
| 3.5. | MACHULAK, ROBERTSON & SODOS, S.C. JOHN E. MACHULAK 1733 NORTH FARWELL AVENUE MILWAUKEE WI 53202 | Line 2.8 | _____ |
| 3.6. | RICHARDS LAYTON & FINGER LLP MARK COLLINS ONE RODNEY SQUARE 920 N. KING STREET WILMINGTON DE 190801 | Line 2.7 | _____ |
| 3.7. | RICHARDS, LAYTON & FINGER, P.A. JOHN H. KNIGHT ONE RODNEY SQUARE 920 NORTH KING ST WILMINGTON DE 19801 | Line 2.7 | _____ |
| 3.8. | RICHARDS, LAYTON & FINGER, P.A. BRETT M. HAYWOOD ONE RODNEY SQUARE 920 NORTH KING ST WILMINGTON DE 19801 | Line 2.7 | _____ |

Fill in this information to identify the case:

Debtor name: Chieftain Sand and Proppant Barron, LLC
United States Bankruptcy Court for the: District of Delaware
Case number (if known): 17-10065

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. | Priority creditor's name and mailing address | As of the petition filing date, the claim is: <i>Check all that apply.</i> | Total claim | Priority amount |
|------|--|--|--------------|-------------------------------------|
| | BARRON COUNTY TREASURER 335 E MONROE AVE RM 2412 BARRON WI 54812-1478 | <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed | \$426,095.00 | \$426,095.00 |
| | Date or dates debt was incurred 1/1/15-12/31/16 | Basis for the claim: PROPERTY TAXES | | |
| | Last 4 digits of account number: | Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | | |
| | Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8) | | | Nonpriority amount \$0.00 |
| 2.2. | Priority creditor's name and mailing address | As of the petition filing date, the claim is: <i>Check all that apply.</i> | Total claim | Priority amount |
| | TEXAS COMPTROLLER OF PUBLIC ACCOUNTS 111 E. 17TH STREET AUSTIN TX 78711 | <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed | \$300,000.00 | \$300,000.00 |
| | Date or dates debt was incurred 1/1/16-12/31/16 | Basis for the claim: TEXAS FRANCHISE TAXES (ESTIMATED) | | |
| | Last 4 digits of account number: | Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | | |
| | Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8) | | | Nonpriority amount \$0.00 |

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

2.3. **Priority creditor's name and mailing address**

TOWN OF DOVRE TREASURER
304 25 1/2 STREET
CHETEK WI 54728

Date or dates debt was incurred

1/1/16-12/31/16

Last 4 digits of account number:

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)

As of the petition filing date, the claim is:

Check all that apply.

- Contingent
- Unliquidated
- Disputed

Basis for the claim:

PROPERTY TAXES

Is the claim subject to offset?

- No
- Yes

Total claim

\$254,505.00

Priority amount

\$254,505.00

Nonpriority amount

\$0.00

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

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.

| | | |
|---|--|---|
| <p>3.1. Nonpriority creditor's name and mailing address A-1 EXPRESS TRUCKING P.O. BOX 90 408 26TH AVE BLOOMER WI 54724</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$236.00</p> |
|---|--|---|

| | | |
|--|--|---|
| <p>3.2. Nonpriority creditor's name and mailing address ACTON MOBILE P.O. BOX 758689 BALTIMORE MD 21275-8689</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$2,599.00</p> |
|--|--|---|

| | | |
|---|--|--|
| <p>3.3. Nonpriority creditor's name and mailing address ASPEN TECHNOLOGY INC P.O. BOX 347374 PITTSBURGH PA 15251-4374</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$14,547.00</p> |
|---|--|--|

Debtor **Chieftain Sand and Proppant Barron, LLC**

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| | | |
|--|--|---|
| <p>3.4. Nonpriority creditor's name and mailing address ASSETPOINT PO BOX 743722 ATLANTA GA 30374-3722</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$20,788.00</p> |
| <p>3.5. Nonpriority creditor's name and mailing address BARRON ELECTRIC 1434 STATE HWY 25 N BARRON WI 54812</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$21,047.71</p> |
| <p>3.6. Nonpriority creditor's name and mailing address CALDWELL-BAKER COMPANY P.O. BOX 226 GARDNER KS 66030</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$1,372,216.00</p> |

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

- | | | |
|--|---|---|
| <p>3.7. Nonpriority creditor's name and mailing address CATERPILLAR FINANCIAL SERVICES CORPORATION PO BOX 730669 DALLAS TX 75373-0669</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number: _____</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$1,609,378.00</p> |
| <p>3.8. Nonpriority creditor's name and mailing address CIT GROUP/EQUIPMENT FINANCING, INC. PO BOX 4339 CHURCH STREET STATION NEW YORK NY 10261-4339</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number: _____</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$850,708.00</p> |
| <p>3.9. Nonpriority creditor's name and mailing address CNH INDUSTRIAL CAPITAL AMERICA LLC PO BOX 7247 PHILADELPHIA PA 19170-0330</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number: _____</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$8,027.00</p> |

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

3.10. **Nonpriority creditor's name and mailing address**

CONN MACIEL CAREY LLP
5335 WISCONSIN AVE NW
WASHINGTON DC 20015

Date or dates debt was incurred

Last 4 digits of account number:

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

- Contingent
- Unliquidated
- Disputed

Basis for the claim:

GENERAL TRADE PAYABLE

Is the claim subject to offset?

- No
- Yes

Amount of claim

\$240.00

3.11. **Nonpriority creditor's name and mailing address**

CONTINENTAL INTERMODAL GROUP, LP
P.O. BOX 847844
DALLAS TX 75284

Date or dates debt was incurred

Last 4 digits of account number:

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

- Contingent
- Unliquidated
- Disputed

Basis for the claim:

GENERAL TRADE PAYABLE

Is the claim subject to offset?

- No
- Yes

Amount of claim

\$16,277.00

3.12. **Nonpriority creditor's name and mailing address**

CSC
PO BOX 13397
PHILADELPHIA PA 19101-3397

Date or dates debt was incurred

Last 4 digits of account number:

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

- Contingent
- Unliquidated
- Disputed

Basis for the claim:

GENERAL TRADE PAYABLE

Is the claim subject to offset?

- No
- Yes

Amount of claim

\$1,640.00

Debtor **Chieftain Sand and Proppant Barron, LLC**

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| | | |
|--|--|---|
| <p>3.13. Nonpriority creditor's name and mailing address DONNELLEY FINANCIAL, LLC P.O. BOX 842282 BOSTON MA 02284-2282</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> | <p>Amount of claim</p> <p>\$1,829.00</p> |
|--|--|---|

Date or dates debt was incurred

Basis for the claim:
 GENERAL TRADE PAYABLE

Last 4 digits of account number:

Is the claim subject to offset?

No
 Yes

| | | |
|---|--|---|
| <p>3.14. Nonpriority creditor's name and mailing address EO JOHNSON CO. INC. PO BOX 660831 DALLAS TX 75266-0831</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> | <p>Amount of claim</p> <p>\$144.00</p> |
|---|--|---|

Date or dates debt was incurred

Basis for the claim:
 GENERAL TRADE PAYABLE

Last 4 digits of account number:

Is the claim subject to offset?

No
 Yes

| | | |
|---|--|--|
| <p>3.15. Nonpriority creditor's name and mailing address FABICK CAT / FABCO EQUIPMENT, INC. PO BOX 259040 MADISON WI 53725-9040</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> | <p>Amount of claim</p> <p>\$70,391.00</p> |
|---|--|--|

Date or dates debt was incurred

Basis for the claim:
 GENERAL TRADE PAYABLE

Last 4 digits of account number:

Is the claim subject to offset?

No
 Yes

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

| | | |
|---|--|---|
| <p>3.16. Nonpriority creditor's name and mailing address GIBBS & BRUNS, LLP 1100 LOUISIANA SUITE 5300 HOUSTON TX 77002</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$4,431.00</p> |
| <p>3.17. Nonpriority creditor's name and mailing address HART ENERGY PUBLISHING, LLLP PO BOX 301405 DALLAS TX 75303-1405</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$1,900.00</p> |
| <p>3.18. Nonpriority creditor's name and mailing address INTELLITRANS, LLC PO BOX 934941 ATLANTA GA 31193-3493</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$1,665.00</p> |

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

| | | |
|--|--|---|
| <p>3.19. Nonpriority creditor's name and mailing address IOWA NORTHERN RAILWAY CO 305 2ND ST SE STE 400 CEDAR RAPIDS IA 52401</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$105,371.00</p> |
| <p>3.20. Nonpriority creditor's name and mailing address KINGS OILFIELD SERVICES P.O. BOX 69570 ODESSA TX 79769</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$3,343.00</p> |
| <p>3.21. Nonpriority creditor's name and mailing address MOBILE MINI INC P.O. BOX 740773 CINCINNATI OH 45274-0773</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$268.00</p> |

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| | | |
|--|--|---|
| <p>3.22. Nonpriority creditor's name and mailing address NORTHERN LAKE SERVICE INC 400 NORTH LAKE AVE CRANDON WI 54520</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$2,076.00</p> |
|--|--|---|

| | | |
|--|--|---|
| <p>3.23. Nonpriority creditor's name and mailing address OTTEN JOHNSON 950 17TH STREET DENVER CO 80202</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$1,485.00</p> |
|--|--|---|

| | | |
|--|--|---|
| <p>3.24. Nonpriority creditor's name and mailing address PACE ANALYTICAL P.O. BOX 684056 CHICAGO IL 60695-4056</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$900.00</p> |
|--|--|---|

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| | | |
|---|--|---|
| <p>3.25. Nonpriority creditor's name and mailing address QUALITY PROPANE INC 14950 81ST AVE CHIPPEWA FALLS WI 54729</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$549.00</p> |
| <p>3.26. Nonpriority creditor's name and mailing address REPUBLIC SERVICES/ALLIED WASTE PO BOX 9001099 LOUISVILLE KY 40290-1099</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$2.00</p> |
| <p>3.27. Nonpriority creditor's name and mailing address ROBERT & JANICE PETERSON Address Intentionally Omitted</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: LAND PURCHASE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$205,000.00</p> |

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| | | |
|---|--|---|
| <p>3.28. Nonpriority creditor's name and mailing address SATELLITE SHELTERS INC 2530 XENIUM LANE NORTH SUITE 150 MINNEAPLOIS MN 55441</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number: _____</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$2,195.00</p> |
| <p>3.29. Nonpriority creditor's name and mailing address SHREDAWAY 2515 WEST PRINCETON AVENUE EAU CLAIRE WI 54703</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number: _____</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$450.00</p> |
| <p>3.30. Nonpriority creditor's name and mailing address STATE OF NEW MEXICO PO BOX 25128 SANTA FE NM 87504</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number: _____</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: LATE CHARGE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$5.00</p> |

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| | | |
|---|--|---|
| <p>3.31. Nonpriority creditor's name and mailing address STOUT CONSTRUCTION INC 3022 HADLEY AVE N OAKDALE MN 55128</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$1,295.00</p> |
| <p>3.32. Nonpriority creditor's name and mailing address TEXAS COMPTROLLER OF PUBLIC ACCOUNTS 111 E. 17TH STREET AUSTIN TX 78711</p> <p>Date or dates debt was incurred 12/21/2016</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: LATE CHARGE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$52.00</p> |
| <p>3.33. Nonpriority creditor's name and mailing address TIDEWATER LOGISTICS CORP PO BOX 161095 FORT WORTH TX 76161-1095</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$230,933.00</p> |

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| | | |
|--|---|--|
| <p>3.34. Nonpriority creditor's name and mailing address TWIN EAGLE SAND LOGISTICS, LLC. 1900 16TH STREET SUITE 450 DENVER CO 80202</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: Check all that apply.</p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$56,948.00</p> |
| <p>3.35. Nonpriority creditor's name and mailing address UNION PACIFIC RAILROAD P.O. BOX 502453 SAINT LOUIS MO 63150-2453</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: Check all that apply.</p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$5,750.00</p> |
| <p>3.36. Nonpriority creditor's name and mailing address UPS LOCKBOX 577 CAROL STREAM IL 60132-0577</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: Check all that apply.</p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$87.00</p> |

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| | | |
|--|--|--|
| <p>3.37. Nonpriority creditor's name and mailing address VAA, LLC 2300 BERKSHIRE LANE NORTH SUITE 200 PLYMOUTH MN 55441</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$14,509.00</p> |
| <p>3.38. Nonpriority creditor's name and mailing address VALLEY SCALE SERVICE, INC. 5555 N 28TH AVE WAUSAU WI 54401</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$3,910.00</p> |
| <p>3.39. Nonpriority creditor's name and mailing address WELLS FARGO RAIL P.O. BOX 60546 CHARLOTTE NC 28260-0546</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$7,712.00</p> |

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| | | |
|---|--|--|
| <p>3.40. Nonpriority creditor's name and mailing address WERNER ELECTRIC SUPPLY P.O. BOX 856890 MINNEAPOLIS MN 55485-6890</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$12,318.00</p> |
|---|--|--|

| | | |
|--|--|---|
| <p>3.41. Nonpriority creditor's name and mailing address WISCONSIN NORTHERN RAILROAD P.O. BOX 1277 LAKEVILLE MN 55044-1277</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number:</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: GENERAL TRADE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> | <p>Amount of claim</p> <p>\$141,268.00</p> |
|--|--|---|

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Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

| Name and mailing address | On which line in Part 1 or Part 2 is the related creditor (if any) listed? | Last 4 digits of account number, if any |
|---|--|---|
| BUCHANAN INGERSOLL & RONNEY PC KATHLEEN A MURPHY 919 N MARKET ST STE 1500 WILMINGTON DE 19801 | Part 2 line 3.7 | _____ |
| BUCHANAN INGERSOLL & ROONEY PC PETER S RUSS ONE OXFORD CENTRE 301 GRANT ST, 20TH FLOOR PITTSBURGH PA 15219-1410 | Part 2 line 3.7 | _____ |
| DEANEE KOLL BAKKEE NORMAN 2919 SCHNEIDER AVE SE PO BOX 280 MENOMINEE WI 54751 | Part 2 line 3.27 | _____ |
| VEDDER PRICE PC MICHAEL L SCHEIN 1633 BROADWAY 31ST FLOOR NEW YORK NY 10019 | Part 2 line 3.8 | _____ |

Debtor **Chieftain Sand and Proppant Barron, LLC**

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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 |
|--|-----|---|------------------------|
| 5a. Total claims from Part 1 | 5a. | | \$980,600.00 |
| 5b. Total claims from Part 2 | 5b. | + | \$4,794,489.71 |
| 5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c. | 5c. | | \$5,775,089.71 |

Fill in this information to identify the case:

Debtor name: Chieftain Sand and Proppant Barron, LLC
United States Bankruptcy Court for the: District of Delaware
Case number (if known): 17-10065

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

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- 2.4. **Title of contract** TRANSLOAD SERVICES 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** AGRI-EMPRESA TRANSLOAD SERVICES AGREEMENT
- Nature of debtor's interest** SERVICES AGREEMENT AGRI-EMPRESA TRANSLOAD & STORAGE, LLC
- State the term remaining** AUTO RENEWAL ANNUALLY 6001 WEST INDUSTRIAL MIDLAND TX 79706
- List the contract number of any government contract** _____
- 2.5. **Title of contract** COUNTY HIGHWAY REPAIR AND 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** BARRON COUNTY HIGHWAY DEPARTMENT
- Nature of debtor's interest** GOVERNMENT AGREEMENT BARRON COUNTY HIGHWAY COMMISSIONER
- State the term remaining** ONGOING UNTIL COMPANY DISCONTINUES OPERATIONS 260 NORTH 7TH STREET BARRON WI 54812
- List the contract number of any government contract** _____
- 2.6. **Title of contract** BASE CONTRACT FOR SALE AND PURCHASE OF NATURAL GAS **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** CENTERPOINT ENERGY SERVICES, INC
- Nature of debtor's interest** ENERGY CONTRACT CENTERPOINT ENERGY SERVICES, INC.
- State the term remaining** ONGOING UNTIL 30 DAYS WRITTEN NOTICE GIVEN 800 LASALLE AVENUE SUITE 1725 MINNEAPOLIS MN 55402
- List the contract number of any government contract** _____
- 2.7. **Title of contract** SCHEDULE NO. 01 MASTER RAILCAR LEASE CSPB01FMASTER **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** RAILCAR LEASE - 30 CARS - CIT CONTRACT#CSPB01001
- Nature of debtor's interest** LEASE AGREEMENT CIT RAIL LLC
- State the term remaining** 1/31/2020 C/O THE CIT GROUP/EQUIPMENT FINANCING, INC., AS SERVICER SENIOR VP - RAIL GROUP
- List the contract number of any government contract** _____ 30 S. WACKER DRIVE SUITE 2900 CHICAGO IL 60606
- 2.8. **Title of contract** SCHEDULE NO. 02 MASTER RAILCAR LEASE CSPB01FMASTER **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** RAILCAR LEASE - 19 CARS - CIT CONTRACT#CSPB01002
- Nature of debtor's interest** LEASE AGREEMENT CIT RAIL LLC
- State the term remaining** 12/31/2019 C/O THE CIT GROUP/EQUIPMENT FINANCING, INC., AS SERVICER SENIOR VP - RAIL GROUP
- List the contract number of any government contract** _____ 30 S. WACKER DRIVE SUITE 2900 CHICAGO IL 60606

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- 2.9. **Title of contract** SCHEDULE NO. 03 MASTER RAILCAR LEASE
CSPB01FMASTER
- State what the contract or lease is for** RAILCAR LEASE - 96 CARS - CIT CONTRACT#CSPB01003
- Nature of debtor's interest** LEASE AGREEMENT
- State the term remaining** 5/31/2020
- 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**
CIT RAIL LLC
C/O THE CIT GROUP/EQUIPMENT FINANCING, INC., AS SERVICER
SENIOR VP - RAIL GROUP
30 S. WACKER DRIVE
SUITE 2900
CHICAGO IL 60606
- 2.10. **Title of contract** SCHEDULE NO. 04 MASTER RAILCAR LEASE
CSPB01FMASTER
- State what the contract or lease is for** RAILCAR LEASE - 110 CARS - CIT CONTRACT#CSPB01004
- Nature of debtor's interest** LEASE AGREEMENT
- State the term remaining** 2/28/2022
- 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**
CIT RAIL LLC
C/O THE CIT GROUP/EQUIPMENT FINANCING, INC., AS SERVICER
SENIOR VP - RAIL GROUP
30 S. WACKER DRIVE
SUITE 2900
CHICAGO IL 60606
- 2.11. **Title of contract** SCHEDULE NO. 05 MASTER RAILCAR LEASE
CSPB01FMASTER
- State what the contract or lease is for** RAILCAR LEASE - 60 CARS - CIT CONTRACT#CSPB01005
- Nature of debtor's interest** LEASE AGREEMENT
- State the term remaining** 8/31/2021
- 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**
CIT RAIL LLC
C/O THE CIT GROUP/EQUIPMENT FINANCING, INC., AS SERVICER
SENIOR VP - RAIL GROUP
30 S. WACKER DRIVE
SUITE 2900
CHICAGO IL 60606
- 2.12. **Title of contract** SCHEDULE NO. 06 MASTER RAILCAR LEASE
CSPB01FMASTER
- State what the contract or lease is for** RAILCAR LEASE - 30 CARS - CIT CONTRACT#CSPB01006
- Nature of debtor's interest** LEASE AGREEMENT
- State the term remaining** 8/31/2021
- 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**
CIT RAIL LLC
C/O THE CIT GROUP/EQUIPMENT FINANCING, INC., AS SERVICER
SENIOR VP - RAIL GROUP
30 S. WACKER DRIVE
SUITE 2900
CHICAGO IL 60606
- 2.13. **Title of contract** SCHEDULE NO. 07 MASTER RAILCAR LEASE
CSPB01FMASTER
- State what the contract or lease is for** RAILCAR LEASE - 25 CARS - CIT CONTRACT#CSPB01007
- Nature of debtor's interest** LEASE AGREEMENT
- State the term remaining** 7/31/2021
- 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**
CIT RAIL LLC
C/O THE CIT GROUP/EQUIPMENT FINANCING, INC., AS SERVICER
SENIOR VP - RAIL GROUP
30 S. WACKER DRIVE
SUITE 2900
CHICAGO IL 60606

Debtor **Chieftain Sand and Proppant Barron, LLC**Case number (if known) **17-10065**

- 2.14. **Title of contract** SCHEDULE NO. 01 MASTER RAILCAR LEASE
CSPB02FMASTER
- State what the contract or lease is for** RAILCAR LEASE - 50 CARS - CIT CONTRACT#CSPB02001
- Nature of debtor's interest** LEASE AGREEMENT
- State the term remaining** 1/31/2020
- 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**
CIT RAIL LLC
C/O THE CIT GROUP/EQUIPMENT FINANCING, INC., AS SERVICER
SENIOR VP - RAIL GROUP
30 S. WACKER DRIVE
SUITE 2900
CHICAGO IL 60606
- 2.15. **Title of contract** SCHEDULE NO. 01 MASTER RAILCAR LEASE
CSPB03FMASTER
- State what the contract or lease is for** RAILCAR LEASE - 37 CARS - CIT CONTRACT#CSPB03001
- Nature of debtor's interest** LEASE AGREEMENT
- State the term remaining** 1/31/2021
- 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**
CIT RAIL LLC
C/O THE CIT GROUP/EQUIPMENT FINANCING, INC., AS SERVICER
SENIOR VP - RAIL GROUP
30 S. WACKER DRIVE
SUITE 2900
CHICAGO IL 60606
- 2.16. **Title of contract** PURCHASE & SALE AGREEMENT
- State what the contract or lease is for** MICHAEL AND CHRISTINE CONOBOY - LAND PURCHASE AND SALE AGREEMENT
- Nature of debtor's interest** LAND AGREEMENT
- State the term remaining** 1/31/2018
- 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**
CONOBOY, MICHAEL M.
Address Intentionally Omitted
- 2.17. **Title of contract** VENUE CIRTUAL DATA ROOM
- State what the contract or lease is for** VENUE DATA ROOM - RR DONNELLY
- Nature of debtor's interest** IT CONTRACT
- 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**
DONNELLEY FINANCIAL SOLUTIONS
PO BOX 842282
BOSTON MA 02284-2282
- 2.18. **Title of contract** DNBI CORPORATE - BASIC PACKAGE
- State what the contract or lease is for** DUN & BRADSTREET
- Nature of debtor's interest** SERVICES
- State the term remaining** 6/20/2017
- 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**
DUN & BRADSTREET
103 JFK PARKWAY
SHORT HILLS NJ 07078

Debtor **Chieftain Sand and Proppant Barron, LLC**Case number (if known) **17-10065**

- 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** EQUIPMENT LEASE NO. 105-0977678 **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 - EQUIPMENT CONTRACT #105-0977678 - LOGISTICS TRAILER - SN: V1505100698
- Nature of debtor's interest** EQUIPMENT LEASE 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** _____
- 2.21. **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** _____
- 2.22. **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** _____
- 2.23. **Title of contract** EQUIPMENT LEASE NO. 947319 **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. - HP DESIGNJET T790 44-IN EPRINTER - SN 6N3CPGK00V - LEASE #947319
- Nature of debtor's interest** EQUIPMENT LEASE EO JOHNSON CO.
1505 PRAIRIE LANE
EAU CLAIRE WI 54703
- State the term remaining** 3/24/2018
- List the contract number of any government contract** _____

Debtor **Chieftain Sand and Proppant Barron, LLC**Case number (if known) **17-10065**

- 2.24. **Title of contract** MASTER PURCHASE AGREEMENT FOR PRODUCTS AND/OR SERVICES **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** MASTER PURCHASE AGREEMENT - FTS INTERNATIONAL SERVICES, LLC
- Nature of debtor's interest** MASTER PURCHASE AGREEMENT
- State the term remaining** ONGOING WITH 30 DAY WRITTEN NOTICE
- List the contract number of any government contract** _____
- FTS INTERNATIONAL SERVICES, LLC
OFFICE OF GENERAL COUNSEL-TRANSACTIONS
777 MAIN STREET
SUITE 3000
FORT WORTH TX 76102
- 2.25. **Title of contract** SECURITY OFFICER SERVICE 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** GENERAL SECURITY SERVICES CORPORATION
- Nature of debtor's interest** SERVICES CONTRACT
- State the term remaining** MONTH TO MONTH
- List the contract number of any government contract** _____
- GENERAL SECURITY SERVICES CORPORATION
9110 MEADOWVIEW ROAD
MINNEAPOLIS MN 55425-2458
- 2.26. **Title of contract** EQUIPMENT OPERATING LEASE **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** NEW HOLLAND T8 TRACTOR - MODEL T8.360
- Nature of debtor's interest** EQUIPMENT LEASE
- State the term remaining** 7/1/2017
- List the contract number of any government contract** _____
- HEHLI-VOLD CORPORATION
PO BOX 469
MENOMONIE WI 54751
- 2.27. **Title of contract** CAR STORAGE 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** RAILCAR STORAGE AGREEMENT - IOWA NORTHERN
- Nature of debtor's interest** STORAGE AGREEMENT
- State the term remaining** 10/22/2016
- List the contract number of any government contract** _____
- IOWA NORTHERN RAILWAY COMPANY
305 SECOND STREET SE
SUITE 400
CEDAR RAPIDS IA 52401
- 2.28. **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** 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** _____
- JFTCO, INC
D/B/A FABCO EQUIPMENT INC.
11200 W. SILVER SPRING ROAD
MILWAUKEE WI 53225

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

- | | | |
|-------|---|--|
| 2.29. | <p>Title of contract EQUIPMENT RENTAL AGREEMENT</p> <p>State what the contract or lease is for FABICK CAT/FABCO EQUIPMENT - 140M2 AWD MOTOR GRADER - S/N M9J00942</p> <p>Nature of debtor's interest EQUIPMENT RENTAL</p> <p>State the term remaining MONTH TO MONTH</p> <p>List the contract number of any government contract _____</p> | <p>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</p> <p>JFTCO, INC D/B/A FABCO EQUIPMENT INC. 11200 W. SILVER SPRING ROAD MILWAUKEE WI 53225</p> |
| 2.30. | <p>Title of contract GRAZING LEASE</p> <p>State what the contract or lease is for KJELL C. JORSTAD - GRAZING LEASE, (CHIEFTAIN IS LANDLORD)</p> <p>Nature of debtor's interest LESSOR</p> <p>State the term remaining 12/31/2016</p> <p>List the contract number of any government contract _____</p> | <p>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</p> <p>JORSTAD, KJELL C. Address Intentionally Omitted</p> |
| 2.31. | <p>Title of contract FIVE YEAR CYLINDER LEASE AND GAS PURCHASE AGREEMENT</p> <p>State what the contract or lease is for MISSISSIPPI WELDERS SUPPLY CO - GAS CYLINDERS</p> <p>Nature of debtor's interest LEASE AGREEMENT</p> <p>State the term remaining 8/29/2018</p> <p>List the contract number of any government contract _____</p> | <p>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</p> <p>MISSISSIPPI WELDERS SUPPLY CO., INC 5050 WEST 6TH STREET WINONA MN 55987</p> |
| 2.32. | <p>Title of contract FARMLAND LEASE</p> <p>State what the contract or lease is for MMC FARMS, LLC - (KENNETH LYREK) - FARM LEASE, (CHIEFTAIN IS LANDLORD)</p> <p>Nature of debtor's interest LESSOR</p> <p>State the term remaining 3/31/2019</p> <p>List the contract number of any government contract _____</p> | <p>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</p> <p>MMC FARMS, LLC Address Intentionally Omitted</p> |
| 2.33. | <p>Title of contract MODEL 10W 10' OPEN BAY OFFICE</p> <p>State what the contract or lease is for MOBILE MINI - GUARD SHACK FOR SAMPLES - MODEL 10W 10' OPEN BAY OFFICE - SN: AS10VYW0096 - CONTRACT #: 298083342</p> <p>Nature of debtor's interest TRAILER LEASE</p> <p>State the term remaining MONTH TO MONTH</p> <p>List the contract number of any government contract _____</p> | <p>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</p> <p>MOBILE MINI 7420 S. KYRENE ROAD SUITE 101 TEMPE AZ 85283</p> |

Debtor **Chieftain Sand and Proppant Barron, LLC**

Case number (if known) **17-10065**

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|-------|---|---|---|
| 2.34. | Title of contract State what the contract or lease is for Nature of debtor's interest State the term remaining List the contract number of any government contract | MODEL 10W 10' OPEN BAY OFFICE MOBILE MINI - GUARD SHACK - MODEL 10W 10' OPEN BAY OFFICE - SN: AS10SYW0213 - CONTRACT #: 298083344 TRAILER LEASE MONTH TO MONTH _____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease MOBILE MINI 7420 S. KYRENE ROAD SUITE 101 TEMPE AZ 85283 |
| 2.35. | Title of contract State what the contract or lease is for Nature of debtor's interest State the term remaining List the contract number of any government contract | MODEL 10W 10' OPEN BAY OFFICE MOBILE MINI - GUARD SHACK - MODEL 10W 10' OPEN BAY OFFICE - SN: AS10SYW0141 - CONTRACT #: 298083346 TRAILER LEASE MONTH TO MONTH _____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease MOBILE MINI 7420 S. KYRENE ROAD SUITE 101 TEMPE AZ 85283 |
| 2.36. | Title of contract State what the contract or lease is for Nature of debtor's interest State the term remaining List the contract number of any government contract | MODEL 40W 40' OPEN BAY OFFICE MOBILE MINI - OFFICE FOR UNIFORMS -MODEL 40W 40' OPEN BAY OFFICE - SN: AS40TYW1417 - CONTRACT #: 151005371 TRAILER LEASE MONTH TO MONTH _____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease MOBILE MINI 7420 S. KYRENE ROAD SUITE 101 TEMPE AZ 85283 |
| 2.37. | Title of contract State what the contract or lease is for Nature of debtor's interest State the term remaining List the contract number of any government contract | OPTION AGREEMENT ROBERT AND JANICE PETERSON OPTION AGREEMENT 12/31/2016 _____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease PETERSON, ROBERT AND JANICE Address Intentionally Omitted |
| 2.38. | Title of contract State what the contract or lease is for Nature of debtor's interest State the term remaining List the contract number of any government contract | RAIL SERVICES AGREEMENT RAIL SERVICES AGREEMENT - PROGRESSIVE RAIL SERVICES AGREEMENT 6/24/2017 _____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease PROGRESSIVE RAIL INC. CEO 21778 HIGHWAY AVENUE LAKEVILLE MN 55044 |

Debtor **Chieftain Sand and Proppant Barron, LLC**Case number (if known) **17-10065**

- 2.39. **Title of contract** INDUSTRY TRACK 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** INDUSTRY TRACK AGREEMENT
- Nature of debtor's interest** INDUSTRY TRACK AGREEMENT PROGRESSIVE RAIL INC.
CEO
- State the term remaining** ONGOING - NO EXPIRATION DATE DEFINED 21778 HIGHWAY AVENUE
LAKEVILLE MN 55044
- List the contract number of any government contract** _____
- 2.40. **Title of contract** RENTAL ORDER DWO2460 **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** SATELLITE SHELTERS, INC. - LOGISTICS TRAILER - SN: S039468/69 - CONTRACT #: RO337732
- Nature of debtor's interest** TRAILER LEASE SATELLITE SHELTERS, INC.
MINNEAPOLIS
- State the term remaining** MONTH TO MONTH 200570 75TH AVE N
HAMEL MN 55340-9459
- List the contract number of any government contract** _____
- 2.41. **Title of contract** FARMLAND LEASE **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** CHARLES SCHAAF - FARM LEASE, (CHIEFTAIN IS LANDLORD)
- Nature of debtor's interest** LESSOR SCHAAF, CHARLES
Address Intentionally Omitted
- State the term remaining** 12/31/2016
- List the contract number of any government contract** _____
- 2.42. **Title of contract** FARMLAND LEASE **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** STEVEN D. SKOUG - FARM LEASE, (CHIEFTAIN IS LANDLORD)
- Nature of debtor's interest** LESSOR SKOUG, STEVEN D.
Address Intentionally Omitted
- State the term remaining** 3/31/2017
- List the contract number of any government contract** _____
- 2.43. **Title of contract** INDEPENDENT BROKER 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** INDEPENDENT BROKER AGREEMENT - WYOMING PROPPANTS DBA SOUTH DAKOTA PROPPANTS
- Nature of debtor's interest** INDEPENDENT BROKER AGREEMENT SOUTH DAKOTA PROPPANTS
PATRIC GALVIN
- State the term remaining** ONGOING WITH 10 DAY WRITTEN NOTICE 36 BEAR DRIVE
EVERGREEN CO 80439
- List the contract number of any government contract** _____

Debtor **Chieftain Sand and Proppant Barron, LLC**Case number (if known) **17-10065**

- 2.44. **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** _____
- 2.45. **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** _____
- 2.46. **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** _____
- 2.47. **Title of contract** OPERATIONS AGREEMENT AND RESTATED OPERATIONS 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** OPERATORS AGREEMENT
- Nature of debtor's interest** GOVERNMENT AGREEMENT TOWN OF DOVRE
TOWN CLERK
2894A 3-1/2 AVENUE
NEW AUBURN WI 54757
- State the term remaining** 3/31/2038
- List the contract number of any government contract** _____
- 2.48. **Title of contract** TRANSLOADING AND STORAGE SERVICES AGREEMENT - MONTHLY SPOT VOLUMES **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** TWIN EAGLE LOGISTICS - TERMINAL AGREEMENT
- Nature of debtor's interest** SERVICES AGREEMENT TWIN EAGLE SAND LOGISTICS, LLC
CONTRACTS DEPT.
8847 WEST SAM HOUSTON
PARKWAY N.
HOUSTON TX 77040
- State the term remaining** ONGOING
- List the contract number of any government contract** _____

Debtor **Chieftain Sand and Proppant Barron, LLC**Case number (if known) **17-10065**

- | | | | |
|-------|--|---|--|
| 2.49. | Title of contract | PORTABLE TRUCK SCALE INSTALLATION | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease VALU WEIGH 5555 N. 28TH AVE WAUSAU WI 54401 |
| | State what the contract or lease is for | PORTABLE TRUCK SCALE - VALU WEIGH | |
| | Nature of debtor's interest | EQUIPMENT RENTAL | |
| | State the term remaining | ONGOING - NO EXPIRATION DATE DEFINED | |
| | List the contract number of any government contract | _____ | |
| | | | |
| 2.50. | Title of contract | MASTER PURCHASE AGREEMENT | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease WANLI RESOURCES, LLC 9950 WESTPARK DRIVE HOUSTON TX 77063 |
| | State what the contract or lease is for | MASTER PURCHASE AGREEMENT - WANLI RESOURCES | |
| | Nature of debtor's interest | MASTER PURCHASE AGREEMENT | |
| | State the term remaining | 2/18/2017 | |
| | List the contract number of any government contract | _____ | |
| | | | |
| 2.51. | 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 WE ENERGIES 231 W MICHIGAN STREET MILWAUKEE WI 53203 |
| | State what the contract or lease is for | WE ENERGIES (WISCONSIN GAS LLC) | |
| | Nature of debtor's interest | ENERGY CONTRACT | |
| | State the term remaining | ONGOING UNTIL CHANGED BY EITHER PARTY | |
| | List the contract number of any government contract | _____ | |
| | | | |
| 2.52. | Title of contract | PARTS MANAGEMENT AGREEMENT | 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 |
| | 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 | _____ | |
| | | | |
| 2.53. | Title of contract | MASTER PURCHASE AGREEMENT | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease WPX ENERGY, INC. MANAGER STRATEGIC SOURCING, MD 35 MAIL STOP 35-7 ONE WILLIAM CENTER TULSA OK 74122-0172 |
| | State what the contract or lease is for | MASTER PURCHASE AGREEMENT - WPX ENERGY, INC. | |
| | Nature of debtor's interest | MASTER PURCHASE AGREEMENT | |
| | State the term remaining | MONTH TO MONTH | |
| | List the contract number of any government contract | _____ | |

Fill in this information to identify the case:

Debtor name: Chieftain Sand and Proppant Barron, LLC
United States Bankruptcy Court for the: District of Delaware
Case number (if known): 17-10065

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, 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 |
|------|----------------------------------|--|--|---|

Fill in this information to identify the case:

Debtor name: Chieftain Sand and Proppant Barron, LLC
United States Bankruptcy Court for the: District of Delaware
Case number (if known): 17-10065

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

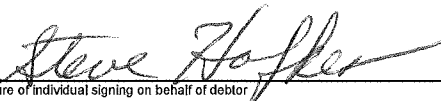
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

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