

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

In re:	)	
Chieftain Sand and Proppant, LLC, <i>et al.</i> ,	)	Case No. 17-10064 (KG)
Debtors. <sup>1</sup>	)	Chapter 11
	)	(Jointly Administered)
	)	<b>Re: Docket Nos. 10, 30, 80</b>

**FINAL ORDER AUTHORIZING THE DEBTORS TO PAY PREPETITION WAGES,  
COMPENSATION, EMPLOYEE BENEFITS AND OTHER OBLIGATIONS**

Upon the *Motion of the Debtors for Entry of Interim and Final Orders Authorizing the Debtors to Pay Prepetition Wages, Compensation, Employee Benefits and Other Associated Obligations* (the “**Motion**”)<sup>2</sup> and upon the First Day Declaration; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware dated as of February 29, 2012; and it appearing that this Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and the Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that sufficient notice of the Motion has been given; and it appearing that the relief requested by the Motion is in the best interests of the Debtor’s estates; and sufficient cause appearing therefor; it is hereby

ORDERED that the Motion is **GRANTED** on a final basis as set forth herein; and it is further

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

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Motion.

ORDERED that the Debtors are authorized, except to the extent provided in the paragraphs below, to continue to honor, in their discretion, the Employee Obligations; and it is further

ORDERED that no Employee shall be paid more than the priority amounts set forth in Section 507(a)(4) and (a)(5) of the Bankruptcy Code; and it is further

ORDERED that the Debtors are authorized, in their discretion, to pay and remit in the ordinary course of business and in accordance with the Debtors' prepetition policies and programs, prepetition amounts outstanding on account of the Employee Obligations set forth in the Motion; and it is further

ORDERED that The Debtors also are authorized, but not directed, to continue to honor and pay on account of all Paid Time Off in the ordinary course of business; and it is further

ORDERED that the Debtors are authorized, but not directed, to continue the following in the ordinary course of business on a postpetition basis, in accordance with the Debtors' prepetition policies and practices and in the Debtor's discretion, and to pay and honor claims related thereto: (a) Employee Wage Obligations; (b) Reimbursable Expenses; (c) Employee Benefit Plans; (d) the Workers' Compensation Program; and (e) Employer Taxes and Deductions; and it is further

ORDERED that the Debtors are authorized, in their discretion, to pay and remit in the ordinary course of business and in accordance with the Debtors' prepetition policies and practices, prepetition amounts outstanding on account of the following Employee Obligations: (a) Prepetition Employee Wage Obligations; (b) Unpaid Reimbursable Expenses; (c) Unpaid Employee Benefits Administration Fees; (d) Unremitted Employer Tax and Deductions that is due in the ordinary course of business; and (e) Unpaid Employee Benefit Plans; and it is further

ORDERED that the Debtors are authorized, but not directed, to pay all postpetition costs and expenses incidental to payment of the obligations described above, including all administrative and processing costs and payments to outside professionals identified in the motion in the ordinary course of business; and it is further

ORDERED that the relief granted herein shall not constitute or be deemed to be an assumption or an authorization to assume, pursuant to Bankruptcy Code section 365, any executory contract or unexpired lease to which any Debtor is a party and all such rights are hereby expressly reserved; and it is further

ORDERED that all in accordance with this Final Order (or other order of this Court) all applicable banks and other financial institutions are hereby authorized to receive, process, honor, and pay any and all checks and funds transfers evidencing amounts paid by the Debtors pursuant to the Motion, whether presented or issued prior to or after the Petition Date. Such banks and financial institutions are authorized to rely on the representations of the Debtors as to which checks are issued or authorized to be paid pursuant to this Order; and it is further

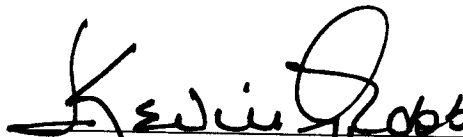
ORDERED that notwithstanding anything to the contrary in this Order or the Motion, any payment, obligation, or other relief authorized by this Order shall be subject to the terms, conditions, and limitations of the order approving any debtor in possession financing and cash collateral use, including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

ORDERED that the Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion; and it is further

ORDERED that notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: January 31, 2017  
Wilmington, Delaware

  
The Honorable Kevin Gross  
United States Bankruptcy Judge