

**EXHIBIT A**  
**Revised Proposed Order**



things, approval of (i) the forms of ballots (the “Ballots”) for submitting votes on the Combined Plan and Disclosure Statement, (ii) the deadline for submission of such Ballots, (iii) the proposed solicitation packages to be distributed to creditors for solicitation of votes on the Combined Plan and Disclosure Statement (collectively, the “Solicitation Packages”), and (iv) certain related relief (collectively, the “Solicitation Procedures”); and (e) approving certain additional procedures associated with the Confirmation process; and this Bankruptcy Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. § 1334; and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no other or further notice needs to be provided; and this Bankruptcy Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors and all other parties in interest; and this Bankruptcy Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon the proceedings had before this Bankruptcy Court and after due deliberation and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED AND DECREED THAT:**

1. The Motion is **GRANTED** as set forth herein.
2. The Combined Plan and Disclosure Statement is hereby **APPROVED** on an interim basis under Bankruptcy Code section 1125, Bankruptcy Rule 3017 and Local Bankruptcy Rule 3017-2.
3. The following schedule of dates is hereby approved:

<b>PROPOSED TIMETABLE</b>	
<b>EVENT</b>	<b>DATE/TIME<sup>3</sup></b>
Record Date	The earlier of (i) the date of entry of the Interim Approval and Procedures Order at 5:00 p.m. (ET) or (ii) July 28, 2017 at 5:00 p.m. (ET)
Solicitation Date	The earlier of (i) August 4, 2017 or (ii) 3 business days after entry of Interim Approval and Procedures Order
Deadline to Object to Claims for Voting Purposes Only and Deadline to File Rule 3018(a) Motion.	August 21, 2017 at 4:00 p.m. (ET)
Voting Deadline	September 1, 2017 at 5:00 p.m. (ET)
Deadline to Object to Final Approval of the Disclosure Statement and Confirmation of the Plan	September 5, 2017 at 4:00 p.m. (ET) (more than 38 days from entry of the Interim Approval and Procedures Order per Del. Bankr. L.R. 3017-2(f))
Deadline for Replies to Objections/Declaration and/or Brief in Support of Confirmation	September 11, 2017 at 4:00 p.m. (ET) (4:00 pm (ET) day prior to filing of agenda for Combined Hearing)
Combined Hearing and Hearing on Rule 3018(a) Motions	September 14, 2017 at 10:00 a.m. (ET) (45 days from entry of the Interim Approval and Procedures Order per Del. Bankr. L.R. 3017-2(f))

4. Combined Hearing. The Combined Hearing to consider final approval and Confirmation of the Combined Plan and Disclosure Statement shall commence on **September 14, 2017 at 10:a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel can be heard before the Honorable Kevin Gross, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom

<sup>3</sup> All times are prevailing Eastern Time unless otherwise noted.

No. 3, Wilmington, Delaware 19801. The Combined Hearing may be continued from time to time by way of announcement of such continuance in open court or otherwise and the filing of a notice of continuance with the Court.

5. Deadline and Procedures for Filing Objections to Confirmation. The deadline for filing and serving objections to the final approval and confirmation of the Combined Plan and Disclosure Statement shall be **September 5, 2017 at 4:00 p.m. (prevailing Eastern Time)** (the "Objection Deadline"). In order to be considered, objections, if any, must: (a) be made in writing; (b) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules; (c) state the name and address of the objecting party and the nature and amount of any Claim or Equity Interest asserted by such party against the Debtors, their Estates or property; (d) state with particularity the legal and factual bases and nature of any objection to the Combined Plan and Disclosure Statement; and (e) be filed with the Bankruptcy Court, and served on the following parties (collectively, the "Notice Parties"), so as to be received on or before the Objection Deadline: (i) counsel for the Debtors, Gibbons P.C., 300 Delaware Avenue, Ste. 1015, Wilmington, Delaware 19801 (Attn: Howard A. Cohen, Esq. (hcohen@gibbonslaw.com)); (ii) counsel for the DIP Agent, Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022, (Attn: Mitchell A. Seider, Esq. (mitchell.seider@lw.com)) and Annemarie V. Reilly, Esq. (annemarie.reilly@lw.com)) and Richards Layton & Finger, One Rodney Square, 920 N. King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins (collins@rlf.com)); and (iii) the United States Trustee, 844 King Street, Suite 2207, Lockbox #35, Wilmington, DE 19801, Attn: Hannah M. McCollum (Hannah.McCollum@usdoj.gov).

6. Objections to final approval and Confirmation of the Combined Plan and Disclosure Statement not timely filed and served in accordance with the provisions of the prior paragraph may not be considered by the Bankruptcy Court and may be overruled.

7. Deadline for Filing Replies, if any, and Briefs in Support of Confirmation. The deadline to file replies to Objections, if any, and briefs in support of the Combined Plan and Disclosure Statement shall be **September 11, 2017 at 4:00 p.m. (prevailing Eastern Time)**.

8. Deadline for Objections to Claims for Voting Purposes Only. The deadline for filing and serving objections to Claims that may affect tabulation of votes on the Combined Plan and Disclosure Statement (“Claims Voting Objections”) shall be **August 21, 2017 at 4:00 p.m. (prevailing Eastern Time)** (the “Claims Voting Objection Deadline”). Claims Voting Objections filed after the Claims Voting Objection Deadline shall not affect a Claim Holder’s right to vote on the Combined Plan and Disclosure Statement. The Claims Voting Objection Deadline shall not apply to Claim objections which may be asserted for purposes other than voting on the Combined Plan and Disclosure Statement.

9. In order to be considered, Claims Voting Objections must: (a) be made in writing; (b) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules; (c) state the name and address of the party asserting the Claims Objection; (d) state with particularity the legal and factual bases for the Claims Voting Objection; and (e) be filed with the Bankruptcy Court, and served on the Notice Parties, so as to be received no later than the Claims Voting Objection Deadline. Claims Voting Objections not timely filed and served in accordance with the foregoing provision may not be considered by the Bankruptcy Court and may be overruled.

10. Deadline and Procedures for Temporary Allowance of Claims for Voting Purposes. The deadline for filing and serving motions to temporarily Allow a Claim or Equity Interest for voting purposes pursuant to Bankruptcy Rule 3018(a) for the purpose of accepting or rejecting the Combined Plan and Disclosure Statement (“Rule 3018(a) Motions”) shall be **August 21, 2017 at 4:00 p.m. (prevailing Eastern Time)** (the “Rule 3018(a) Motion Deadline”).

11. In order to be considered, Rule 3018(a) Motions must: (a) be made in writing; (b) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules; (c) state the name and address of the party asserting the Rule 3018(a) Motion; (d) state with particularity the legal and factual bases for the Rule 3018(a) Motion; and (e) be filed with the Bankruptcy Court, and served on the Notice Parties, so as to be received no later than the Rule 3018(a) Motion Deadline. Rule 3018(a) Motions not timely filed and served in accordance with the foregoing provision may not be considered by the Bankruptcy Court and may be overruled.

12. Any party timely filing and serving a Rule 3018(a) Motion shall be provided a Ballot and be permitted to cast a provisional vote to accept or reject the Combined Plan and Disclosure Statement. To the extent that the Debtors and such party are unable to resolve the issues raised by the Rule 3018(a) Motion prior to the Combined Hearing, such Rule 3018(a) Motion shall be considered by the Bankruptcy Court at the Combined Hearing. The Bankruptcy Court shall determine whether the provisional Ballot should be counted as a vote on the Combined Plan and Disclosure Statement and, if so, the amount, if any, in which the party filing the Rule 3018(a) Motion will be entitled to vote.

13. Voting Procedures. Only the following Holders of Claims in the Voting Classes shall be entitled to vote with regard to such Claims:

a. Holders of Claims that have timely filed a Proof of Claim that (i) has not been expunged, Disallowed, disqualified, withdrawn, or superseded and (ii) is not the subject of a pending objection as of the Voting Date; provided, that,

(1) a Holder of a Claim that is the subject of a pending objection on a “reduce and allow” basis shall receive a Solicitation Package and be entitled to vote such Claim in the reduced amount contained in such objection absent a further Order of the Bankruptcy Court and

(2) a Holder of a Claim that is the subject of a pending objection other than a “reduce and allow” objection, filed with the Bankruptcy Court at least seven (7) days prior to the Voting Deadline, shall not be entitled to vote to accept or reject the Combined Plan and Disclosure Statement on account of such Claim unless a Resolution Event<sup>4</sup> occurs.

b. Holders of Claims that are listed in the Schedules; *provided that* Claims that are scheduled as contingent, unliquidated, or Disputed (excluding such scheduled Disputed, contingent, or unliquidated Claims that have been superseded by a timely Filed Proof of Claim) shall be allowed to vote only in the amount of \$1.00;

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<sup>4</sup> “Resolution Event” means: (a) an order of the Court is entered allowing the Disputed Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing; (b) an order of the Court is entered temporarily allowing the Disputed Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing; (c) a stipulation or other agreement is executed between the Holder of the Disputed Claim and the Debtors allowing such Disputed Claim in an agreed-upon amount; (d) a stipulation or other agreement is executed between the Holder of the Disputed Claim and the Debtors temporarily allowing the Holder of such Claim to vote its Claim in an agreed upon amount; or (e) the pending objection to the Disputed Claim is voluntarily withdrawn by the objecting party.

c. Holders whose Claims arise (i) pursuant to an agreement or settlement with the Debtors, as reflected in a document filed with the Bankruptcy Court, (ii) in an Order entered by the Bankruptcy Court, or (iii) in a document executed by the Debtors pursuant to authority granted by the Court, in each case regardless of whether a Proof of Claim has been filed; and

d. Holders of any Disputed Claim that has been temporarily allowed to vote on the Combined Plan and Disclosure Statement pursuant to Bankruptcy Rule 3018.

14. Record Date. The record date (the “Record Date”) for determining Holders of Claims entitled to vote on the Combined Plan and Disclosure Statement and thus receive the Solicitation Package pursuant to the Solicitation Procedures is the earlier of (i) **the date of entry of the Interim Approval and Procedures Order at 5:00 p.m. (ET) or (ii) July 28, 2017 at 5:00 p.m. (prevailing Eastern Time)**. If a Holder of a Claim in one of the Voting Classes transfers all of such Claim to one or more parties before the Holder has cast its vote on the Combined Plan and Disclosure Statement, such Holder shall be automatically deemed to have provided a voting proxy to the purchaser(s) of the Holder’s Claim, and the purchaser(s) shall be deemed to be the Holder(s) as of the Record Date for purposes of voting on the Combined Plan and Disclosure Statement, provided that such purchaser(s) properly effectuates the transfer pursuant to Bankruptcy Rule 3001(e).

15. Notice and Transmittal of Solicitation Packages Including Ballots and Non-Voting Packages and Approval of Forms of Notice and Ballot. The Confirmation Notice, substantially in the form attached hereto as **Exhibit A**, complies with the requirements of Bankruptcy Rules 2002(b), 2002(d) and 3017(d) and Local Rule 3017-2 and is approved in all respects. Within three (3) Business days after the Bankruptcy Court enters the Interim Approval

and Procedures Order, the Debtors shall mail, or cause to be mailed, by first-class mail the Confirmation Notice to (i) all known creditors of the Debtors, as reflected in the Debtors' books and records, (ii) all known equity security holders of the Debtors, as reflected in the Debtors' books and records, (iii) all creditors that timely filed a proof of claim and (iv) all other entities required to be served under Bankruptcy Rules 2002 and 3017.

16. Non-Voting Packages. The Debtors shall not be required to transmit Solicitation Packages to Holders of Unclassified Claims and Holders of Claims or Equity Interests in Classes 1, 3, 5, 6, 7 and 8 (collectively, the "Non-Voting Classes") under the Combined Plan and Disclosure Statement. The Debtors shall mail or cause to be mailed by first-class mail to Holders of Unclassified Claims and Claims in Classes 1 and 3, a copy of the Notice Of Non-Voting Status With Respect To Unimpaired Classes (the "Presumed to Accept Notice"), substantially in the form attached hereto as Exhibit C. The Debtors shall mail or cause to be mailed by first-class mail to Holders of Claims and Equity Interests in Classes 5, 6, 7 and 8, a copy of the Notice Of Non-Voting Status With Respect To Impaired Classes (the "Presumed to Reject Notice") and together with the Presumed to Accept Notice, the "Non-Voting Status Notices"), substantially in the form attached hereto as Exhibit D.

17. Solicitation Packages. The Debtors shall mail or cause to be mailed by first-class mail to Holders of Claims in the Voting Classes a solicitation package (the "Solicitation Package") containing a customized Ballot in substantially the form attached hereto as Exhibit B and the following: (i) a copy of the Confirmation Notice; (ii) a copy of the Combined Plan and Disclosure Statement; (iii) a copy of this Interim Approval and Procedures Order (without exhibits) as entered by the Bankruptcy Court; (iv) a copy of IRS Form W-9; (v) a

pre-addressed return envelope; and (vi) such other materials as the Bankruptcy Court may direct or approve.

18. The Debtors shall cause the Solicitation Package (other than the Ballots) to be provided in CD-ROM format. The Ballots shall *only* be provided in paper format. Paper copies of the documents otherwise provided may be obtained by contacting the Voting Agent by: (a) emailing DRCVote@donlinrecano.com; (b) writing Donlin, Recano & Company, Inc., Attention: Voting Department, P.O. Box 192016, Blythebourne Station, Brooklyn, NY 11219 or (c) calling (212) 771-1128.

19. The Debtors shall cause the Solicitation Packages to be distributed by the Voting Agent by the earlier of (i) August 4, 2017 or (ii) 3 business days after entry of Interim Approval and Procedures Order (the "Solicitation Date").

20. Creditors who have filed duplicate claims in Classes 2 and 4 (i) shall receive only one Solicitation Package and one Ballot for voting their Claims with respect to Classes 2 and 4; and (ii) shall be entitled to vote their Claim only once with respect to Classes 2 and 4.

21. When No Notice or Transmittal Necessary. Notwithstanding any provision of this Order to the contrary, no notice or service of any kind shall be required to be made upon any person to whom the Debtors mailed a notice of the meeting of creditors under section 341 of the Bankruptcy Code or notice of the Bar Dates and received either of such notices returned by the United States Postal Service marked "undeliverable as addressed," "moved--left no forwarding address," "forwarding order expired" or similar marking or reason, unless the Debtors have been informed in writing by such Person of that Person's new address..

22. The Debtors shall not re-mail undelivered Solicitation Packages or other undeliverable solicitation-related notices that were returned marked “undeliverable as addressed,” “moved--left no forwarding address,” “forwarding order expired” or similar marking or reason, unless the Debtors have been informed in writing by such Person of that Person’s new address. If a Solicitation Package is returned by the post office as undeliverable and contains a forwarding address, the Solicitation Package shall be forwarded to the new address.

23. Voting Deadline. To be counted, Ballots for accepting or rejecting the Combined Plan and Disclosure Statement must be received by the Voting Agent by **5:00 p.m. (Eastern Time) on September 1, 2017** (the “Voting Deadline”). The Debtors are hereby authorized to extend, in their sole discretion, by oral or written notice to the Voting Agent, the period of time during which Ballots will be accepted for any reason from any creditor or Class of creditors.

24. Tabulation Procedures. Neither the Debtors, the Voting Agent, nor any other Person or Entity shall be under any duty to provide notification of defects or irregularities with respect to delivered Ballots, nor shall any of them incur any liability for failure to provide such notification. The Debtors may either disregard, with no further notice, defective Ballots, or attempt to have defective Ballots cured, in their sole discretion.

25. The following voting procedures shall apply in tabulating Ballots:

a. any form of Ballot other than the official form sent by the Voting Agent, or a copy thereof shall be rejected as invalid and, therefore, shall not count in connection with Confirmation of the Combined Plan and Disclosure Statement, except as otherwise determined by the Debtors in their sole discretion;

b. Ballots received after the Voting Deadline shall be rejected as invalid and, therefore, shall not count in connection with Confirmation of the Combined Plan and Disclosure Statement, except as otherwise provided in the Solicitation Procedures, or as otherwise determined by the Debtors in their sole discretion;

c. the Voting Agent shall date- and time-stamp all Ballots when received. The Voting Agent shall retain the original Ballots and an electronic copy of the same for a period of one year after the Effective Date, unless otherwise ordered by the Bankruptcy Court;

d. the method of delivery of Ballots to be sent to the Voting Agent is at the election and risk of each Holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Voting Agent actually receives the original executed Ballot;

e. an original executed Ballot bearing an original signature is required to be submitted by the entity submitting such Ballot. Delivery of a Ballot to the Solicitation Agent by facsimile will not be valid. Delivery of a Ballot by electronic mail is valid;

f. any Ballot that is illegible or contains insufficient information to permit the identification of the claimant shall not be counted;

g. any Ballot received that the Voting Agent cannot match to an existing database record of a creditor shall not be counted;

h. no Ballot should be sent to the Debtors, the Debtors' agents (other than the Voting Agent), or the Debtors' financial or legal advisors, and if so sent such Ballot shall not be counted;

i. if a Proof of Claim contains any amount that is either or both contingent or unliquidated, as determined by the Debtors and Voting Agent in their reasonable

discretion, then any vote cast on account such Claim shall only be tabulated with respect to the non-contingent and liquidated amount set forth in the Proof of Claim, as determined by the Debtors and Voting Agent in their reasonable discretion, or \$1.00 if no portion of the Claim is determined to be non-contingent and liquidated;

j. if a scheduled or Filed Claim has been paid, in full or in part, only the unpaid amount of such Claim, if any, is permitted to vote to accept or reject the Combined Plan and Disclosure Statement;

k. Proofs of Claim filed for \$0.00 are not entitled to vote and Claims scheduled at \$0.00 or in a negative amount are not entitled to vote;

l. if multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect such Holder's intent and will supersede and revoke any prior Ballot;

m. Holders must vote all of their Claims within a particular Class either to accept or reject the Combined Plan and Disclosure Statement and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Combined Plan and Disclosure Statement will not be counted. Further, to the extent there are multiple Claims within the same Class held by a single Holder, the Debtors may, in their discretion, aggregate the Claims of any particular Holder within a Class for voting purposes, and the vote related to such Claims will be treated as a single vote to accept or reject the Combined Plan and Disclosure Statement;

n. a person signing a Ballot in his or her capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in

a fiduciary or representative capacity of a Holder of a Claim must indicate such capacity when signing;

o. the Debtors, subject to contrary Order of this Court, may waive any defects or irregularities, including receipt of the Ballot after the Voting Deadline, as to any particular irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report;

p. neither the Debtors nor any other Entity will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;

q. unless waived or as ordered by the Bankruptcy Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted;

r. in the event a designation is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Bankruptcy Court will determine whether any vote to accept or reject the Combined Plan and Disclosure Statement cast with respect to such Claim will be counted for purposes of determining whether the Combined Plan and Disclosure Statement has been accepted or rejected;

s. subject to any Order of the Bankruptcy Court, the Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; *provided, however*, that any such rejections will be documented in the Voting Report;

t. if a Claim has been estimated or otherwise Allowed for voting purposes only by Order of the Bankruptcy Court, such Claim shall be temporarily allowed in the amount so estimated or Allowed by the Bankruptcy Court for voting purposes only, and not for purposes of allowance or Distribution; provided, however, that if a Claim has been estimated by the Bankruptcy Court for purposes of allowance and Distribution pursuant to section 502(c) of the Bankruptcy Code, such allowance shall be for both voting and Distribution purposes;

u. if an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures governing Disputed Claims;

v. the following Ballots shall not be counted in determining the acceptance or rejection of the Combined Plan and Disclosure Statement: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of such Claim; (ii) any Ballot cast by an entity that does not hold a Claim in a Voting Class; (iii) any unsigned Ballot or Ballot lacking an original signature, provided, however, that Ballots submitted via electronic mail shall not require an original signature; (iv) any Ballot not marked to accept or to reject the Combined Plan and Disclosure Statement or marked both to accept and to reject the Combined Plan and Disclosure Statement; and (v) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein;

w. after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors; and

x. the Debtors are authorized to enter into stipulations with the Holder of any Claim agreeing to the amount of a Claim for voting purposes and such stipulations shall be filed with the Bankruptcy Court.

y. Debtors are authorized, but not required, to waive any of the above-specified requirements for completion and submission of Ballots so long as such requirement is not otherwise required by the Bankruptcy Code, the Bankruptcy Rules, or the Local Bankruptcy Rules.

26. Voting Report. The Voting Agent shall file its report (the “Voting Report”) on or before **September 8, 2017 at 4:00 p.m. (prevailing Eastern Time)**. In addition to serving the Voting Report on the Bankruptcy Rule 2002 service list maintained by the Debtors in the chapter 11 cases, the Debtors shall post the Voting Report on the Debtors’ case website as soon as practicable after the Voting Report is filed.

27. Service and Notice Adequate and Sufficient. Service of all notices and documents described herein in the time and manner set forth herein shall constitute due, adequate and sufficient notice, and no other or further notice shall be necessary.

28. The Debtors are authorized to make non-substantive or immaterial changes to the Combined Plan and Disclosure Statement, the Ballots, the Confirmation Notice, and related documents without further Order of the Bankruptcy Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Combined Plan and Disclosure Statement and any other materials comprising the Solicitation Package.

29. This Bankruptcy Court shall retain jurisdiction to implement, interpret and effectuate the provisions of this Order.

Dated: July \_\_, 2017  
Wilmington, DE

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The Honorable Kevin Gross  
United States Bankruptcy Judge

**EXHIBIT A**

**Confirmation Notice**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

**NOTICE OF ORDER (A) APPROVING COMBINED PLAN AND DISCLOSURE STATEMENT ON A PRELIMINARY BASIS, (B) SCHEDULING COMBINED HEARING ON APPROVAL AND CONFIRMATION OF COMBINED PLAN AND DISCLOSURE STATEMENT, (C) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES ON COMBINED PLAN AND DISCLOSURE STATEMENT, AND (D) APPROVING RELATED MATTERS**

**YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE COMBINED PLAN AND DISCLOSURE STATEMENT, INCLUDING THE TERMS OF THE RELEASE, EXCULPATION, INJUNCTION AND BAR PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.**

**BY ORDER OF THE COURT, TO ALL PARTIES IN INTEREST, PLEASE TAKE NOTICE THAT:**

- 1. Filing of the Combined Plan and Disclosure Statement.** On July 6, 2017, the debtors and debtors-in-possession in the above-captioned cases (the “Debtors”) filed the *Debtors’ Combined Plan and Disclosure Statement for Chieftain Sand and Proppant, LLC and Chieftain Sand and Proppant Barron, LLC*, [Docket No. 263], (as may be amended, supplemented or otherwise modified from time to time, the “Combined Plan and Disclosure Statement”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).<sup>2</sup>
- 2. Interim Bankruptcy Court Approval of the Disclosure Statement and the Notice Procedures.** On July [\_\_], the Bankruptcy Court entered the *Order (A) Approving Combined Plan and Disclosure Statement on a Preliminary Basis, (B) Scheduling Combined Hearing on Approval and Confirmation of Combined Plan and Disclosure Statement, (C) Establishing Procedures for Solicitation and Tabulation of Votes on Combined Plan and Disclosure Statement, and (D) Approving Related Matters* [Docket

<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> Terms not defined herein shall have the meanings ascribed to them in the Combined Plan and Disclosure Statement.

No. [\_\_\_\_]) (the “Interim Approval and Procedures Order”), which approves, among other things, the Combined Plan and Disclosure Statement on an interim basis, as required under Local Bankruptcy Rule 3017-2, and authorizes the Debtors to provide notice of their intent to seek final approval of the Combined Plan and Disclosure Statement pursuant to certain procedures set forth herein.

3. **The Combined Hearing.** Pursuant to the Interim Approval and Procedures Order, a combined hearing on final approval and Confirmation of the Combined Plan and Disclosure Statement (the “Combined Hearing”) will be held before the Honorable Kevin Gross, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware, 824 N. Market St., 6th Floor, Courtroom No. 3, Wilmington, Delaware 19801, on **September 14, 2017 at 10:00 a.m. (prevailing Eastern Time)** or as soon thereafter as counsel can be heard, to consider the entry of an Order confirming the Combined Plan and Disclosure Statement within the meaning of section 1129 of title 11 of the United States Code (11 U.S.C. §§ 101 *et seq.*, the “Bankruptcy Code”). The Combined Hearing may be continued from time to time by way of announcement of such continuance in open court, without further notice to parties in interest.
  
4. **Objections to Final Approval and Confirmation of the Combined Plan and Disclosure Statement.** Any responses or objections to final approval and Confirmation of the Combined Plan and Disclosure Statement (“Objection”) must (i) be made in writing; (ii) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules; (iii) state the name and address of the objecting party and the nature and amount of any Claim or Equity Interest asserted by such party against the Debtors, their Estates or property; (iv) state with particularity the legal and factual bases and nature of any objection to the Combined Plan and Disclosure Statement; and (v) be filed with the Bankruptcy Court and served so as to be received, **on or before 4:00 p.m. (prevailing Eastern Time) on September 5, 2017** (the “Objection Deadline”) by the following parties (collectively, the “Notice Parties”): (i) counsel for the Debtors, Gibbons P.C., 300 Delaware Avenue, Ste. 1015, Wilmington, Delaware 19801 (Attn: Howard A. Cohen, Esq. (hcohen@gibbonslaw.com)); (ii) counsel for the DIP Agent, Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022, (Attn: Mitchell A. Seider, Esq. (mitchell.seider@lw.com)) and Annemarie V. Reilly, Esq. (annemarie.reilly@lw.com)) and Richards Layton & Finger, One Rodney Square, 920 N. King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins (collins@rlf.com)) ; and (iii) the United States Trustee, 844 King Street, Suite 2207, Lockbox #35, Wilmington, DE 19801, Attn: Hannah M. McCollum (Hannah.McCollum@usdoj.gov).. Any party in interest in these chapter 11 cases may object to final approval and Confirmation of the Combined Plan and Disclosure Statement, even if such Person or Entity is not eligible to vote on the Combined Plan and Disclosure Statement. Objections that are not timely filed by the Objection Deadline shall not be considered by the Bankruptcy Court and shall be overruled.
  
5. **Voting Procedures.** Holders of Class 2 (Lender Secured Claims) and Class 4 (Knapp Railroad Builders, Inc. – Mechanics Lien/Secured Claim) are entitled to vote to accept or reject the Combined Plan and Disclosure Statement. If you hold such a Claim you will receive the Solicitation Package containing a Ballot and the following: (i) a copy of this

Notice; (ii) a copy of the Combined Plan and Disclosure Statement; (iii) a copy of the Interim Approval and Procedures Order (without exhibits) as entered by the Bankruptcy Court; (iv) a copy of IRS Form W-9; (v) a pre-addressed return envelope; and (vi) such other materials as the Bankruptcy Court may direct or approve. If you hold a Claim in Class 2 or Class 4 and do not receive a Solicitation Package, contact the Voting Agent.

6. **Voting Deadline.** The deadline to vote on the Combined Plan and Disclosure Statement is **September 1, 2017 at 5:00 p.m. (prevailing Eastern Time)** (the “Voting Deadline”). Please review carefully the Ballot and instructions included therewith for how to complete and submit your vote on the Combined Plan and Disclosure Statement. Failure to follow the instructions may disqualify your vote.
7. **Record Date.** The record date (the “Record Date”) for determining Holders of Claims entitled to vote on the Combined Plan and Disclosure Statement and thus receive the Solicitation Package pursuant to the Solicitation Procedures is the earlier of (i) **the date of entry of the Interim Approval and Procedures Order at 5:00 p.m. (prevailing Eastern Time)** or (ii) **July 28, 2017 at 5:00 p.m. (prevailing Eastern Time)**. If a Holder of a Claim in one of the Voting Class transfers all of such Claim to one or more parties before the Holder has cast its vote on the Combined Plan and Disclosure Statement, such Holder will be automatically deemed to have provided a voting proxy to the purchaser(s) of the Holder’s Claim, and the purchaser(s) will be deemed to be the Holder(s) as of the Record Date for purposes of voting on the Combined Plan and Disclosure Statement.
8. **Temporary Allowance of Claims for Voting Purposes.** The date for filing and serving motions to temporarily allow a Claim or Equity Interest for voting purposes pursuant to Bankruptcy Rule 3018(a) (“Rule 3018(a) Motions”) is **August 21, 2017 at 5:00 p.m. (prevailing Eastern Time)** (the “Rule 3018(a) Motion Deadline”). Rule 3018(a) Motions must be: (i) be made in writing; (ii) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules; (iii) state the name and address of the party asserting the Rule 3018(a) Motion; (iv) state with particularity the legal and factual bases for the Rule 3018(a) Motion; and (v) be filed with the Bankruptcy Court, and served on the Notice Parties, so as to be received no later than the Rule 3018(a) Motion Deadline. Any party timely filing and serving a Rule 3018(a) Motion will be provided a Ballot and be permitted to cast a provisional vote to accept or reject the Combined Plan and Disclosure Statement. To the extent that the Debtors and such party are unable to resolve the issues raised by the Rule 3018(a) Motion prior to the Combined Hearing, such Rule 3018(a) Motion will be considered by the Bankruptcy Court at the Combined Hearing, and the Bankruptcy Court will determine whether the provisional Ballot should be counted as a vote on the Combined Plan and Disclosure Statement and, if so, the amount, if any, in which the party filing the Rule 3018(a) Motion will be entitled to vote.
9. **Non-Voting Classes.** Administrative Expense Claims and Priority Tax Claims asserted against the Debtors (collectively, the “Unclassified Claims”) are not classified under the Combined Plan and Disclosure Statement, are deemed to have accepted the Combined Plan and Disclosure Statement, and are not entitled to vote. Holders of Claims in Class 1 (Other Priority Claims) and Class 3 (Other Miscellaneous Secured Claims) under the

Combined Plan and Disclosure Statement are Unimpaired, are deemed to have accepted the Combined Plan and Disclosure Statement, and are not entitled to vote. Holders of Claims and Equity Interests in Class 5 (General Unsecured Claims), Class 6 (Intercompany Claims), Class 7 (Equity Interests in Chieftain Sand and Proppant, LLC) and Class 8 (Equity Interests in Chieftain Sand and Proppant Barron, LLC) under the Combined Plan and Disclosure Statement are Impaired, are deemed to have rejected the Combined Plan and Disclosure Statement, and are not entitled to vote.

- 10. Further Modification of Combined Plan and Disclosure Statement.** The Combined Plan and Disclosure Statement may be further modified, if necessary, pursuant to section 1127 of the Bankruptcy Code, prior to, during or as a result of the Combined Hearing, without further notice to parties in interest. To the extent there is a material modification of the Combined Plan and Disclosure Statement, the Debtors will file the revised Combined Plan and Disclosure Statement on the docket for these Chapter 11 cases.
- 11. Rejection of Executory Contracts and Unexpired Leases.** Executory Contracts and Unexpired Leases are deemed rejected under the Combined Plan and Disclosure Statement, except to the extent that such Executory Contract or Unexpired Lease: (a) was assumed or rejected previously by the Debtors; (b) previously expired or terminated pursuant to its own terms or (c) is the subject of a motion to assume Filed on or before the Effective Date of the Combined Plan and Disclosure Statement (the “Rejection Exceptions”). Any Proof of Claim based on the Debtors’ rejection of an Executory Contract or Unexpired Lease must be filed by the Rejection Claim Bar Date. Any Claims arising from the rejection of an Executory Contract or Unexpired Lease for which a Proof of Claim is not timely filed by the Rejection Claim Bar Date will be automatically Disallowed, barred from assertion, and will not be enforceable against the Debtors or the Debtors’ Estates or property. All Allowed Claims arising from the rejection of an Executory Contract or Unexpired Lease shall be classified as Class 5 - General Unsecured Claim against the Debtors.
- 12. Releases, Exculpation, Injunction and Bar Provisions in the Combined Plan and Disclosure Statement.** Article X of the Combined Plan and Disclosure Statement contains certain release, exculpation, injunction and bar provisions. These provisions may materially affect your rights. Please review carefully.

### **Exculpation**

**The Debtors, the Debtors’ Estates and the Exculpated Parties shall not have or incur any liability to any Person or Entity, including any holder of a Claim or Equity Interest, for any act or omission taken or not taken in connection with, relating to, or arising out of the Chapter 11 Cases, the negotiation and Filing of this Combined Plan and Disclosure Statement, the Filing of the Chapter 11 Cases, the prosecution and/or settlement of Claims, the performance, termination or rejection of Executory Contracts, the pursuit of confirmation of this Combined Plan and Disclosure Statement, the consummation of this Combined Plan and Disclosure Statement, the administration of this Combined Plan and Disclosure Statement or the property to be Distributed under this Combined Plan and Disclosure Statement, except for their willful misconduct or gross negligence or any**

obligations that they have under or in connection with this Combined Plan and Disclosure Statement or the transactions contemplated in this Combined Plan and Disclosure Statement. Nothing herein shall preclude the Exculpated Parties from asserting as a defense to any claim of willful misconduct or gross negligence that he reasonably relied upon the advice of counsel with respect to his duties and responsibilities under the Combined Plan and Disclosure Statement or otherwise.

### Release by the Debtors

Effective as of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, the Debtors, the Debtors' Estates, and any Estate representative appointed or selected pursuant to the Bankruptcy Code shall be deemed to, completely, conclusively, absolutely, unconditionally, irrevocably and forever release, waive, void, extinguish and discharge each of the Released Parties and their respective assets and properties from any claim, Claim, Cause of Action, obligation, suit, judgment, damages, debt, right, remedy or liability whatsoever, whether known or unknown, foreseen or unforeseen, whether directly or derivatively held, existing as of the Effective Date or thereafter arising, in law, at equity or otherwise, based in whole or in part on any act, omission, transaction, or other occurrence or circumstances (i) that took place prior to or after the Petition Date relating to and/or in connection with either of the Debtors prior to or on the Effective Date; and (ii) that was taken or not taken in connection with, relating to, or arising out of, in whole or in part the Chapter 11 Cases, the Sale (and the auction in connection therewith), the negotiation and Filing of this Combined Plan and Disclosure Statement and any related documents, the Filing of the Chapter 11 Cases, the prosecution and/or settlement of Claims prior to or during the Chapter 11 Cases, the subject matter of, or the transactions or events giving rise to, any Claim that is treated in this Combined Plan and Disclosure Statement, the performance, termination or rejection of Executory Contracts, the pursuit of confirmation of or the solicitation of votes on this Combined Plan and Disclosure Statement, the consummation of this Combined Plan and Disclosure Statement, or the administration of this Combined Plan and Disclosure Statement or the property to be Distributed under this Combined Plan and Disclosure Statement, except for their willful misconduct or gross negligence or any obligations that they have under or in connection with this Combined Plan and Disclosure Statement or the transactions contemplated in this Combined Plan and Disclosure Statement.

### Injunction

Except as expressly otherwise provided in the Combined Plan and Disclosure Statement, on the Effective Date of the Combined Plan and Disclosure Statement, all Entities or Persons that hold, have held or may hold or have asserted, assert or may assert Claims against or Equity Interests in the Debtors and their Estates shall be permanently, forever and completely stayed, restrained, prohibited, barred and enjoined from taking any of the following actions against any of the Debtors, the Post-Effective Date Debtors, their Estates or any of their property, whether directly or indirectly, derivatively or otherwise, on account of or based on the subject matter of such Claim or Equity Interest: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding (including, without limitation, any judicial, arbitral,

administrative or other proceeding) in any forum; (ii) enforcing, attaching (including, without limitation, any prejudgment attachment), collecting, or in any way seeking to recover any judgment, award, decree, or other order; (iii) creating, perfecting or in any way enforcing in any matter, directly or indirectly, any Lien; (iv) setting off, seeking reimbursement or contributions from, or subrogation against, or otherwise recouping in any manner, directly or indirectly, any amount against any liability or obligation owed to any Person or Entity released under this Combined Plan and Disclosure Statement, except with respect to any right of setoff asserted prior to the entry of the Confirmation Order, whether asserted in a Proof of Claim or otherwise, or as otherwise contemplated or allowed by the Combined Plan and Disclosure Statement; and (v) commencing or continuing in any manner, in any place of any judicial, arbitration or administrative proceeding in any forum, that does not comply with or is inconsistent with the provisions of the Combined Plan and Disclosure Statement or the Confirmation Order.

13. **Directions to Obtain Documents.** The Combined Plan and Disclosure Statement and Solicitation Package (excluding Ballots other than replacement Ballots) can be obtained from Donlin, Recano & Company, Inc. (the “Voting Agent”) by (a) download free of charge (<https://www.donlinrecano.com/chieftainsand>); (b) email request at [chieftainsandinfo@donlinrecano.com](mailto:chieftainsandinfo@donlinrecano.com) (reference to “Chieftain Sand” in the subject line), (c) mail at Voting Agent, Donlin, Recano & Company, Inc., Re: Chieftain Sand, Attn: Voting Department, P.O. Box 192016 Blythebourne Station, Brooklyn, NY 11219, or (d) telephone at (212) 771-1128.
14. **Inquiries about this Notice.** If you have any questions regarding this Notice, you should contact the Voting Agent by email at [chieftainsandinfo@donlinrecano.com](mailto:chieftainsandinfo@donlinrecano.com) (reference to “Chieftain Sand” in the subject line) or by telephone at (212) 771-1128. The Voting Agent is not permitted to provide legal advice.
15. **Inconsistency.** To the extent that there is any inconsistency between this Notice and the Combined Plan and Disclosure Statement or the Interim Approval and Procedures Order, the provisions of the Combined Plan and Disclosure Statement or the Interim Approval and Procedures Order, as applicable, shall govern.

Dated: July \_\_\_, 2017  
Wilmington, Delaware

GIBBONS P.C.  
Howard A. Cohen, Esq.  
300 Delaware Avenue, Suite 1015  
Wilmington, Delaware 19801

Counsel for Debtors and Debtors in Possession

**EXHIBIT B-1**

**Ballot for Class 2 Lender Secured Claims**

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

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

**BALLOT FOR CLASS 2 (LENDER SECURED CLAIMS) TO ACCEPT OR REJECT  
THE COMBINED PLAN AND DISCLOSURE STATEMENT**

**PLEASE READ CAREFULLY AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING AND RETURNING YOUR BALLOT.**

**PLEASE REVIEW CAREFULLY THE ACCOMPANYING COMBINED PLAN AND DISCLOSURE STATEMENT FOR A DESCRIPTION OF THE SAME AND ITS EFFECTS ON HOLDERS OF CLAIMS AGAINST THE DEBTORS TO DETERMINE WHETHER TO VOTE TO ACCEPT OR REJECT THE COMBINED PLAN AND DISCLOSURE STATEMENT.**

**YOUR BALLOT MUST BE RECEIVED BY THE VOTING AGENT, DONLIN, RECANO & COMPANY, INC., BY 5:00 P.M. (EASTERN TIME) ON SEPTEMBER 1, 2017 (“VOTING DEADLINE”) OR THE VOTE REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT AT CHIEFTAINSANDINFO@DONLINRECANO.COM (REFERENCE TO “CHIEFTAIN SAND” IN THE SUBJECT LINE) OR BY TELEPHONE AT (212) 771-1128. THE VOTING AGENT IS NOT AUTHORIZED TO PROVIDE LEGAL ADVICE.**

Chieftain Sand and Proppant, LLC and Chieftain Sand and Proppant Barron, LLC, the debtors and debtors in possession in the above-captioned case (the “Debtors”), are soliciting votes with respect to the *Combined Plan and Disclosure Statements for Chieftain Sand and Proppant, LLC and Chieftain Sand and Proppant Barron, LLC* [Docket No. 263] (as may be amended, supplemented or otherwise modified, including all exhibits thereto, the “Combined Plan and Disclosure Statement”), proposed by the Debtors. The Combined Plan and Disclosure Statement

<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.

is provided herewith. Your Claim has been placed in Class 2 (Lender Secured Claims) under the Combined Plan and Disclosure Statement.<sup>2</sup>

**Your Vote to Accept or Reject the Combined Plan and Disclosure Statement.**

Holders of Claims in Class 2 may use this Ballot to vote to accept or reject the Combined Plan and Disclosure Statement. Confirmation of the Combined Plan and Disclosure Statement requires that, of the Class 2 Claim Holders who actually vote, at least two-thirds in dollar amount and more than one-half in number, affirmatively vote to accept the Combined Plan and Disclosure Statement. If the required votes are received and the Bankruptcy Court confirms the Combined Plan and Disclosure Statement, it will be binding on you. To have your vote count, you must complete and return the Ballot by the Voting Deadline: **5:00 p.m. (Eastern Time) on , 2017.**

**YOU SHOULD CAREFULLY REVIEW THE COMBINED PLAN AND DISCLOSURE STATEMENT AND THE ATTACHED INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS BALLOT. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE COMBINED PLAN AND DISCLOSURE STATEMENT AND THE CLASSIFICATION AND TREATMENT OF YOUR CLAIM UNDER THE COMBINED PLAN AND DISCLOSURE STATEMENT.**

**If the Voting Agent does not receive your Ballot by September 1, 2017 at 5:00 p.m., and if the deadline is not extended, your vote as either an acceptance or rejection of the Combined Plan and Disclosure Statement will not count. If the Combined Plan and Disclosure Statement is Confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.**

**ITEM 1. AMOUNT OF CLAIM.**

As of Record Date, the undersigned was the Holder (or authorized signatory for such Holder) of a Lender Secured Claim(s) against the Debtors in the following amount:<sup>3</sup>

Amount: \$ \_\_\_\_\_

<sup>2</sup> All capitalized terms used but not otherwise defined in this Notice shall have the meanings set forth in the Confirmation Notice, the Combined Plan and Disclosure Statement, or the Interim Approval and Procedures Order, as applicable.

<sup>3</sup> For voting purposes only, subject to tabulation rules.

**ITEM 2. VOTE ON PLAN.**

The undersigned Holder of the Class 2 Lender Secured Claim set forth in Item 1 votes with respect to such Claim as follows (**check one box only – if you do not check a box, or if you check both boxes, your vote will not be counted**):

- To Accept the Combined Plan and Disclosure Statement
- To Reject the Combined Plan and Disclosure Statement

**ITEM 3. CERTIFICATION.**

By signing this Ballot, the undersigned hereby certifies to the Bankruptcy Court and to the Debtors that it:

a. is the Holder of the Class 2 Lender Secured Claim set forth in Item 1 above to which this Ballot pertains and has full power and authority to vote to accept or to reject the Combined Plan and Disclosure Statement or, to the extent the undersigned is voting on behalf of the actual Holder of a Claim, the undersigned certifies that it has the requisite power and authority to do so and will submit evidence of the same upon request;

b. has been provided with a copy of the Combined Plan and Disclosure Statement and the Interim Approval and Procedures Order and acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth therein; and

c. has not submitted any other Ballots on account of the Claim voted herein that are inconsistent with the vote set forth in this Ballot or that if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote set forth herein.

The undersigned also acknowledges that this solicitation is subject to all the terms and conditions set forth in the Combined Plan and Disclosure Statement, and that all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned.

Name of Holder: \_\_\_\_\_  
(Print or Type)

Signature: \_\_\_\_\_

Name of Signatory: \_\_\_\_\_  
(If Applicable)

Title: \_\_\_\_\_  
(If Applicable)

Social Security or Federal Tax I.D. No.: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email: \_\_\_\_\_

Date Completed: \_\_\_\_\_

If you wish to update the address pre-printed on this Ballot, please send a change of address request to [chieftainsandinfo@donlinrecano.com](mailto:chieftainsandinfo@donlinrecano.com) (reference to “Chieftain Sand” in the subject line).

This Ballot is not, and shall not, constitute or be deemed to be (a) a Proof of Claim or interest or an assertion of a Claim or Equity Interest, or (b) an admission by the Debtors of the nature, validity or amount of any Claim and does not signify that your Claim has been or will be Allowed.

**THE BALLOT MUST BE PROPERLY COMPLETED, SIGNED AND ACTUALLY RECEIVED BY THE VOTING AGENT NO LATER THAN SEPTEMBER 1, 2017 AT 5:00 P.M. (EASTERN TIME) OR YOUR VOTE WILL NOT BE COUNTED. YOU MAY USE THE PRE-ADDRESSED ENVELOPE PROVIDED, OR SEND YOUR BALLOT TO THE FOLLOWING ADDRESS:**

<p><b><u>If by First Class Mail:</u></b>                  Chieftain Sand and Proppant, LLC                  c/o Donlin, Recano &amp; Company, Inc., Attn:                  Voting Department                  P.O. Box 192016 Blythebourne Station,                  Brooklyn, NY 11219</p>	<p><b><u>If by Hand Delivery or Overnight Courier:</u></b>                  Donlin, Recano &amp; Company, Inc., Re:                  Chieftain Sand and Proppant, LLC, Attn:                  Voting Department, 6201 15th Ave., Brooklyn,                  NY 11219</p>
<p><b><u>Electronic Mail</u></b>                  Ballots may also be delivered to the Voting Agent by electronic mail sent to <a href="mailto:ChieftainSandVote@DonlinRecano.com">ChieftainSandVote@DonlinRecano.com</a> with “Chieftain Sand Vote” on the subject line.<sup>4</sup></p>	

<sup>4</sup> For any Ballot cast via electronic mail, the format of the attachment must be found in the common workplace and industry standard format (i.e., industry-standard PDF file) and the received date and time in the Balloting Agent’s inbox will be used as the timestamp for receipt.

BALLOTS SUBMITTED BY FACSIMILE OR OTHER FORM OF ELECTRONIC SUBMISSION OTHER THAN BY ELECTRONIC MAIL IN ACCORDANCE WITH THE INSTRUCTIONS ABOVE WILL NOT BE ACCEPTED. DO NOT MAIL YOUR BALLOT TO THE DEBTORS.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE PROCEDURES FOR VOTING ON THE COMBINED PLAN AND DISCLOSURE STATEMENT OR IF YOU NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE COMBINED PLAN AND DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT BY EMAIL AT [CHIEFTAINSANDINFO@DONLINRECANO.COM](mailto:CHIEFTAINSANDINFO@DONLINRECANO.COM) (REFERENCE TO “CHIEFTAIN SAND” IN THE SUBJECT LINE) OR BY TELEPHONE AT (212) 771-1128. THE VOTING AGENT IS NOT PERMITTED TO PROVIDE LEGAL ADVICE.

**INSTRUCTIONS FOR COMPLETING THE BALLOT**

**THESE INSTRUCTIONS EXPLAIN HOW TO COMPLETE THE ATTACHED BALLOT. PLEASE READ AND FOLLOW THESE INSTRUCTIONS CAREFULLY SO THAT YOUR BALLOT WILL BE COUNTED.**

1. The Debtors are soliciting the vote of Holders in Class 2 – Lender Secured Claim(s) – as of the Record Date, to accept or reject the Combined Plan and Disclosure Statement. The Debtors have sent the attached Ballot to you because its records indicate that you are a Holder of a Claim in Class 2.
2. The Bankruptcy Court may confirm the Combined Plan and Disclosure Statement and thereby bind you to the terms of the Combined Plan and Disclosure Statement. Please review the Combined Plan and Disclosure Statement for more information regarding the effect of confirmation of the Combined Plan and Disclosure Statement.
3. To obtain additional copies of the Combined Plan and Disclosure Statement, and the Interim Approval and Procedures Order (the “Plan Documents”), you may (i) download electronic copies of the Plan Documents free of charge at the Debtors’ case website (<https://www.donlinrecano.com/chieftainsand>) or for a charge at the Bankruptcy Court’s website (<http://www.deb.uscourts.gov>) (a PACER account is required); or (ii) write to the Voting Agent, Donlin, Recano & Company, Inc. (the “Voting Agent”), at [chieftainsandinfo@donlinrecano.com](mailto:chieftainsandinfo@donlinrecano.com) (reference to “Chieftain Sand” in the subject line) or (iii) call the Voting Agent at (212) 771-1128.
4. To ensure your vote is counted, you must complete Items 1, 2, and 3 this Ballot and return this signed Ballot to the address set forth on the envelope provided. Other than Ballots submitted by electronic mail, Ballots not bearing an original signature will not be counted.
  - a. Instruction for Item 2: Cast ONE vote to either accept or reject the Combined Plan and Disclosure Statement by checking the proper box in Item 2. You must vote all of your Claims within a Class to accept or reject the Combined Plan and Disclosure Statement and may not split your vote. Accordingly, a Ballot that partially accepts and partially rejects the Combined Plan and Disclosure Statement will not be counted.
  - b. Instructions for Item 3: Review and complete the certification in Item 3. Unless you are submitting a Ballot by electronic mail, your original signature is required on the Ballot in order for your vote to count. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing, and, if requested by the Voting Agent, the Debtors or the Bankruptcy Court must submit evidence to the requesting party that you are authorized to act on behalf of such Holder. In addition, please provide your name and mailing address.

5. Ballots must be received by the Voting Agent by **5:00 p.m. (Eastern Time) on September 1, 2017** at the following addresses:

<p><b><u>If by First Class Mail:</u></b>                  Chieftain Sand and Proppant, LLC                  c/o Donlin, Recano &amp; Company, Inc.,                  Attn: Voting Department                  P.O. Box 192016 Blythebourne Station,                  Brooklyn, NY 11219</p>	<p><b><u>If by Hand Delivery or Overnight Courier:</u></b>                  Donlin, Recano &amp; Company, Inc., Re:                  Chieftain Sand and Proppant, LLC, Attn:                  Voting Department,, 6201 15th Ave.,                  Brooklyn, NY 11219</p>
<p><b><u>Electronic Mail</u></b>                  Ballots may also be delivered to the Voting Agent by electronic mail sent to <a href="mailto:ChieftainSandVote@DonlinRecano.com">ChieftainSandVote@DonlinRecano.com</a> with “Chieftain Sand Vote” on the subject line.<sup>5</sup></p>	

6. **Delivery of a Ballot by facsimile or other electronic means other than by electronic mail as set forth above will not be accepted.**
7. If a Ballot is received after the Voting Deadline it will not be counted, unless the Debtors determine otherwise.
8. The Debtors reserve the right to extend the Voting Deadline, by oral or written notice to the Voting Agent, until properly completed Ballots indicating acceptance of the Combined Plan and Disclosure Statement in sufficient number and amount to meet the voting requirements prescribed by section 1126 of the Bankruptcy Code have been received.
9. This Ballot is not, and shall not constitute or be deemed to be (a) a Proof of Claim or interest, an assertion of a Claim or Equity Interest, or (b) an admission by the Debtors of the nature, validity or amount of any Claim or Equity Interest and does not signify that your Claim or Equity Interest has been or will be Allowed.
10. This Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Combined Plan and Disclosure Statement.
11. If multiple Ballots are received by the same Holder of a Claim with respect to the same Claims prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier Ballots.

<sup>5</sup> For any Ballot cast via electronic mail, the format of the attachment must be found in the common workplace and industry standard format (i.e., industry-standard PDF file) and the received date and time in the Balloting Agent’s inbox will be used as the timestamp for receipt

12. The deadline for filing and serving motions pursuant to Bankruptcy Rule 3018(a) seeking temporary allowance of Claims for the purpose of accepting or rejecting the Combined Plan and Disclosure Statement (“Rule 3018(a) Motions”) shall be **August 21, 2017 at 4:00 p.m. (prevailing Eastern Time)** (the “Rule 3018(a) Motion Deadline”).
13. If you believe you have received this Ballot in error, or if you need an additional Ballot, please contact the Voting Agent immediately at the telephone number or email set forth below.

**PLEASE MAIL YOUR BALLOT PROMPTLY**

**If you have any questions regarding this Ballot or the voting procedures, or wish to receive a copy of the Combined Plan and Disclosure Statement or related materials, please contact the Voting Agent at [chieftainsandinfo@donlinrecano.com](mailto:chieftainsandinfo@donlinrecano.com) (reference to “Chieftain Sand” in the subject line), by telephone at (212) 771-1128. The Voting Agent is not authorized to provide legal advice.**

**EXHIBIT B-2**

**Ballot for Class 4 Knapp Railroad Claim**

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

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

**BALLOT FOR CLASS 4 (KNAPP RAILROAD CLAIM) TO ACCEPT OR REJECT THE  
COMBINED PLAN AND DISCLOSURE STATEMENT**

**PLEASE READ CAREFULLY AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING AND RETURNING YOUR BALLOT.**

**PLEASE REVIEW CAREFULLY THE ACCOMPANYING COMBINED PLAN AND DISCLOSURE STATEMENT FOR A DESCRIPTION OF THE SAME AND ITS EFFECTS ON HOLDERS OF CLAIMS AGAINST THE DEBTORS TO DETERMINE WHETHER TO VOTE TO ACCEPT OR REJECT THE COMBINED PLAN AND DISCLOSURE STATEMENT.**

**YOUR BALLOT MUST BE RECEIVED BY THE VOTING AGENT, DONLIN, RECANO & COMPANY, INC., BY 5:00 P.M. (EASTERN TIME) ON SEPTEMBER 1, 2017 (“VOTING DEADLINE”) OR THE VOTE REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT AT CHIEFTAINSANDINFO@DONLINRECANO.COM (REFERENCE TO “CHIEFTAIN SAND” IN THE SUBJECT LINE) OR BY TELEPHONE AT (212) 771-1128. THE VOTING AGENT IS NOT AUTHORIZED TO PROVIDE LEGAL ADVICE.**

Chieftain Sand and Proppant, LLC and Chieftain Sand and Proppant Barron, LLC, the debtors and debtors in possession in the above-captioned case (the “Debtors”), are soliciting votes with respect to the *Combined Plan and Disclosure Statements for Chieftain Sand and Proppant, LLC and Chieftain Sand and Proppant Barron, LLC* [Docket No. 263] (as may be amended, supplemented or otherwise modified, including all exhibits thereto, the “Combined Plan and Disclosure Statement”), proposed by the Debtors. The Combined Plan and Disclosure Statement

<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.

is provided herewith. Your Claim has been placed in Class 4 (Knapp Railroad Claim) under the Combined Plan and Disclosure Statement.<sup>2</sup>

**Your Vote to Accept or Reject the Combined Plan and Disclosure Statement.**

Holders of Claims in Class 4 may use this Ballot to vote to accept or reject the Combined Plan and Disclosure Statement. Confirmation of the Combined Plan and Disclosure Statement requires that, of the Class 4 Claim Holders who actually vote, at least two-thirds in dollar amount and more than one-half in number, affirmatively vote to accept the Combined Plan and Disclosure Statement. If the required votes are received and the Bankruptcy Court confirms the Combined Plan and Disclosure Statement, it will be binding on you. To have your vote count, you must complete and return the Ballot by the Voting Deadline: **5:00 p.m. (Eastern Time) on , 2017.**

**YOU SHOULD CAREFULLY REVIEW THE COMBINED PLAN AND DISCLOSURE STATEMENT AND THE ATTACHED INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS BALLOT. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE COMBINED PLAN AND DISCLOSURE STATEMENT AND THE CLASSIFICATION AND TREATMENT OF YOUR CLAIM UNDER THE COMBINED PLAN AND DISCLOSURE STATEMENT.**

**If the Voting Agent does not receive your Ballot by September 1, 2017 at 5:00 p.m., and if the deadline is not extended, your vote as either an acceptance or rejection of the Combined Plan and Disclosure Statement will not count. If the Combined Plan and Disclosure Statement is Confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.**

**ITEM 1. AMOUNT OF CLAIM.**

As of Record Date, the undersigned was the Holder (or authorized signatory for such Holder) of a Knapp Railroad Claim(s) against the Debtors in the following amount:<sup>3</sup>

Amount: \$ \_\_\_\_\_

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<sup>2</sup> All capitalized terms used but not otherwise defined in this Notice shall have the meanings set forth in the Confirmation Notice, the Combined Plan and Disclosure Statement, or the Interim Approval and Procedures Order, as applicable.

<sup>3</sup> For voting purposes only, subject to tabulation rules.

**ITEM 2. VOTE ON PLAN.**

The undersigned Holder of the Class 4 Claim set forth in Item 1 votes with respect to such Claim as follows (**check one box only – if you do not check a box, or if you check both boxes, your vote will not be counted**):

- To Accept the Combined Plan and Disclosure Statement
- To Reject the Combined Plan and Disclosure Statement

**ITEM 3. CERTIFICATION.**

By signing this Ballot, the undersigned hereby certifies to the Bankruptcy Court and to the Debtors that it:

a. is the Holder of the Class 4 Claim set forth in Item 1 above to which this Ballot pertains and has full power and authority to vote to accept or to reject the Combined Plan and Disclosure Statement or, to the extent the undersigned is voting on behalf of the actual Holder of a Claim, the undersigned certifies that it has the requisite power and authority to do so and will submit evidence of the same upon request;

b. has been provided with a copy of the Combined Plan and Disclosure Statement and the Interim Approval and Procedures Order and acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth therein; and

c. has not submitted any other Ballots on account of the Claim voted herein that are inconsistent with the vote set forth in this Ballot or that if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote set forth herein.

The undersigned also acknowledges that this solicitation is subject to all the terms and conditions set forth in the Combined Plan and Disclosure Statement, and that all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned.

Name of Holder: \_\_\_\_\_  
(Print or Type)

Signature: \_\_\_\_\_

Name of Signatory: \_\_\_\_\_  
(If Applicable)

Title: \_\_\_\_\_  
(If Applicable)

Social Security or Federal Tax I.D. No.: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email: \_\_\_\_\_

Date Completed: \_\_\_\_\_

If you wish to update the address pre-printed on this Ballot, please send a change of address request to [chieftainsandinfo@donlinrecano.com](mailto:chieftainsandinfo@donlinrecano.com) (reference to “Chieftain Sand” in the subject line).

This Ballot is not, and shall not, constitute or be deemed to be (a) a Proof of Claim or interest or an assertion of a Claim or Equity Interest, or (b) an admission by the Debtors of the nature, validity or amount of any Claim and does not signify that your Claim has been or will be Allowed.

**THE BALLOT MUST BE PROPERLY COMPLETED, SIGNED AND ACTUALLY RECEIVED BY THE VOTING AGENT NO LATER THAN SEPTEMBER 1, 2017 AT 5:00 P.M. (EASTERN TIME) OR YOUR VOTE WILL NOT BE COUNTED. YOU MAY USE THE PRE-ADDRESSED ENVELOPE PROVIDED, OR SEND YOUR BALLOT TO THE FOLLOWING ADDRESS:**

<p><b><u>If by First Class Mail:</u></b>                  Chieftain Sand and Proppant, LLC                  c/o Donlin, Recano &amp; Company, Inc., Attn:                  Voting Department                  P.O. Box 192016 Blythebourne Station,                  Brooklyn, NY 11219</p>	<p><b><u>If by Hand Delivery or Overnight Courier:</u></b>                  Donlin, Recano &amp; Company, Inc., Re:                  Chieftain Sand and Proppant, LLC, Attn:                  Voting Department,, 6201 15th Ave.,                  Brooklyn, NY 11219</p>
<p><b><u>Electronic Mail</u></b>                  Ballots may also be delivered to the Voting Agent by electronic mail sent to <a href="mailto:ChieftainSandVote@DonlinRecano.com">ChieftainSandVote@DonlinRecano.com</a> with “Chieftain Sand Vote” on the subject line.<sup>4</sup></p>	

<sup>4</sup> For any Ballot cast via electronic mail, the format of the attachment must be found in the common workplace and industry standard format (i.e., industry-standard PDF file) and the received date and time in the Balloting Agent’s inbox will be used as the timestamp for receipt.

BALLOTS SUBMITTED BY FACSIMILE OR OTHER FORM OF ELECTRONIC SUBMISSION OTHER THAN BY ELECTRONIC MAIL IN ACCORDANCE WITH THE INSTRUCTIONS ABOVE WILL NOT BE ACCEPTED. DO NOT MAIL YOUR BALLOT TO THE DEBTORS.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE PROCEDURES FOR VOTING ON THE COMBINED PLAN AND DISCLOSURE STATEMENT OR IF YOU NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE COMBINED PLAN AND DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT BY EMAIL AT [CHIEFTAINSANDINFO@DONLINRECANO.COM](mailto:CHIEFTAINSANDINFO@DONLINRECANO.COM) (REFERENCE TO “CHIEFTAIN SAND” IN THE SUBJECT LINE) OR BY TELEPHONE AT (212) 771-1128. THE VOTING AGENT IS NOT PERMITTED TO PROVIDE LEGAL ADVICE.

**INSTRUCTIONS FOR COMPLETING THE BALLOT**

**THESE INSTRUCTIONS EXPLAIN HOW TO COMPLETE THE ATTACHED BALLOT. PLEASE READ AND FOLLOW THESE INSTRUCTIONS CAREFULLY SO THAT YOUR BALLOT WILL BE COUNTED.**

1. The Debtors are soliciting the vote of Holders in Class 4 – Knapp Railroad Claim – as of the Record Date, to accept or reject the Combined Plan and Disclosure Statement. The Debtors have sent the attached Ballot to you because its records indicate that you are a Holder of a Claim in Class 4.
2. The Bankruptcy Court may confirm the Combined Plan and Disclosure Statement and thereby bind you to the terms of the Combined Plan and Disclosure Statement. Please review the Combined Plan and Disclosure Statement for more information regarding the effect of confirmation of the Combined Plan and Disclosure Statement.
3. To obtain additional copies of the Combined Plan and Disclosure Statement, and the Interim Approval and Procedures Order (the “Plan Documents”), you may (i) download electronic copies of the Plan Documents free of charge at the Debtors’ case website (<https://www.donlinrecano.com/chieftainsand>) or for a charge at the Bankruptcy Court’s website (<http://www.deb.uscourts.gov>) (a PACER account is required); or (ii) write to the Voting Agent, Donlin, Recano & Company, Inc. (the “Voting Agent”), at [chieftainsandinfo@donlinrecano.com](mailto:chieftainsandinfo@donlinrecano.com) (reference to “Chieftain Sand” in the subject line) or (iii) call the Voting Agent at (212) 771-1128.
4. To ensure your vote is counted, you must complete Items 1, 2, and 3 this Ballot and return this signed Ballot to the address set forth on the envelope provided. Other than Ballots submitted by electronic mail, Ballots not bearing an original signature will not be counted.
  - a. Instruction for Item 2: Cast ONE vote to either accept or reject the Combined Plan and Disclosure Statement by checking the proper box in Item 2. You must vote all of your Claims within a Class to accept or reject the Combined Plan and Disclosure Statement and may not split your vote. Accordingly, a Ballot that partially accepts and partially rejects the Combined Plan and Disclosure Statement will not be counted.
  - b. Instructions for Item 3: Review and complete the certification in Item 3. Unless you are submitting a Ballot by electronic mail, your original signature is required on the Ballot in order for your vote to count. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing, and, if requested by the Voting Agent, the Debtors or the Bankruptcy Court must submit evidence to the requesting party that you are authorized to act on behalf of such Holder. In addition, please provide your name and mailing address.

5. Ballots must be received by the Voting Agent by **5:00 p.m. (Eastern Time) on September 1, 2017** at the following addresses:

<p><b><u>If by First Class Mail:</u></b>                  Chieftain Sand and Proppant, LLC                  c/o Donlin, Recano &amp; Company, Inc.,                  Attn: Voting Department                  P.O. Box 192016 Blythebourne Station,                  Brooklyn, NY 11219</p>	<p><b><u>If by Hand Delivery or Overnight Courier:</u></b>                  Donlin, Recano &amp; Company, Inc., Re:                  Chieftain Sand and Proppant, LLC, Attn:                  Voting Department,, 6201 15th Ave.,                  Brooklyn, NY 11219</p>
<p><b><u>Electronic Mail</u></b>                  Ballots may also be delivered to the Voting Agent by electronic mail sent to <a href="mailto:ChieftainSandVote@DonlinRecano.com">ChieftainSandVote@DonlinRecano.com</a> with “Chieftain Sand Vote” on the subject line.<sup>5</sup></p>	

6. **Delivery of a Ballot by facsimile or other electronic means other than by electronic mail as set forth above will not be accepted.**
7. If a Ballot is received after the Voting Deadline it will not be counted, unless the Debtors determine otherwise.
8. The Debtors reserve the right to extend the Voting Deadline, by oral or written notice to the Voting Agent, until properly completed Ballots indicating acceptance of the Combined Plan and Disclosure Statement in sufficient number and amount to meet the voting requirements prescribed by section 1126 of the Bankruptcy Code have been received.
9. This Ballot is not, and shall not constitute or be deemed to be (a) a Proof of Claim or interest, an assertion of a Claim or Equity Interest, or (b) an admission by the Debtors of the nature, validity or amount of any Claim or Equity Interest and does not signify that your Claim or Equity Interest has been or will be Allowed.
10. This Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Combined Plan and Disclosure Statement.
11. If multiple Ballots are received by the same Holder of a Claim with respect to the same Claims prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier Ballots.

<sup>5</sup> For any Ballot cast via electronic mail, the format of the attachment must be found in the common workplace and industry standard format (i.e., industry-standard PDF file) and the received date and time in the Balloting Agent’s inbox will be used as the timestamp for receipt

12. The deadline for filing and serving motions pursuant to Bankruptcy Rule 3018(a) seeking temporary allowance of Claims for the purpose of accepting or rejecting the Combined Plan and Disclosure Statement (“Rule 3018(a) Motions”) shall be **August 21, 2017 at 4:00 p.m. (prevailing Eastern Time)** (the “Rule 3018(a) Motion Deadline”).
13. If you believe you have received this Ballot in error, or if you need an additional Ballot, please contact the Voting Agent immediately at the telephone number or email set forth below.

**PLEASE MAIL YOUR BALLOT PROMPTLY**

**If you have any questions regarding this Ballot or the voting procedures, or wish to receive a copy of the Combined Plan and Disclosure Statement or related materials, please contact the Voting Agent at [chieftainsandinfo@donlinrecano.com](mailto:chieftainsandinfo@donlinrecano.com) (reference to “Chieftain Sand” in the subject line), by telephone at (212) 771-1128. The Voting Agent is not authorized to provide legal advice.**

**EXHIBIT C**

**Presumed to Accept Notice**



Street, 3rd Floor, Wilmington, Delaware 19801; (ii) at the Debtors' case website and downloaded free of charge (<https://www.donlinrecano.com/chieftainsand>); (iii) at the Bankruptcy Court's website (<http://www.deb.uscourts.gov>) (a PACER account is required); or (iv) may be obtained from Donlin, Recano & Company, Inc. (the "Voting Agent") by (a) email request at [chieftainsandinfo@donlinrecano.com](mailto:chieftainsandinfo@donlinrecano.com) (reference to "Chieftain Sand" in the subject line), (b) mail at Voting Agent, Donlin, Recano & Company, Inc., Re: Chieftain Sand and Proppant, LLC, Attn: Voting Department, P.O. Box 192016 Blythebourne Station, Brooklyn, NY 11219, or (c) telephone at (212) 771-1128.

- 4. Inquiries About this Notice.** If you have any questions regarding this Notice, you should contact the Voting Agent by email at [chieftainsandinfo@donlinrecano.com](mailto:chieftainsandinfo@donlinrecano.com) (reference to "Chieftain Sand" in the subject line) or by telephone at (212) 771-1128. The Voting Agent is not permitted to provide legal advice.

**YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE COMBINED PLAN AND DISCLOSURE STATEMENT, INCLUDING THE TERMS OF THE RELEASE, EXCULPATION, INJUNCTION AND BAR PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.**

Dated: July \_\_, 2017  
Wilmington, Delaware

GIBBONS P.C.  
Howard A. Cohen, Esq.  
300 Delaware Avenue, Suite 1015  
Wilmington, Delaware 19801

Counsel for Debtors and Debtors in Possession

**EXHIBIT D**

**Deemed to Reject Notice**



required); or (iv) may be obtained from Donlin, Recano & Company, Inc. (the “Voting Agent”) by (a) email request at [chieftainsandinfo@donlinrecano.com](mailto:chieftainsandinfo@donlinrecano.com) (reference to “Chieftain Sand” in the subject line), (b) mail at Voting Agent, Donlin, Recano & Company, Inc., Re: Chieftain Sand and Proppant, LLC, Attn: Voting Department, P.O. Box 192016 Blythebourne Station, Brooklyn, NY 11219, or (c) telephone at (212) 771-1128.

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Dated: July \_\_\_, 2017  
Wilmington, Delaware

GIBBONS P.C.  
Howard A. Cohen, Esq.  
300 Delaware Avenue, Suite 1015  
Wilmington, Delaware 19801

Counsel for Debtors and Debtors in Possession