

**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 9/1/2017.**

**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: \$ \_\_\_\_\_

<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.**