

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re: : Chapter 11  
: :  
EMERGE ENERGY SERVICES LP, *et al.*, : Case No. 19-11563 (KBO)  
: :  
Debtors.<sup>1</sup> : (Jointly Administered)  
: :  
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**NOTICE OF FILING OF THIRD PLAN SUPPLEMENT  
FOR THE SECOND AMENDED JOINT PREPACKAGED PLAN OF  
REORGANIZATION FOR EMERGE ENERGY SERVICES LP AND ITS  
AFFILIATE DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**PLEASE TAKE NOTICE** that the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) filed the *Plan Supplement for the First Amended Joint Prepackaged Plan or Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* (the “**Plan Supplement**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”) on October 4, 2019 [Docket No. 436].

**PLEASE TAKE FURTHER NOTICE** that the Debtors filed the *Second Plan Supplement for the Second Amended Joint Prepackaged Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* (the “**Second Plan Supplement**”) with the Court on November 12, 2019 [Docket No. 632].

**PLEASE TAKE FURTHER NOTICE** that, as contemplated by the *Second Amended Joint Prepackaged Plan of Reorganization for Emerge Energy Services LP and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified, or supplemented from time to time, and including all exhibits and supplements thereto, the “**Plan**”), the Debtors hereby file this third plan supplement (the “**Third Plan Supplement**”) with the Court. Capitalized terms used but not defined herein have the meanings set forth in the Plan. The Third Plan Supplement includes the following additional exhibit (in each case, as may be amended, modified, or supplemented from time to time):

**Exhibit 1** Compensation for Directors and Officers of the  
New General Partner and/or Reorganized  
Debtors

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Emerge Energy Services LP (2937), Emerge Energy Services GP LLC (4683), Emerge Energy Services Operating LLC (2511), Superior Silica Sands LLC (9889), and Emerge Energy Services Finance Corporation (9875). The Debtors’ address is 5600 Clearfork Main Street, Suite 400, Fort Worth, Texas 76109.



**PLEASE TAKE FURTHER NOTICE** that the copies of the documents included in the Plan Supplement or the Plan, or any other document filed in the Debtors' Chapter 11 Cases, may be obtained free of charge by contacting the Debtors' Voting and Claims Agent, Kurtzman Carson Consultants LLC, by: (i) calling the Debtors' restructuring hotline at 877-634-7165 (toll-free in US and Canada) or 424-236-7221 (for international callers); (ii) visiting the Debtors' restructuring website at: <http://www.kccllc.net/EmergeEnergy> (see Tab for Plan and Disclosure Statement); and/or (iii) writing to Emerge Energy Claims Processing Center, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.deb.uscourts.gov> or free of charge at <http://www.kccllc.net/EmergeEnergy>.

Dated: December 17, 2019  
Wilmington, Delaware

/s/ Brett M. Haywood

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**Exhibit 1****Directors and Officers of the New General Partner and/or Reorganized Debtors**

The Reorganized Debtors anticipate compensation for Directors and Officers of the New General Partner and/or Reorganized Debtors to be no more than as detailed below:

<b>Name</b>	<b>Position</b>	<b>Compensation</b>
Mr. William Transier	Director	\$30,000 / month
Mr. Gene Davis	Director	\$30,000 / month
Mr. Rick Shearer	Chief Executive Officer and Director	\$530,000 / year
Mr. Scott Waughtal	Chief Operating Officer	\$330,000 / year
Mr. Robby Myers	Vice President of Finance (Principal Financial Officer)	\$250,000 / year