

UNITED STATES BANKRUPTCY COURT
THE DISTRICT OF DELAWARE

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	:	Chapter 11
	:	
In re	:	Case No. 17-10949 (KJC)
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Nuverra Environmental Solutions, Inc, <i>et al.</i> , ¹	:	(Jointly Administered)
	:	
	:	Hearing Date: May 31, 2017 at 2:00 p.m. (ET)
Debtors.	:	Objection Deadline: May 24, 2017 at 4:00 p.m. (ET)
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	:	Re: Docket Nos. 5, 7, 8, 9, 10, 53, 55, 56, 57 and 58

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OMNIBUS NOTICE OF PLEADINGS AND HEARING THEREON

PLEASE TAKE NOTICE that, on May 1, 2017, Nuverra Environmental Solutions, Inc. and its affiliated debtors, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed the following pleadings, among others, with the Court (collectively, the “**First Day Motions**”):

- *Debtors’ Motion for Interim and Final Orders (I) Prohibiting Utility Companies from Discontinuing, Altering or Refusing Service, (II) Deeming Utility Companies to Have Adequate Assurance of Payment and (III) Establishing Procedures for Resolving Requests for Additional Assurance [D.I. 5]*
- *Motion for Entry of an Order Authorizing the Debtors to (I) Pay Prepetition Employee, Independent Contractor and Director Wages, Salaries and Other Compensation, (II) Reimburse Prepetition Employee Business Expenses, (III) Contribute to Prepetition Employee Benefit Programs and Continue Such Programs Postpetition, (IV) Make Payments for which Prepetition Payroll Deductions Were Made, (V) Pay Workers’ Compensation Obligations, and (VI) Pay All Costs and Expenses Incident to the Foregoing [D.I. 7]*
- *Debtors’ Motion for an Order Authorizing the Debtors to Continue to (I) Use and Maintain Existing Bank Accounts, (II) Use Their Existing*

¹The Debtors in these proceedings (including the last four digits of their respective taxpayer identification numbers) are: Nuverra Environmental Solutions, Inc. (7117), Appalachian Water Services, LLC (0729), Badlands Leasing, LLC (2638), Badlands Power Fuels, LLC (DE) (8703), Badlands Power Fuels, LLC (ND) (1810), Heckmann Water Resources Corporation (1194), Heckmann Water Resources (CVR), Inc. (1795), Heckmann Woods Cross, LLC (9761), HEK Water Solutions, LLC (8233), Ideal Oilfield Disposal, LLC (5796), Landtech Enterprises, L.L.C. (9022), NES Water Solutions, LLC (3421), Nuverra Total Solutions, LLC (6218), and 1960 Well Services, LLC (5084). The Debtors’ corporate headquarters is located at 14624 N. Scottsdale Rd., Suite 300, Scottsdale, Arizona 85254.

Cash Management System, (III) Use Their Existing Business Forms and (IV) Make Intercompany Transactions [D.I. 8]

- *Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to Pay Certain Prepetition General Unsecured Claims in the Ordinary Course of Business, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers, and (III) Granting Related Relief [D.I. 9]*
- *Debtors' Motion for Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Financing on an Interim Basis and (B) Utilize Cash Collateral of Pre-Petition Secured Parties on an Interim Basis, (II) Granting Adequate Protection, (III) Modifying the Automatic Stay, (IV) Granting Related Relief Pursuant to 11 U.S.C. Sections 105, 361, 362, 363(c), (d) and (e), 364(c), (d) and (e) and 507(b), and (V) Scheduling a Final Hearing Authorizing Financing on a Final Basis Pursuant to Bankruptcy Rule 4001(b) and (c) [D.I. 10] (the "**DIP Motion**")*

PLEASE TAKE FURTHER NOTICE that a hearing on the First Day Motions was held on May 2, 2017, at which time the Court approved the relief requested in each of the First Day Motions on an interim basis. See Docket Nos. 53, 55, 56, 57 and 58.

PLEASE TAKE FURTHER NOTICE that a hearing to consider final approval of the relief requested in each of the First Day Motions is scheduled for **May 31, 2017 at 2:00 p.m. (ET)** before the Honorable Kevin J. Carey, in the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the entry of final orders approving the First Day Motions, must be filed on or before **May 24, 2017 at 4:00 p.m. (ET)** (the "**Objection Deadline**") with the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801. At the same time, copies of any responses or objections must be served so as to be received on or before the Objection Deadline upon the undersigned proposed counsel.

PLEASE TAKE FURTHER NOTICE that **in addition** to the undersigned proposed counsel, any objections to the entry of a final order approving the DIP Motion must also be served on or before the Objection Deadline upon the following parties: (i) counsel to the Debtors, Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022 (Attn: Fredric Sosnick, Esq. (fsosnick@shearman.com), Douglas P. Bartner, Esq. (dbartner@shearman.com), and Sara Coelho, Esq. (sara.coelho@shearman.com)); (ii) Delaware counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Pauline K. Morgan, Esq. (pmorgan@ycst.com) and Ken Enos, Esq. (kenos@ycst.com)); (iii) counsel to the DIP Revolving Facility Agent and Existing Revolving Facility Agent, Goldberg Kohn, Ltd., 55 East Monroe, Suite 3300, Chicago, Illinois 60603 (Attn: Dimitri Karcazes, Esq. (dimitri.karcazes@goldbergkohn.com)); (iv) counsel to the DIP Term Lenders and the Existing Term Lenders, Fried, Frank, Harris, Shriver &

Jacobson, LLP, One New York Plaza, New York, New York 10004 (Attn: Brad Eric Scheler Esq. (brad.scheler@friedfrank.com) and Jennifer Rodburg, Esq. (jennifer.rodburg@friedfrank.com)); (v) counsel to the DIP Term Facility Agent, the Existing Term Facility Agent and the Second Lien Trustee, Morrison & Foerster, 250 West 55th Street, New York, New York 10019 (Attn: Jonathan Levine, Esq. (jonlevine@mof.com) and James A. Newton, Esq. (jnewton@mof.com)); (vi) Delaware counsel to the DIP term Lenders and the Existing Term Lenders, Pachulski, Stang, Ziehl & Jones LLP, 919 North Market Street, 17th Floor, Wilmington, DE 19801 (Attn: Laura Davis Jones, Esq. (ljones@pszjlaw.com)); (vii) counsel to be selected by the Committee (if any) upon its formation if selected by such date; and (viii) the U.S. Trustee (Attn: Mark Kenney, Esq. (mark.kenney@usdoj.gov));

PLEASE TAKE FURTHER NOTICE THAT, IF NO RESPONSES OR OBJECTIONS TO ANY OF THE FIRST DAY PLEADINGS ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN CONNECTION WITH SUCH FIRST DAY PLEADINGS WITHOUT FURTHER NOTICE OR HEARING.

Dated: Wilmington, Delaware
May 4, 2017

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Proposed Counsel to the Debtors and Debtors in Possession