

Bryan W. Shaw, Ph.D., P.E., *Chairman*
Toby Baker, *Commissioner*
Zak Covar, *Commissioner*
Richard A. Hyde, P.E., *Executive Director*



TEXAS COMMISSION ON ENVIRONMENTAL QUALITY
Protecting Texas by Reducing and Preventing Pollution

November 19, 2014

MR WARREN BONHAM
VICE PRESIDENT AND DIRECTOR
EMERGE ENERGY SERVICES LP
180 STATE ST STE 225
SOUTHLAKE TX 76092-7632

Re: Change in Ownership
Customer Number: CN604668020

Dear Mr. Bonham:

Thank you for your request received on November 17, 2014, notifying us of the change in ownership. Your letter states that Emerge Energy Services LP is now the Owner and Operator of the facility or facilities listed in the enclosed document. Our records have been updated to reflect this change.

We understand that there will be no change in the type of pollutants emitted and no increase in the quantity of emissions. As the new permittee/registrant, you have committed to maintain compliance with all air quality regulations and applicable rule requirements of the Texas Commission on Environmental Quality.

Thank you for informing us of this change in ownership. If you have any questions regarding this letter, please feel free to contact Ms. Stephanie Ross at (512) 239-1215.

Sincerely,

A handwritten signature in black ink, appearing to read "Johnny D. Bowers".

Johnny D. Bowers, Team Leader
Air Permits Initial Review Team
Air Permits Division
Texas Commission on Environmental Quality

JDB/sr

cc: Air Section Manager, Region 4 - Fort Worth
Mr. Mark Chambers, Emissions Assessment Section (MC-164), Austin
Mr. Adam Bullock, Emissions Assessment Section (MC-164), Austin
Ms. Jeanette Emanuel, Emissions Assessment Section (MC-164), Austin
TCEQ Central Records (MC-198)

Enclosure

Change in Ownership Table

Regulated Entity Number	Account Number	Permit / Registration Number	Permit / Registration Expiration Date	Previous Permittee / Registrant	TCEQ Region	County
RN100236041	TA-0274-D	6862B	October 24, 2018	Insight Equity Acquisition Partners LP	4 - Fort Worth	Tarrant
RN100236041	TA-0274-D	83166	NA	Insight Equity Acquisition Partners LP	4 - Fort Worth	Tarrant
RN100236041	TA-0274-D	84172	NA	Insight Equity Acquisition Partners LP	4 - Fort Worth	Tarrant
RN100236041	TA-0274-D	11161	NA	Tropicana Energy Company Inc	4 - Fort Worth	Tarrant
RN100236041	TA-0274-D	104142	August 20, 2022	Insight Equity Acquisition Partners LP	4 - Fort Worth	Tarrant

Stephanie Ross

To: info@emergeenergyservices.com; bmcintire@dfuels.com
Cc: RFCAIR4; Mark Chambers; Adam Bullock; Jeanette Emanuel; Jack Bullard
Subject: Change in Ownership for EMERGE ENERGY SERVICES LP
Attachments: 221807.Docx

Warren Bonham,

This is confirmation that your request for change in ownership received on November 17, 2014 has been completed. Please refer to the attached letter for more details.

Thank you,

Stephanie Ross

11/19/2014 -----NSR IMS - PROJECT RECORD -----

PROJECT#: 221807 STATUS: PENDING DISP CODE: _____
RECEIVED: 11/17/2014 PROJTYPE: OWNCHANGE ISSUED DT: _____

PROJECT ADMIN NAME: CHANGE OF OWNERSHIP
PROJECT TECH NAME: DIRECT FUELS EULESS TERMINAL

STAFF ASSIGNED TO PROJECT:

ROSS, STEPHANIE - REVIEWR1_2 - AP INITIAL REVIEW

CUSTOMER INFORMATION (OWNER/OPERATOR DATA)

ISSUED TO: EMERGE ENERGY SERVICES LP
COMPANY NAME: EMERGE ENERGY SERVICES LP
CUSTOMER REFERENCE NUMBER: CN604668020

REGULATED ENTITY/SITE INFORMATION

REGULATED ENTITY NUMBER: RN100236041 ACCOUNT: TA0274D

REGULATED ENTITY LOCATION: 12625 CALLOWAY CEMETERY RD
REGION 04 - DFW METROPLEX NEAR CITY: EULESS COUNTY: TARRANT

CONTACT/PERMIT INFORMATION

CONTACT NAME: MR WARREN BONHAM CONTACT ROLE: RESPONSIBLE OFFICIAL
JOB TITLE: VICE PRESIDENT AND DIRECTOR ORGANIZATION: EMERGE ENERGY SERVICES LP
MAILING ADDRESS: 180 STATE ST STE 225, SOUTHLAKE, TX, 76092-7632
PHONE: (817) 865-5830 Ext: 0
FAX: (817) 865-5900 Ext: 0
EMAIL: INFO@EMERGEENERGYSERVICES.COM

PERMIT#: 6862B	AUTHTYPE: CONSTRUCT	RENEWAL: 10/24/2018
PERMIT NAME: DIRECT FUELS EULESS TERMINAL		
PERMIT#: 83166	AUTHTYPE: PBR	RENEWAL:
PERMIT NAME: DIRECT FUELS EULESS TERMINAL		
PERMIT#: 84172	AUTHTYPE: PBR	RENEWAL:
PERMIT NAME: DIRECT FUELS EULESS TERMINAL		
PERMIT#: 11161	AUTHTYPE: EXEMPT	RENEWAL:
PERMIT NAME: DIRECT FUELS - EULESS TERMINAL		
PERMIT#: 104142	AUTHTYPE: STDPMT	RENEWAL: 08/20/2022
PERMIT NAME: DIRECT FUELS EULESS TERMINAL		

PROJECT NOTES:

11/19/2014 CHANGE OF OWNERSHIP EFFECTIVE 05/14/2013

TRACKING ELEMENTS:

TE Name	Start Date	Complete Date
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Texas Commission on Environmental Quality
Air Permits Division
Change of Name/Ownership Form

Clare to Toni 11/19

I. Application Type		
☒ Change in Ownership ☒ Change in Company Name		
II. Name of the New Owner or Operator of the Facilities or Equipment (Legal Entity Name of the new permittee)		
A. Customer Name: Emerge Energy Services LP		
B. Customer Reference Number (CN) (if issued): 604668020 ✓		
C. Submittal Date: 10/31/2014		
D. Effective Date of Change: 05/14/2013		
E. Is the new owner an affiliate of the previous owner?		☐ YES ☒ NO
III. Responsible Official (RO) Contact Information		
Name ☒ Mr. ☐ Mrs. ☐ Ms. ☐ Dr.): Warren Bonham		
Title: Vice President and Director		
Company Name: Emerge Energy Services LP		
Mailing Address: 180 State Street, Suite 225		
City: Southlake	State: TX	Zip Code: 76092
Territory:		Country: USA
Foreign Postal Code:		Internal Mail Code:
Telephone No.: 817-865-5830		Fax No.: 817-865-5900
E-mail Address: info@emergeenergyservices.com		
IV. Technical Contact Information		
Name ☒ Mr. ☐ Mrs. ☐ Ms. ☐ Dr.): Brock McIntire		
Title: Terminal Manager		
Company Name: Direct Fuels LLC		
Mailing Address: 12625 Calloway Cemetery Road		
City: Euless	State: TX	Zip Code: 70640
Territory:		Country: USA
Foreign Postal Code:		Internal Mail Code:
Telephone No.: 817-354-2708		Fax No.: 817-354-2722
E-mail Address: bmcintire@dfuels.com		
V. Site Information		
A. Site Name: DIRECT FUELS EULESS TERMINAL		
B. Regulated Entity Number (RN) (if issued): 100236041		
C. Account Number (if issued): TA0274D		



Texas Commission on Environmental Quality
Air Permits Division
Change of Name/Ownership Form

V. Site Information (continued)								
D. If action is transfer of ownership, is the change for the entire site?							☒ YES ☐ NO ☐ N/A	
E. If action is transfer of ownership for a portion of the existing site, will the new site be a major source?							☐ YES ☐ NO ☒ N/A	
F. Indicate all pollutants for which the site is a major source based on the site's potential to emit.								
Pollutant:	VOC	NO _x	SO ₂	PM ₁₀	CO	PB	HAPs	Other
Major at the Site (YES/NO):	YES	NO	NO	NO	NO	NO	NO	
VI. Air Authorizations That Are Affected By This Action								
A. List all NSR authorizations (including PBR, SE, and standard permit registrations, and NSR permits), as applicable: NSR Permit 6862B, Registrations 104142, 11161, 83166, and 84172								
B. List all FOPs (including SOPs and ATOs under GOPs), as applicable: SOP 2755								
VII. NSR Conditions for Change of Ownership under 30 TAC § 116.110(e)								
• The new owner agrees to be bound by all the permit conditions and all representations made in the permit and any amendments and alterations. • The new owner asserts there will be no change in the type of pollutants emitted. • The new owner asserts there will be no increase in the quantity emitted.								
VIII. FOP Conditions for Change of Ownership								
• For SOP holders: Pursuant to 30 TAC § 122.210 and § 122.211, the permit holder (new owner) is required to submit a permit revision application for a change to the permit identification of ownership or operational control of a site. The change must be facilitated by a written agreement containing a specific date for transfer of permit responsibility, coverage, and liability between the old and new permit holder. This written agreement is maintained with the permit. • For GOP holders: Pursuant to 30 TAC § 122.503, the permit holder (new owner) is required to submit (before the change is operated) an application for a new authorization to operate for a change to the permit identification of ownership or operational control of a site. The change must be facilitated by a written agreement containing a specific date for transfer of permit responsibility, coverage, and liability between the old and new permit holder. This written agreement is maintained with the permit.								
A. Are any other changes needed for the FOP? (If YES, submit the information as explained in the instructions.)							☐ YES ☒ NO	
B. Is there an Acid Rain permit or Clean Air Interstate Rule (CAIR) permit included in the SOP? (If YES, submit the information as explained in the instructions.)							☐ YES ☒ NO	
IX. Authorization								
I, <u>Warren Bonham</u> , certify that I am the responsible official for this application and that, based on information and belief formed after reasonable inquiry, the statements and information on this form are true, accurate, and complete.								
Signature: <u>Warren Bonham</u>					Signature Date: <u>10-27-14</u>			
Title: <u>CEO</u>								



TCEQ Use Only

TCEQ Core Data Form

For detailed instructions regarding completion of this form, please read the Core Data Form Instructions or call 512-239-5175.

SECTION I: General Information

1. Reason for Submission (If other is checked please describe in space provided)			
☐ New Permit, Registration or Authorization (Core Data Form should be submitted with the program application)			
☐ Renewal (Core Data Form should be submitted with the renewal form)		☒ Other Change in Ownership/Name	
2. Attachments Describe Any Attachments: (ex. Title V Application, Waste Transporter Application, etc.)			
☒ Yes ☐ No			
3. Customer Reference Number (if issued)		4. Regulated Entity Reference Number (if issued)	
CN 602408643		RN 100236041	

SECTION II: Customer Information

5. Effective Date for Customer Information Updates (mm/dd/yyyy)		05/14/2013	
6. Customer Role (Proposed or Actual) – as it relates to the Regulated Entity listed on this form. Please check only one of the following:			
☐ Owner ☐ Operator ☒ Owner & Operator			
☐ Occupational Licensee ☐ Responsible Party ☐ Voluntary Cleanup Applicant ☐ Other: _____			
7. General Customer Information			
☐ New Customer ☐ Update to Customer Information ☒ Change in Regulated Entity Ownership			
☒ Change in Legal Name (Verifiable with the Texas Secretary of State) ☐ No Change**			
**If "No Change" and Section I is complete, skip to Section III – Regulated Entity Information.			
8. Type of Customer:			
☐ Corporation ☐ Individual ☐ Sole Proprietorship- D.B.A			
☐ City Government ☐ County Government ☐ Federal Government ☐ State Government			
☐ Other Government ☐ General Partnership ☒ Limited Partnership ☐ Other: _____			
9. Customer Legal Name (If an individual, print last name first: ex. Doe, John) If new Customer, enter previous Customer below End Date			
Emerge Energy Services LP		INSIGHT EQUITY ACQUISITION PARTNERS LP	
10. Mailing Address:			
12625 Calloway Cemetery Road			
City Euless State TX ZIP 70640 ZIP + 4			
11. Country Mailing Information (if outside USA)		12. E-Mail Address (if applicable)	
		bmcintire@dfuels.com	
13. Telephone Number		14. Extension or Code	
(817) 354-2708			
15. Fax Number (if applicable)			
(817) 354-2722			
16. Federal Tax ID (9 digits)		17. TX State Franchise Tax ID (11 digits)	
43-200711		32048750437	
18. DUNS Number (if applicable)		19. TX SOS Filing Number (if applicable)	
		0801640457	
20. Number of Employees		21. Independently Owned and Operated?	
☒ 0-20 ☐ 21-100 ☐ 101-250 ☐ 251-500 ☐ 501 and higher		☐ Yes ☒ No	

SECTION III: Regulated Entity Information

22. General Regulated Entity Information (If "New Regulated Entity" is selected below this form should be accompanied by a permit application)			
☐ New Regulated Entity ☒ Update to Regulated Entity Name ☒ Update to Regulated Entity Information ☐ No Change** (See below)			
**If "NO CHANGE" is checked and Section I is complete, skip to Section IV, Preparer Information.			
23. Regulated Entity Name (name of the site where the regulated action is taking place)			

Direct Fuels LLC							
24. Street Address of the Regulated Entity: (No P.O. Boxes)	12625 Calloway Cemetery Road						
	City	Eules	State	TX	ZIP	70640	ZIP + 4
25. Mailing Address:	12625 Calloway Cemetery Road						
	City	Eules	State	TX	ZIP	70640	ZIP + 4
26. E-Mail Address:	bmcintire@dfuels.com						
27. Telephone Number	28. Extension or Code		29. Fax Number (if applicable)				
(817) 354-2708			(817) 354-2722				
30. Primary SIC Code (4 digits)	31. Secondary SIC Code (4 digits)	32. Primary NAICS Code (5 or 6 digits)			33. Secondary NAICS Code (5 or 6 digits)		
5171							
34. What is the Primary Business of this entity? (Please do not repeat the SIC or NAICS description.)							
Petroleum Terminal including Transmix Processing and Fuel Production							

Questions 34 – 37 address geographic location. Please refer to the instructions for applicability.

35. Description to Physical Location:					
36. Nearest City	County	State	Nearest ZIP Code		
Eules	Tarrant	TX	70640		
37. Latitude (N) In Decimal:	38. Longitude (W) In Decimal:				
Degrees	Minutes	Seconds	Degrees	Minutes	Seconds
32	48	39	097	05	37

39. TCEQ Programs and ID Numbers Check all Programs and write in the permits/registration numbers that will be affected by the updates submitted on this form or the updates may not be made. If your Program is not listed, check other and write it in. See the Core Data Form instructions for additional guidance.

☐ Dam Safety	☐ Districts	☐ Edwards Aquifer	☐ Industrial Hazardous Waste	☐ Municipal Solid Waste
☒ New Source Review – Air	☐ OSSF	☒ Petroleum Storage Tank	☐ PWS	☐ Sludge
☒ Stormwater	☒ Title V – Air	☐ Tires	☐ Used Oil	☐ Utilities
☐ Voluntary Cleanup	☐ Waste Water	☐ Wastewater Agriculture	☐ Water Rights	☐ Other:

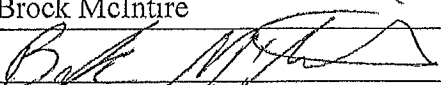
SECTION IV: Preparer Information

40. Name:	Jack Bullard	41. Title:	Consultant
42. Telephone Number	43. Ext./Code	44. Fax Number	45. E-Mail Address
(512) 763-1090		(866) 906-3753	jack@bullardec.com

SECTION V: Authorized Signature

46. By my signature below, I certify, to the best of my knowledge, that the information provided in this form is true and complete, and that I have signature authority to submit this form on behalf of the entity specified in Section II, Field 9 and/or as required for the updates to the ID numbers identified in field 39.

(See the Core Data Form instructions for more information on who should sign this form.)

Company:	Direct Fuels LLC	Job Title:	Terminal Manager
Name (In Print):	Brock McIntire	Phone:	(817) 354-2708
Signature:		Date:	8-18-2014

BEC Bullard Environmental Consulting, Inc.
Engineering and Environmental Compliance Services

US Certified Mail Return Receipt

August 22, 2014

TCEQ Central Registry Program
MC 144
PO Box 13087
Austin, TX 78711-3087

Re: Direct Fuels LLC
Name and Ownership Change
12625 Calloway Cemetery Rd
Euless, TX, 76040
CN602408643, RN100236041

Dear Sir or Madam:

On behalf of Emerge Energy Services LP, I am submitting the attached TCEQ CORE data form to change the name of a registered entity and to change the ownership of that entity.

Please see existing customer (owner)/regulated entity information and the new information below. The permanent facility (regulated entity) physical address is not changing. Please affect these change to all facility permits and registrations in TCEQ's Central Registry.

Existing Central Registry listings:

Customer: Insight Equity Acquisition Partners, LP
Customer Number: CN602408643

Regulated Entity Name: DIRECT FUELS EULESS TERMINAL
Regulated Entity Number: RN100236041

Proposed Central Registry changes:

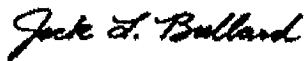
Customer: Emerge Energy Services LP
Customer Number: To be assigned by TCEQ

Regulated Entity Name: Direct Fuels LLC
Regulated Entity Number: RN100236041

We have included a recent Franchise Tax Account Status for EMERGE ENERGY SERVICES LP and a completed CORE Data Form with this letter.

If you have any questions regarding these materials, please contact me at (512) 763-1090 or via e-mail at jack@bullardec.com or Mr. Brock McIntire, Direct Fuels Terminal Manager, (817) 354-2708 or bmcintire@dfuels.com.

Sincerely,



Jack L. Bullard, P.E.
Engineering Partner

Enclosures

cc: Mr. Tony Walker, Regional Director, TCEQ Region 4, Fort Worth, Texas,
w/enclosures
Mr. Brock McIntire, Direct Fuels, Euless, Texas, w/enclosures



Franchise Tax Account Status

As of: 08/17/2014 08:48:31 PM

This Page is Not Sufficient for Filings with the Secretary of State

EMERGE ENERGY SERVICES LP	
Texas Taxpayer Number	32048750437
Mailing Address	180 STATE ST STE 225 SOUTHLAKE, TX 76092-7632
Right to Transact Business in Texas	ACTIVE
State of Formation	DE
Effective SOS Registration Date	08/15/2012
Texas SOS File Number	0801640457
Registered Agent Name	CAPITOL CORPORATE SERVICES, INC.
Registered Office Street Address	800 BRAZOS, STE 400 AUSTIN, TX 78701

Stephanie Ross

From: Johnny Bowers
Sent: Monday, November 17, 2014 2:10 PM
To: Stephanie Ross
Subject: FW: CN602408643- Emerge Energy Services LP
Attachments: RE: CN602408643- Emerge Energy Services LP

Steph,

I only responded to the Jack. I am not sure if this response was in part of a deficiency from Sandra or not. Let's discuss if need be.

Thanks,

Johnny Bowers, Team Leader
Air Permits Initial Review Team
Air Permits Division, MC 161
Office of Air
Texas Commission on Environmental Quality
Phone: (512) 239-6770
Fax: (512) 239-4500
E-mail: johnny.bowers@tceq.texas.gov
Web site: www.tceq.texas.gov
Please consider whether it is necessary to print this e-mail

How are we doing? www.tceq.texas.gov/customersurvey

Stephanie Ross

From: Jack Bullard <jack@bullardec.com>
Sent: Monday, November 17, 2014 2:03 PM
To: Johnny Bowers; 'Sandra Young'
Subject: RE: CN602408643- Emerge Energy Services LP
Attachments: CON Emerge Energy 10282014.pdf

Johnny,

I keep getting my e-mails to Sandra returned so I'm forwarding the info. she requested through you.

Thanks!

Jack

Sandra,

The air permits database has not been updated yet. The signed CORE Data form you requested is attached.

Please let me know when it will be updated.

Thanks for your help!

Jack

From: Sandra Young [mailto:Sandra.Young@tceq.texas.gov]
Sent: Friday, September 5, 2014 10:40 AM
To: jack@bullardec.com
Subject: Change of Ownership for authorizations on RN100236041

Jack,

I have your Core Data form, but I also need a Change of Name/Ownership form, which I have attached. Just fill it out through Section III and list **both the NSR permits and Air Op permits on VI.A & VI.B**. When my work is finished, my paperwork will be forwarded to Petroleum Storage, Stormwater, etc. (all other TCEQ programs on the RN).

The Core Data form is signed by someone at Direct Fuels LLC. Since I am putting ownership of the authorizations in the name of Emerge Energy Services LP, both forms need to be signed by someone with the owning company.

Let me know if you have any questions.

Sandra Young Lawless
The Texas Commission on Environmental Quality
12100 Park 35 Circle Bldg C, Mail Code 161
Austin, TX 78753
Phone: 512-239-1326
Fax: 512-239-1300 or
512-239-1400

Program	ID Type	ID Number	Project
AIR NEW SOURCE PERMITS	PERMIT	6862B ✓	
AIR NEW SOURCE PERMITS	REGISTRATION	104142 ✓	
AIR NEW SOURCE PERMITS	REGISTRATION	11161	
AIR NEW SOURCE PERMITS	REGISTRATION	83166 ✓	
AIR NEW SOURCE PERMITS	REGISTRATION	84172 ✓	
AIR OPERATING PERMITS	PERMIT	2755	

✓ CN600449003