#### IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF DELAWARE

IN RE HECKMANN CORPORATION SECURITIES LITIGATION Case No. 1:10-cv-00378-LPS-MPT

#### PROOF OF CLAIM AND RELEASE FORM

#### YOU MUST SUBMIT A PROOF OF CLAIM AND RELEASE FORM TO THE CLAIMS ADMINISTRATOR, HEFFLER CLAIMS GROUP, AT THE ADDRESS SET FORTH BELOW, POSTMARKED NO LATER THAN AUGUST 18, 2014 TO BE ELIGIBLE TO RECEIVE A SHARE OF THE NET SETTLEMENT FUND IN CONNECTION WITH THE SETTLEMENT OF THE ACTION CAPTIONED IN RE HECKMANN CORPORATION SECURITIES LITIGATION, CASE NO. 1:10-CV-00378-LPS-MPT.

#### In re Heckmann Corporation Securities Litigation c/o Heffler Claims Group P.O. Box 60254 Philadelphia, PA 19102-0254

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Important - This form should be completed IN CAPITAL LETTERS using BLACK or DARK BLUE ballpoint/fountain pen. Characters and marks used should be similar in the style to the following:

## ABCDEFGHIJKLMNOPQRSTUVWXYZ12345670

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MUST BE POSTMARKED NO LATER THAN AUGUST 18, 2014 In re Heckmann Corporation Securities Litigation Case No. 1:10-cv-00378-LPS-MPT PROOF OF CLAIM AND RELEASE

#### **SECTION A – CLAIMANT IDENTIFICATION**

Complete either Part 1 or 2 and then proceed to Part 3.

Part 1 Complete this Section ONLY if the Investor is an individ Last Name (Investor)	idual, joint, UGMA, UTMA or IRA account. Otherwise, proceed to Part 2. MI First Name (Investor)
Last Name (Joint Beneficial Owner, if applicable)	MI First Name (Joint Beneficial Owner)
Name of Custodian, if applicable	
If this account is an UGMA, UTMA or IRA, please include "UG	GMA", "UTMA", or "IRA" in the "Last Name" box above (e.g., Jones IRA).
Part 2 - Complete this Section ONLY if the Investor is an entity	ity; i.e., corporation, trust, estate, etc. Then, proceed to Part 3.
Entity Name	
Name of Representative (Executor, administrator, trustee,	, corporate officer, etc.)
Part 3 – Account/Mailing Information:	
Street Address:	
City:	State: Zip Code: -
Foreign Province:	Foreign Postal Code:
Foreign Country:	
Area Code Telephone No. (day)	Area Code Telephone No. (evening)
Email:	
Check Appropiate Box: Individual Corpor	oration Joint Owners IRA Trust Other
OR	
Social Security Number (for individuals)	Employer Identification Number (for estates, trusts, corps, etc)
	nants with a large number of transactions may request, or may be requested, to submit information [UST submit a manually signed paper Proof of Claim and Release form whether or not they also

regarding their transactions in electronic format. All claimants MUST submit a manually signed paper Proof of Claim and Release form whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at (877) 852-8870 or visit the settlement website, <u>www.HeckmannSecuritiesLitigationSettlement.com</u>, to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgement of receipt and acceptance of electronically submitted data.





#### **SECTION B – GENERAL INSTRUCTIONS**

A. It is important that you completely read and understand the Notice of Pendency and Proposed Settlement of Class Action, Motion for Attorneys' Fees and Litigation Expenses, and Final Approval Hearing (the "Notice") and the Plan of Allocation included in the Notice. The Notice and the Plan of Allocation set forth in the Notice describe (i) the proposed settlement that will resolve the action captioned *In re Heckmann Corporation Securities Litigation*, Case No. 1:10-cv-00378-LPS-MPT (the "Litigation"); (ii) how Settlement Class Members are affected by the Settlement; and (iii) the manner in which the Net Settlement Fund will be distributed, if the Court approves the Settlement and the Plan of Allocation. The Notice also contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Proof of Claim and Release form ("Proof of Claim"). By signing and submitting this Proof of Claim, you will be certifying that you have read the Notice, including the terms of the release described therein and provided for herein.

B. TO BE ELIGIBLE TO RECEIVE A DISTRIBUTION FROM THE NET SETTLEMENT FUND CREATED BY THE SETTLEMENT, YOU MUST SUBMIT YOUR COMPLETED AND SIGNED PROOF OF CLAIM TO THE CLAIMS ADMINISTRATOR VIA FIRST-CLASS MAIL, POSTAGE PREPAID, **POSTMARKED ON OR BEFORE AUGUST 18, 2014,** ADDRESSED AS FOLLOWS:

#### In re Heckmann Corporation Securities Litigation c/o Heffler Claims Group P.O. Box 60254 Philadelphia, PA 19102-0254

C. The Proof of Claim is directed to the following Settlement Class: All Persons who, (i) as to claims under Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 ("Exchange Act"), held Heckmann Corporation (n/k/a Nuverra Environmental Solutions, Inc.) ("Heckmann") common stock as of September 15, 2008, and were entitled to vote on the merger between Heckmann and China Water & Drinks, Inc. ("China Water"), and were damaged thereby; and (ii) as to claims under Sections 10(b) and 20(a) of the Exchange Act, purchased or otherwise acquired Heckmann common stock during the period from May 20, 2008 through May 8, 2009, inclusive, excluding shares of Heckmann common stock acquired by exchanging stock of China Water for Heckmann stock through the merger between the two companies consummated on October 30, 2008 ("Merger"), and were damaged thereby; and (iii) as to claims under Sections 10(b) and 20(a) of the Exchange Act, purchased or otherwise, and were damaged thereby; and (iii) as to claims under Sections 10(b) and 20(a) of the Exchange Act, purchased or otherwise acquired Heckmann warrants from May 20, 2008 through May 8, 2009, inclusive, and were damaged thereby. Excluded from the Settlement Class are Defendants, present or former executive officers of Heckmann and China Water, present or former members of Heckmann's and China Water's Board of Directors and the immediate family members (as defined in 17 C.F.R. § 229.404, Instructions) of the foregoing excluded individuals. Also excluded from the Settlement Class are those Persons who timely and validly request exclusion from the Settlement Class pursuant to the requirements set forth in the Notice.

D. If you are NOT a member of the Settlement Class described above, or if you, or someone acting on your behalf, submitted a request for exclusion from the Settlement Class, then DO NOT submit a Proof of Claim. You may not, directly or indirectly, participate in the Settlement if you are not a member of the Settlement Class. Thus if you requested exclusion and are excluded from the Settlement Class, any Proof of Claim that you submit, or that may be submitted on your behalf, will not be accepted with respect to the Settlement.

E. If you are a member of the Settlement Class, you are bound by the terms of any judgment entered in the Litigation, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM, unless a valid request for exclusion from the Settlement Class is received by June 5, 2014 in accordance with the requirements set forth in the Notice. The Judgment in connection with the Settlement will release and enjoin the filing or continued prosecution of the Released Claims (as set forth in paragraph 1.22 of the Stipulation) against the Settling Defendants and certain parties related to the Settling Defendants (i.e., the "Released Persons" as set forth in paragraph 1.23 of the Stipulation).

F. Submission of this Proof of Claim, however, does not ensure that you will share in the proceeds of the Settlement Fund created in this Litigation. Distribution of the Net Settlement Fund will be governed by the Plan of Allocation (as set forth in the Notice), if it is approved by the Court, or by such other plan of allocation as the Court approves.

G. Use Sections C and D of this Proof of Claim to supply all required details of your transaction(s) in Heckmann common stock and warrants. On the schedules provided, please provide all of the information requested below with respect to all of your holdings, purchases, acquisitions and sales of Heckmann common stock and warrants, whether such transactions resulted in a profit or a loss. Failure to report all transactions during the requested periods may result in the rejection of your claim.

H. <u>Please note</u>: only (i) Heckmann common stock and warrants purchased or otherwise acquired during the Settlement. Class Period and (ii) Heckmann common stock held as of September 15, 2008 are eligible to potentially recover under the Settlement. However, under the "90-day look back period" (described in the Plan of Allocation set forth in the Notice), your sales of Heckmann common stock and warrants during the period from May 8, 2009 through August 5, 2009, inclusive, will be used for purposes of calculating your Recognized Loss for Heckmann common stock and warrants under Section 10(b) of the Exchange Act. Therefore, in order for the Claims Administrator to be able to balance your claim, the requested purchase/acquisition information during the 90-day look back period must also be provided. Additionally, while shares of Heckmann common stock acquired by exchanging stock of China Water for Heckmann stock through the Merger are not covered by the definition of the Settlement Class and losses will not be calculated with respect to the acquisition of those shares, those shares will be used for purposes of matching sales to acquisitions and must be included in this Proof of Claim.

I. You are required to submit genuine and sufficient documentation for all your transaction(s) in and holdings of Heckmann common stock and warrants, as requested in Sections C and D of this Proof of Claim. Documentation may consist of copies of brokerage confirmations or monthly statements. The Settling Parties and the Claims Administrator do not independently have information about your investments in Heckmann common stock and warrants. IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OR EQUIVALENT CONTEMPORANEOUS DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION COULD DELAY VERIFICATION OF YOUR CLAIM OR COULD RESULT IN THE REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS. Please keep a copy of all documents that you send to the Claims Administrator.

J. Separate Proofs of Claim should be submitted for each such legal entity (e.g., a claim from joint owners should not include separate transactions of just one of the joint owners, and an individual should not combine his or her IRA transactions with transactions made solely in the individual's name). Conversely, a single Proof of Claim should be submitted on behalf of one legal entity including all transactions made by that entity on one Proof of Claim, no matter how many separate accounts that entity has (e.g., a corporation with multiple brokerage accounts should include all transactions made in all accounts on one Proof of Claim).

K. All joint beneficial owners must sign this Proof of Claim. If you held, purchased or acquired Heckmann common stock and warrants in your name, you are the beneficial owner as well as the record owner of these securities. If, however, you held, purchased or acquired Heckmann common stock and warrants and these securities were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner of these securities, but the third party is the record owner.

L. Agents, executors, administrators, guardians, and trustees must complete and sign this Proof of Claim on behalf of persons represented by them, and they must:

- (a) expressly state the capacity in which they are acting;
- (b) identify the name, account number, Social Security Number (or taxpayer identification number), address and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the Heckmann common stock and warrants; and
- (c) furnish herewith evidence of their authority to bind the person or entity on whose behalf they are acting. (Authority to complete and sign a Proof of Claim cannot be established by stockbrokers demonstrating only that they have discretionary authority to trade stock in another person's accounts.)
- M. By submitting a signed Proof of Claim, you will be swearing that you:
  - (a) own(ed) the Heckmann common stock and/or warrants you have listed in the Proof of Claim; or
  - (b) are expressly authorized to act on behalf of the owner thereof.

N. By submitting a signed Proof of Claim, you will be swearing to the truth of the statements contained therein and the genuineness of the documents attached thereto, subject to penalties of perjury under the laws of the United States of America. The making of false statements, or the submission of forged or fraudulent documentation, will result in the rejection of your claim and may subject you to civil liability or criminal prosecution.

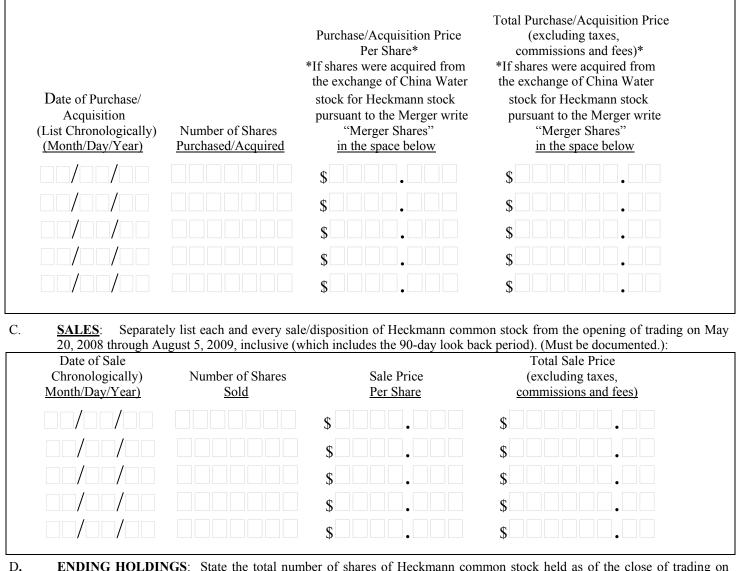
O. If you have questions concerning this Proof of Claim, or need additional copies of the Proof of Claim or Notice, you may contact the Claims Administrator, Heffler Claims Group, at the above address or by toll-free phone at 1-877-852-8870, or you may download the documents from <u>www.HeckmannSecuritiesLitigationSettlement.com</u>.

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#### SECTION C - SCHEDULE OF TRANSACTIONS IN HECKMANN COMMON STOCK

Failure to provide proof of all holdings, purchases, acquisitions and sales information requested below will impede proper processing of your claim and may result in the rejection of your claim. Please include proper documentation with your Proof of Claim as described in detail in Section B – General Instructions, Paragraph I above.

- A. **BEGINNING <u>HOLDINGS</u>**: State the total number of shares of Heckmann common stock held as of the close of trading on May 19, 2008. If none, write "0" or "Zero." (Must be documented.):
- B. <u>**PURCHASES/ACQUISITIONS</u>**: Separately list each and every purchase/acquisition of Heckmann common stock from the opening of trading on May 20, 2008 through August 5, 2009, inclusive (which includes the 90-day look back period).<sup>1</sup> (Must be documented.):</u>



**ENDING HOLDINGS**: State the total number of shares of Heckmann common stock held as of the close of trading on August 5, 2009 (the last day of the 90-day look back period). If none, write "0" or "Zero." (Must be documented.):

# IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU <u>MUST</u> PHOTOCOPY THIS PAGE AND

#### CHECK THIS BOX

#### IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES WILL NOT BE REVIEWED.

1 <u>Please note</u>: As set forth above, information requested with respect to your purchases and acquisitions of Heckmann common stock between May 8, 2009 and August 5, 2009, inclusive, is needed in order to balance your claim; purchases and acquisitions during this period, however, will not be used for purposes of calculating your losses pursuant to the Plan of Allocation.



#### SECTION D – SCHEDULE OF TRANSACTIONS IN HECKMANN WARRANTS

Failure to provide proof of all holdings, purchases, acquisitions and sales information requested below will impede proper processing of your claim and may result in the rejection of your claim. Please include proper documentation with your Proof of Claim as described in detail in Section B – General Instructions, Paragraph I above.

A. **<u>BEGINNING HOLDINGS</u>**: State the total number of Heckmann warrants held as of the close of trading on May 19, 2008.

If none, write "0" or "Zero." (Must be documented.):

(Each warrant entitled the holder of such warrant to purchase from Heckmann one share of common stock at an exercise price of \$6.00.)

B. <u>**PURCHASES/ACQUISITIONS**</u>: Separately list each and every purchase/acquisition of Heckmann warrants from the opening of trading on May 20, 2008 through August 5, 2009, inclusive (which includes the 90-day look back period).<sup>2</sup> (Must be documented.):

Date of Purchase/ Acquisition (List Chronologically) (Month/Day/Year)	Number of Warrants Purchased/Acquired	Purchase/Acquisition Price Per Warrant	Total Purchase/Acquisition Price (excluding taxes, <u>commissions and fees)</u>	Exercised or <u>Expired</u>
		\$	\$	
		\$	\$	
		\$	\$	
		\$	\$	
		\$	\$	

C. <u>SALES</u>: Separately list each and every sale/disposition of Heckmann warrants from the opening of trading on May 20, 2008 through August 5, 2009, inclusive (which includes the 90-day look back period). (Must be documented.):

Date of Sale (List Chronologically) <u>(Month/Day/Year)</u>	Number of Warrants Sold	Sale Price <u>Per Warrant</u>	Total Sale Price (excluding taxes, <u>commissions and fees)</u>
		\$	\$
		\$	\$
		\$	\$
		\$	\$
		\$	\$

D. **ENDING HOLDINGS**: State the total number of Heckmann warrants held as of the close of trading on August 5, 2009 (the last day of the 90-day look back period). If none, write "0" or "Zero." (Must be documented.)

#### IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU <u>MUST</u> PHOTOCOPY THIS PAGE AND CHECK THIS BOX

#### IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES WILL NOT BE REVIEWED.



<sup>2 &</sup>lt;u>Please note</u>: As set forth above, information requested with respect to your purchases and acquisitions of Heckmann warrants between May 8, 2009 and August 5, 2009, inclusive, is needed in order to balance your claim; purchases and acquisitions during this period, however, will not be used for purposes of calculating your losses pursuant to the Plan of Allocation.

#### **SECTION E – RELEASE OF CLAIMS AND SIGNATURE**

I (We) hereby acknowledge that as of the Effective Date of the Settlement, pursuant to the terms set forth in the Stipulation described herein and in the Notice, I (we) shall be deemed to have, and by operation of law and the Judgment shall have fully, finally, and forever released, relinquished, and discharged all Released Claims against the Released Persons (as those terms are defined in the Stipulation), and shall forever be enjoined from prosecuting any Released Claims against any of the Released Persons.

#### **SECTION F - CERTIFICATION**

By signing and submitting this Proof of Claim, the claimant(s) or the person(s) who represent the claimant(s) certifies (certify), as follows:

1. that I (we) have read the Notice, the Plan of Allocation and this Proof of Claim, including the releases provided for in the Settlement;

2. that the claimant(s) is a (are) Settlement Class Member(s), as defined in the Notice and in Paragraph C on page 3 of this Proof of Claim, and is (are) not excluded by definition from the Settlement Class as set forth in the Notice and in Paragraph C on page 3 of this Proof of Claim;

3. that the claimant(s) has (have) not submitted a request for exclusion from the Settlement Class;

4. that the claimant(s) owns(ed) the Heckmann common stock and/or warrants identified in this Proof of Claim and has (have) not assigned the claim against the Released Persons to another, or that, in signing and submitting this Proof of Claim, the claimant(s) has (have) the authority to act on behalf of the owner(s) thereof;

5. that the claimant(s) has (have) not submitted any other claim covering the same purchases, acquisitions, sales, or holdings of Heckmann common stock and/or warrants and knows of no other person having done so on his/her/its/their behalf;

6. that the claimant(s) submits (submit) to the jurisdiction of the Court with respect to his/her/its/their claim and for purposes of enforcing the releases set forth herein;

7. that I (we) agree to furnish such additional information with respect to this Proof of Claim as the Claims Administrator or the Court may require;

8. that the claimant(s) waives (waive) the right to trial by jury, to the extent it exists, and agrees (agree) to the Court's summary disposition of the determination of the validity or amount of the claim made by this Proof of Claim;

9. that I (we) acknowledge that the claimant(s) will be bound by and subject to the terms of any judgment that may be entered in this Litigation; and

10. that the claimant(s) is (are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because: (i) the claimant(s) is (are) exempt from backup withholding; or (ii) the claimant(s) has (have) not been notified by the IRS that he/she/it/they is (are) subject to backup withholding as a result of a failure to report all interest or dividend; or (iii) the IRS has notified the claimant(s) that he/she/it/they is (are) no longer subject to backup withholding. If the IRS has notified the claimant(s) that he/she/it/they is (are) subject to backup withholding, please strike out the language in the preceding sentence indicating that the claimant(s) is (are) not subject to backup withholding in the certification above.



# UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDE BY ME (US) ON THIS FORM IS TRUE, CORRECT, AND COMPLETE, AND THAT THE DOCUMENTS SUBMITTED HEREWITH ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

Signature of Claimant		
Signature of Clannant		
Print Name of Claimant	Date	
Signature of Joint Claimant, if any		
Print Name of Joint Claimant, if any	Date	
If claimant is other than an individual, or is not the	e person completing this form, the following o	also must be provided:
Signature of Person Completing Form		
Print Name of Person Completing Form	Date	
Capacity of person signing on behalf of claimant, if other than an individual, e.g., executor, president, custodian, etc.		

### THIS PROOF OF CLAIM MUST BE MAILED TO THE CLAIMS ADMINISTRATOR BY FIRST-CLASS MAIL, POSTAGE PREPAID, POSTMARKED NO LATER THAN AUGUST 18, 2014, ADDRESSED AS FOLLOWS:

In re Heckmann Corporation Securities Litigation c/o Heffler Claims Group P.O. Box 60254 Philadelphia, PA 19102-0254

A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by August 18, 2014 and if a postmark is indicated on the envelope and it is mailed First-Class, and addressed in accordance with the above instructions. In all other cases, a Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.



#### **Checklist Regarding Proof of Claim**

- 1. Please sign the release and certification on the enclosed Proof of Claim. If this Proof of Claim is being submitted on behalf of joint claimants, then both must sign.
- 2. Remember to attach only copies of acceptable supporting documentation.
- 3. Please do not highlight any portion of the Proof of Claim or any supporting documents.
- 4. Do not send original stock certificates or documentation. These items cannot be returned to you by the Claims Administrator.
- 5. Keep copies of the completed Proof of Claim and documentation for your own records.
- 6. The Claims Administrator will acknowledge receipt of your Proof of Claim by mail, within 60 days. Your Proof of Claim is not deemed submitted until you receive an acknowledgment postcard. If you do not receive an acknowledgment postcard within 60 days, please call the Claims Administrator toll free at 1-877-852-8870.
- 7. If your address changes in the future, or if the Proof of Claim was sent to an old or incorrect address, please send the Claims Administrator written notification of your new address. If you change your name, please inform the Claims Administrator.
- 8. If you have any questions or concerns regarding your claim, please contact the Claims Administrator at the below address or at 1-877-852-8870, or visit <u>www.HeckmannSecuritiesLitigationSettlement.com</u>.

# THIS PROOF OF CLAIM MUST BE POSTMARKED NO LATER THAN AUGUST 18, 2014 AND MUST BE MAILED TO:

In re Heckmann Corporation Securities Litigation c/o Heffler Claims Group P.O. Box 60254 Philadelphia, PA 19102-0254 In re Heckmann Corporation Securities Litigation c/o Heffler Claims Group P.O. Box 60254 Philadelphia, PA 19102-0254