

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.¹ : (Jointly Administered)
: :
: Objection Deadline: October 1, 2019 at 4:00 p.m. (ET)
: :
----- X

**FIRST MONTHLY APPLICATION OF LATHAM & WATKINS LLP FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS AND
DEBTORS-IN-POSSESSION FOR THE PERIOD FROM
JULY 15, 2019 THROUGH JULY 31, 2019**

Name of Applicant: Latham & Watkins LLP
Authorized to Provide Professional Services to: the above-captioned debtors and debtors-in-
possession
Date of Retention: September 4, 2019, *nunc pro tunc* to July 15,
2019
Period for which compensation
and reimbursement are sought: July 15, 2019 through July 31, 2019
Amount of Compensation sought as actual,
reasonable, and necessary: \$289,700.25 (80% = \$231,760.20)
Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$9,354.80

This is a(n): X monthly ___ interim ___ final application

This monthly application includes 0 hours with a value of \$0 incurred in connection with the preparation of fee applications.

Prior Applications Filed: None

1 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.



COMPENSATION BY PROFESSIONAL
JULY 15, 2019 THROUGH JULY 31, 2019

Name of Professional	Position of the Applicant; Date of Hire; Year of Obtaining License to Practice	Hourly Billing Rate²	Total Hours Billed	Total Compensation
Mack, Joel	Partner; 1985; California 1986, Texas 2010	\$1,345	3.6	\$4,842.00
Maieron, Ryan	Partner; 2011; Texas 1996	\$1,345	0.3	\$403.50
Ozdogan, Catherine	Partner; 2011; Texas 1994, New York 2005	\$1,345	1.7	\$2,286.50
Simon, Keith	Partner; 2004; Illinois 1999, New York 2008	\$1,305	44.9	\$58,594.50
Langer, David	Counsel; 1999; New Jersey 1989, New York 1990	\$1,205	0.3	\$361.50
Carpenter, Michelle	Partner; 2007; California 2007	\$1,175	0.5	\$587.50
Denton, Blake	Partner; 2009; New Jersey 2008, New York 2009	\$1,095	24.1	\$26,389.50
Cole, Jim	Associate; 2013; Texas 2011	\$1,045	1.0	\$1,045.00
Gardiner, Drew	Counsel; 2004; California 2004	\$1,040	0.7	\$728.00
Murtagh, Hugh	Associate; 2017; New York 2012	\$1,015	73.2	\$74,298.00
Nadkarni, Sid	Associate; 2014; California 2014, New York 2017	\$920	23.1	\$21,252.00
Burton, Liza	Associate; 2015; New York 2016	\$860	36.1	\$31,046.00
Gelfand, Benjamin	Associate; 2014; Texas 2015	\$860	2.2	\$1,892.00
Dozier, Ben	Associate; 2016; New York 2017	\$785	3.3	\$2,590.50
Neet, Madeleine	Associate; 2016; Texas 2016	\$785	4.4	\$3,454.00
Traylor, Jack	Associate; 2016; Texas 2016	\$785	14.3	\$11,225.50
Davis, Alicia	Other Attorney; 2019; Illinois 2009	\$675	14.1	\$9,517.50
Lee, Shaun	Associate; 2017; New York 2017	\$675	27.7	\$18,697.50
James, Hillarie	Associate; 2018; Texas 2018	\$565	8.1	\$4,576.50
McGrath, Sean	Associate; 2018; New York 2019	\$565	14.9	\$8,418.50

² All non-working travel time has been billed at 50% of the normal hourly rate.

Name of Professional	Position of the Applicant; Date of Hire; Year of Obtaining License to Practice	Hourly Billing Rate²	Total Hours Billed	Total Compensation
Wang, Kate	Associate; 2018; Texas 2018	\$565	11.6	\$6,554.00
Weichselbaum, Jonathan	Associate; 2018; New York 2019	\$565	21.2	\$11,978.00
Alaniz, Dee	Senior Paralegal; 2011	\$470	1.3	\$611.00
Arnold, Elizabeth	Senior Paralegal; 2003	\$460	3.5	\$1,610.00
Easterling, Amy	Paralegal; 2017	\$280	1.5	420.00
TOTAL			337.6	\$289,700.25

Grand Total	\$289,700.25
Total Hours	337.6
Blended Rate	\$858.12

COMPENSATION BY PROJECT CATEGORY
JULY 15, 2019 THROUGH JULY 31, 2019

Project Category	Total Hours	Total Fees
Asset Sales	5.3	\$3,084.50
Case Administration	75.5	\$67,806.50
Corporate and Securities	22.0	\$15,337.50
Creditor Inquiries	5.7	\$6,370.50
Creditors/Equity Committee	2.2	\$2,233.00
Employee/Benefit Matters	0.5	\$507.50
Executory Contracts	7.4	\$7,143.00
Fee and Retention Applications (L&W)	22.6	\$18,670.00
Fee and Retention Applications (Others)	2.7	\$2,914.50
Financing and Cash Collateral	40.2	\$33,068.50
Litigation	43.4	\$42,228.50
Non-Working Travel	33.4	\$13,678.75
Plan and Disclosure Statement	33.5	\$33,623.50
Regulatory	9.0	\$10,728.00
Schedules & Statements, U.S. Trustee Matters	9.8	\$9,032.50
Tax	3.5	\$3,528.00
Vendor and Customer Matters	20.9	\$19,745.50
Total	337.6	\$289,700.25

EXPENSE SUMMARY
JULY 15, 2019 THROUGH JULY 31, 2019

Expense Category	Total Expenses
Audio/Visual Conferencing Services	\$37.07
Court Costs/Records Retrieval	\$2,219.28
Ground Transportation	\$94.70
Practice Support	\$4,000.00
Travel Expenses	\$3,003.75
TOTAL	\$9,354.80

TRAVEL EXPENSE DETAIL				
Date Posted	Provider	Number of People	Description	Amount
7/18/2019	Hotel Dupont	1	Lodging – K. Simon	\$328.90
7/18/2019	Amtrak	1	Airfare & Trainfare – K. Simon	\$135.00
7/19/2019	Amtrak	1	Airfare & Trainfare – J. Weichselbaum	\$176.00
7/19/2019	Amtrak	1	Airfare & Trainfare – J. Weichselbaum	\$156.00
7/19/2019	Amtrak	1	Airfare & Trainfare – L. Burton	\$135.00
7/19/2019	Hotel Dupont	1	Lodging – L. Burton	\$331.90
7/20/2019	Hotel Dupont	1	Lodging – S. Nadkarni	\$328.90
7/21/2019	Lawyers Travel Service	1	Air & Trainfare – S. Nadkarni	(\$15.75)
7/21/2019	Lawyers Travel Service	1	Air & Trainfare – S. Nadkarni	\$384.00
7/21/2019	Lawyers Travel Service	1	Air & Trainfare – S. Lee	(\$42.00)
7/21/2019	Lawyers Travel Service	1	Air & Trainfare – S. Lee	\$384.00
7/23/2019	Hotel Dupont	1	Lodging – B. Denton	\$328.90
7/24/2019	Amtrak	1	Airfare & Trainfare – S. McGrath	\$176.00
7/24/2019	Amtrak	1	Airfare & Trainfare – S. McGrath	\$135.00
7/24/2019	Transportation	1	Taxi/Car Service – S. McGrath	\$32.13
7/24/2019	Transportation	1	Taxi/Car Service – S. McGrath	\$10.18
7/24/2019	Transportation	1	Taxi/Car Service – S. McGrath	\$9.59
7/25/2019	Transportation	1	Taxi/Car Service – B. Denton	\$10.00
TOTAL				\$3,003.75

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re:	:	Chapter 11
	:	
EMERGE ENERGY SERVICES LP, <i>et al.</i> ,	:	Case No. 19-11563 (KBO)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
	:	Objection Deadline: October 1, 2019 at 4:00 p.m. (ET)

**FIRST MONTHLY APPLICATION OF LATHAM & WATKINS LLP FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS AND
DEBTORS-IN-POSSESSION FOR THE PERIOD FROM
JULY 15, 2019 THROUGH JULY 31, 2019**

Pursuant to sections 330 and 331 of title 11 of the United States Code, §§ 101-1532 (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), and the *Order Under 11 U.S.C. §§ 105(a) and 331, Fed. R. Bankr. P. 2016(a), and Del. Bankr. L.R. 2016-2 Establishing Procedures for Interim Compensation and Reimbursement of Professionals* [Docket No. 155] (the “**Interim Compensation Order**”), Latham & Watkins LLP (“**Latham**”) hereby files this *First Monthly Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from July 15, 2019 Through July 31, 2019* (the “**Application**”). By the Application, Latham seeks a monthly allowance with respect to the sums of \$289,700.25 as

¹ 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.

compensation and \$9,354.80 for reimbursement of actual and necessary expenses, for a total of \$299,055.05 for the period from July 15, 2019 through and including July 31, 2019 (the “**Compensation Period**”). In support of this Application, Latham respectfully represents as follows:

Background

1. On July 15, 2019 (the “**Petition Date**”), the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”).

2. The Debtors continue to manage and operate their businesses as debtors-in-possession under sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been requested in the Chapter 11 Cases. On July 31, 2019, the United States Trustee for the District of Delaware appointed an Official Committee of Unsecured Creditors (the “**Committee**”) pursuant to section 1102(a)(1) of the Bankruptcy Code.

3. The Chapter 11 Cases are jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

4. Latham was retained effective as of the Petition Date by this Court’s Order, dated September 4, 2019 [Docket No. 305] (the “**Retention Order**”). The Retention Order authorized Latham to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

Compensation Paid and Its Source

5. All services for which compensation is requested by Latham were performed for or on behalf of the Debtors.

6. Latham has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. Pursuant to Bankruptcy Rule 2016(b), Latham has not shared, nor has Latham agreed to share, (i) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of Latham, or (ii) any compensation another person or party has received or may receive.

Fee Statements

7. The fee statements for the Compensation Period are attached hereto as Exhibit A. These statements contain daily time logs describing the time spent by each attorney and paraprofessional for this period. To the best of Latham's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, Local Rule 2016-2, all other applicable Bankruptcy Rules, the Guidelines adopted by the Office of the United States Trustee, and the Interim Compensation Order.

Actual and Necessary Expenses

8. A summary of actual and necessary expenses and daily logs of expenses incurred by Latham during the Compensation Period is attached hereto as Exhibit B. Pursuant to Local Rule 2016-2, Latham represents that it will charge for copying at a rate of \$.10 per page. There is no charge for incoming or outgoing telecopier transmissions.

9. Latham believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, Latham believes that such charges are in accordance with the American Bar Association's ("**ABA**") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

Summary of Services Rendered

10. The Latham attorneys who have rendered professional services in these cases during the Compensation Period are as follows: Joel Mack, Ryan Maierson, Keith Simon, David Langer, Michelle Carpenter, Blake Denton, Jim Cole, Drew Gardiner, Hugh Murtagh, Sid Nadkarni, Liza Burton, Ben Butzin-Dozier, Madeleine Neet, Jack Traylor, Alicia Davis, Shaun Lee, Hillarie James, Sean McGrath, Kate Wang, and Jonathan Weichselbaum.

11. The Latham paraprofessionals who have rendered professional services in these cases during the Compensation Period are as follows: Dee Alaniz and Elizabeth Arnold.

12. Latham, by and through the above-named persons, has prepared and/or assisted in the preparation of various applications and orders submitted to the Court for consideration, advised the Debtors on a regular basis with respect to various matters in connection with these Chapter 11 Cases, and performed all necessary professional services described and narrated in detail hereinafter.

Summary of Services By Project

13. The services rendered by Latham during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in Exhibit A attached hereto.

A. Asset Sales

Fees: \$3,084.50

Total Hours: 5.3

This category includes all time spent on matters relating to asset sales, including preparing a *de minimis* sale motion.

B. Case Administration

Fees: \$67,806.50 Total Hours: 75.50

This category includes services rendered in connection with, among other things, (i) various logistical matters relating to the Chapter 11 Cases, (ii) preparation for hearings, including the first day hearing and the second day hearing, (iii) monitoring the Debtors' docket, (iv) preparation of various motions and pleadings, (v) coordination of the administration of the Chapter 11 Cases by developing timelines, task lists, and work-in-progress reports, and (vi) attending bi-weekly management update calls and updating and coordinating with the Debtors' directors, lenders and other parties in interest.

C. Corporate and Securities

Fees: \$15,337.50 Total Hours: 22.0

This category includes all time spent on corporate governance and securities matters, including preparing certain forms and disclosures.

D. Creditor Inquiries

Fees: \$6,370.50 Total Hours: 5.7

This category includes all time spent on matters relating to creditor inquiries, including communications with creditors.

E. Creditors/Equity Committee

Fees: \$2,233.00 Total Hours: 2.2

This category includes all time spent on matters relating to the Committee, including attending the Committee formation meeting and communications with counsel for the Committee,

including correspondence with respect to (i) with the Committee information requests and (ii) Committee pleadings.

F. Employee/Benefit Matters

Fees: \$507.50 Total Hours: .50

This category includes all time spent on matters relating to the Debtors' employees' wages and benefits and other issues relating to employee relations.

G. Executory Contracts

Fees: \$7,143.00 Total Hours: 7.4

This category includes all time spent on matters relating to, among other things, analyzing certain of the Debtors' executory contracts and leases, including the Debtors' railcar lessors, and communicating with the Debtors and the Debtors' advisors regarding inquiries relating to various contracts and leases.

H. Fee and Retention Applications (L&W)

Fees: \$18,670.00 Total Hours: 22.6

This category includes time spent preparing the Latham retention and fee applications and related declarations.

I. Fee and Retention Applications (Others)

Fees: \$2,914.50 Total Hours: 2.7

This category includes all time spent on matters relating to the retention of other professionals and their fee applications.

J. Financing and Cash Collateral

Fees: \$33,068.50 Total Hours: 40.2

This category includes all time spent on matters relating to the Debtors' DIP financing, including preparing the DIP loan documents, the motion to approve the DIP financing, and all related documents, as well as communications with interested parties regarding the same.

K. Litigation

Fees: \$42,228.50 Total Hours: 43.40

This category includes all time spent on matters relating to litigation concerning the Debtors, including document production and other discovery related issues, and preparing witnesses to testify at the first day hearing.

L. Non-Working Travel

Fees: \$13,678.75² Total Hours: 33.4

This category includes all travel time not otherwise chargeable.

M. Plan and Disclosure Statement

Fees: \$33,623.50 Total Hours: 33.5

This category includes all time spent on matters relating to the Debtors' chapter 11 plan and disclosure statement, including drafting the plan, disclosure statement, disclosure statement motion, and related documents and exhibits thereto, and communications with interested parties regarding the same.

N. Regulatory

Fees: \$10,728.00 Total Hours: 9.0

This category includes all time related to regulatory matters, including environmental matters.

² This number is one-half of the invoice amount.

O. Schedules & Statements, U.S. Trustee Matters

Fees: \$9,032.50 Total Hours: 9.8

This category includes all time spent on matters relating to the preparation of the Debtors' schedules of assets and liabilities and statements of financial affairs, as well as all time spent on issues and inquiries raised by the U.S. Trustee.

P. Tax

Fees: \$3,528.00 Total Hours: 3.50

This category includes all time spent on tax issues, including the analysis of tax issues related to the plan and disclosure statement.

Q. Vendor and Customer Matters

Fees: \$19,745.50 Total Hours: 20.90

This category includes all time spent on vendor and customer matters, including matters related to the Debtors' critical vendors motion and order, postpetition inquiries from the Debtors' vendors, and communications with the Debtors' professionals regarding vendor issues.

Valuation of Services

14. Attorneys and paraprofessionals of Latham have expended a total of 337.6 hours in connection with this matter during the Compensation Period, as follows:

Name of Professional	Hourly Billing Rate³	Total Hours Billed
Mack, Joel	\$1,345	3.6
Maierson, Ryan	\$1,345	0.3
Ozdogan, Catherine	\$1,345	1.7
Simon, Keith	\$1,305	44.9
Langer, David	\$1,205	0.3

³ All non-working travel time has been billed at 50% of the normal hourly rate.

Name of Professional	Hourly Billing Rate³	Total Hours Billed
Carpenter, Michelle	\$1,175	0.5
Denton, Blake	\$1,095	24.1
Cole, Jim	\$1,045	1.0
Gardiner, Drew	\$1,040	0.7
Murtagh, Hugh	\$1,015	73.2
Nadkarni, Sid	\$920	23.1
Burton, Liza	\$860	36.1
Gelfand, Benjamin	\$860	2.2
Dozier, Ben	\$785	3.3
Neet, Madeleine	\$785	4.4
Traylor, Jack	\$785	14.3
Davis, Alicia	\$675	14.1
Lee, Shaun	\$675	27.7
James, Hillarie	\$565	8.1
McGrath, Sean	\$565	14.9
Wang, Kate	\$565	11.6
Weichselbaum, Jonathan	\$565	21.2
Alaniz, Dee	\$470	1.3
Arnold, Elizabeth	\$460	3.5
Easterling, Amy	\$280	1.5

The nature of the work performed by these persons is fully set forth in Exhibit A attached hereto. These are Latham's normal hourly rates for work of this character. After accounting for the discount applied to non-working travel time, the reasonable value of the services rendered by Latham to the Debtors during the Compensation Period is \$289,700.25.

15. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Latham is fair and reasonable given (i) the

complexity of these cases, (ii) the time expended, (iii) the nature and extent of the services rendered, (iv) the value of such services, and (v) the costs of comparable services in other cases under this title. Moreover, Latham has reviewed the requirements of Local Rule 2016-2 and believes that this Application complies with that Local Rule.

WHEREFORE, Latham respectfully requests that the Court authorize that for the Compensation Period, an allowance be made to Latham pursuant to the terms of the Interim Compensation Order, with respect to the sum of \$289,700.25 as compensation for necessary professional services rendered (80% of which equals \$231,760.20), and the sum of \$9,354.80 as 100% reimbursement of actual necessary costs and expenses, for a total of \$299,055.05 and that such sums be authorized for payment and for such other and further relief as this Court may deem just and proper.

Dated: September 11, 2019
Wilmington, Delaware

/s/ Keith A. Simon

LATHAM & WATKINS LLP

George A. Davis (admitted *pro hac vice*)
Keith A. Simon (admitted *pro hac vice*)
Hugh K. Murtagh (admitted *pro hac vice*)
Liza L. Burton (admitted *pro hac vice*)
885 Third Avenue
New York, New York 10022
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
Email: george.davis@lw.com
keith.simon@lw.com
hugh.murtagh@lw.com
liza.burton@lw.com

Counsel for Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re:	:	Chapter 11
	:	
EMERGE ENERGY SERVICES LP, <i>et al.</i> ,	:	Case No. 19-11563 (KBO)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
	:	Objection Deadline: October 1, 2019 at 4:00 p.m. (ET)
-----	X	

DECLARATION OF KEITH A. SIMON

1. I am a partner with the applicant firm, Latham & Watkins LLP (the “**Firm**”), and have been admitted to the bar of the States of Illinois and New York since 1999 and 2008, respectively.² I make this certification in accordance with Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”).

2. I am familiar with the work performed on behalf of the Debtors by the Firm’s professionals. I have reviewed the *First Monthly Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from July 15, 2019 Through July 31, 2019* (the “**Application**”), and the facts set forth therein are true and correct to the best of my knowledge, information, and belief. Moreover, I have reviewed Local Rule 2016-2 and, to the best of my knowledge, information, and belief formed upon the basis of my participation in these

¹ 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.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application (as defined herein).

cases, as well as after reasonable inquiry, the facts set forth in the Application materially comply with the provisions of the Local Rules, the Bankruptcy Code, and this Court's orders.

/s/ Keith A. Simon

Keith A. Simon

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	X	
	:	Chapter 11
	:	
EMERGE ENERGY SERVICES LP, <i>et al.</i> , ¹	:	Case No. 19-11563 (KBO)
	:	
Debtors.	:	Jointly Administered
	:	
	:	Obj. Deadline: October 1, 2019 at 4:00 p.m. (ET)

NOTICE OF FEE APPLICATION

PLEASE TAKE NOTICE that Latham & Watkins LLP (the “**Applicant**”) has today filed the attached *First Monthly Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from July 15, 2019 through July 31, 2019* (the “**Application**”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801 (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with the *Order Under 11 U.S.C. §§ 105(a) and 331, Fed. R. Bankr. P. 2016(a) and Del. Bankr. L.R. 2016-2 Establishing Procedures for Interim Compensation and Reimbursement of Professionals* [Docket No. 155] (the “**Interim Compensation Order**”) and must be filed with the Clerk of the Court and be served upon (i) Emerge Energy Services, LP, 5600 Clearfork Main Street, Suite 400, Fort Worth, Texas 76109 (Attn: Bryan Gaston (email: bgaston@sssand.com)); (ii) counsel to the Debtors, (a) Latham & Watkins LLP, 885 Third

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Avenue, New York, New York 10022 (Attn: Keith A. Simon, Esq., Hugh K. Murtagh, Esq. and Liza L. Burton, Esq. (emails: keith.simon@lw.com, hugh.murtagh@lw.com and liza.burton@lw.com)) and (b) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: John H. Knight, Esq. and Paul N. Heath, Esq. (emails: knight@rlf.com and heath@rlf.com)); (iii) counsel to the DIP Agent and the Prepetition Agents, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Matt S. Barr, Esq., David Griffiths, Esq., and Candace M. Arthur, Esq. (emails: matt.barr@weil.com, david.griffiths@weil.com, and candace.arthur@weil.com)) and (b) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, Wilmington, Delaware 19801 (Attn: Laura Davis Jones, Esq. (email: ljones@pszjlaw.com)); (iv) counsel to the Committee (a) Kilpatrick Townsend & Stockton LLP, 1100 Peachtree Street NE Suite 2800, Atlanta, Georgia 30309 (Attn: Todd C. Meyers, Esq. (email: tmeyers@kilpatricktownsend.com)) and Kilpatrick Townsend & Stockton LLP, 1114 Avenue of the Americas, New York, New York 10036 (Attn: David M. Posner, Esq. email: dposner@kilpatricktownsend.com)) and (b) Potter Anderson Corroon LLP, 1313 North Market Street, 6th Floor, Wilmington, Delaware 19801 (Attn: Jeremy W. Ryan, Esq. and Christopher M. Samis, Esq. (emails: jryan@potteranderson.com and csamis@potteranderson.com)); (v) counsel to any fee examiner appointed in these Chapter 11 Cases; and (vi) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: Juliet M. Sarkessian, Esq. (email: juliet.m.sarkessian@usdoj.gov)) so as to be received by no later than **October 1, 2019 at 4:00 p.m. (Eastern Time)** (the “**Objection Deadline**”).

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served and received in accordance with this notice and the Interim Compensation Order, a hearing on the Application will be held at the convenience of the Court. Only those objections made in writing and timely filed and received in accordance with the Interim Compensation Order and the procedures described herein will be considered by the Court at such hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Compensation Order, if no objection to the Application is timely filed, served and received by the Objection Deadline, the Applicant may be paid an amount equal to the lesser of (i) 80 percent of the fees and 100 percent of expenses requested in the Application or (ii) 80 percent of the fees and 100 percent of the expenses not subject to an objection without the need for further order of the Court.

Dated: September 11, 2019
Wilmington, Delaware

/s/ Travis J. Cuomo

RICHARDS, LAYTON & FINGER, P.A.

John H. Knight (No. 3848)
Paul N. Heath (No. 3704)
Zachary I. Shapiro (No. 5103)
Brett M. Haywood (No. 6166)
Travis J. Cuomo (No. 6501)
One Rodney Square
920 North King Street
Wilmington, DE 19801
Telephone: (302) 651-7700
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E-mail: knight@rlf.com
heath@rlf.com
shapiro@rlf.com
haywood@rlf.com
cuomo@rlf.com

- and -

LATHAM & WATKINS LLP

George A. Davis (admitted *pro hac vice*)
Keith A. Simon (admitted *pro hac vice*)
Hugh K. Murtagh (admitted *pro hac vice*)
Liza L. Burton (admitted *pro hac vice*)
885 Third Avenue
New York, New York 10022
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
E-mail: george.davis@lw.com
keith.simon@lw.com
hugh.murtagh@lw.com
liza.burton@lw.com

Counsel for Debtors and Debtors-in-Possession

Exhibit A

Fee Statement

811 Main Street, Suite 3700
Houston, TX 77002
Tel: +1.713.546.5400 Fax: +1.713.546.5401
www.lw.com

LATHAM & WATKINS^{LLP}

INVOICE

August 23, 2019

Emerge Energy Services LP
2057 Valleydale Rd
Suite 100
Birmingham, AL 35244
Attn: Dick DeShazo

Please identify your payment with the following:

Invoice No. 1903501855
Matter Number 053062-0106

Tax Identification No.: 95-2018373

Remittance Instructions

WIRE TRANSFERS IN USD:

Bank: Citibank N.A.
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

For professional services rendered through July 31, 2019

Re: Asset Sales

\$ 3,084.50

Total Due

\$ 3,084.50

LATHAM & WATKINS LLP

Invoice No. 1903501855
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/31/19	H K Murtagh	.20	Discuss de minimis sale motion with J. Weichselbaum (0.2)
07/31/19	J J Weichselbaum	5.10	Draft motion to sell, abandon or transfer miscellaneous or de minimis assets (5.1)

H K Murtagh	.20	hours
J J Weichselbaum	<u>5.10</u>	hours
	5.30	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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Houston, TX 77002
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LATHAM & WATKINS^{LLP}

INVOICE

August 23, 2019

Emerge Energy Services LP
2057 Valleydale Rd
Suite 100
Birmingham, AL 35244
Attn: Dick DeShazo

Please identify your payment with the following:

Invoice No. 1903501872
Matter Number 053062-0100

Tax Identification No.: 95-2018373

Remittance Instructions

WIRE TRANSFERS IN USD:

Bank: Citibank N.A.
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: Latham & Watkins LLP
Account Number: 3911-7003

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

For professional services rendered through July 31, 2019

Re: Case Administration

\$ 67,806.50

Total Due

\$ 67,806.50

LATHAM & WATKINS LLP

Invoice No. 1903501872

August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/16/19	K Simon	1.20	Review first day documents in preparation of hearing (1.2)
07/16/19	H K Murtagh	4.50	Emails with RLF regarding filing (0.3); prepare first-day presentation deck and script (4.2)
07/16/19	Y L Burton	3.20	Prepare for first day hearing (1.5); correspond and attend multiple calls with RLF and LW teams regarding same (1.7)
07/16/19	S C Lee	.80	Attention to First Day hearing issues and details (0.5); attention to filed First Day motions (0.3)
07/16/19	J J Weichselbaum	.30	Update case calendar (0.3)
07/17/19	K Simon	4.60	Prepare for and attend first day hearing (3.8); work on follow-up matters from hearing (0.8)
07/17/19	H K Murtagh	6.10	Prepare intro presentation (1.3); prepare for first day hearing with team, RLF, Ankura, HL, Lenders (2.5); first-day hearing (1.8); follow-up discussions with LW, RLF and lender counsel (0.5)
07/17/19	Y L Burton	3.50	Prepare for and attend first day hearing (3.5)
07/17/19	S C Lee	2.50	Preparation for hearing (1.5); first day hearing (2.0)
07/17/19	S P McGrath	3.80	Prepare for and attend first day hearing (3.8)
07/17/19	J J Weichselbaum	3.80	Prepare for and attend first day hearing (3.5); update case calendar (0.3)
07/18/19	K Simon	1.40	Phone call with lender counsel (0.4); phone call with other parties in interest (0.5); correspond with team regarding open issues and next steps (0.5)
07/18/19	Y L Burton	1.30	Prepare for and attend weekly status call with LW, RLF, Ankura and HL teams (1.1); attention to case calendar (0.2)
07/18/19	S C Lee	2.50	Analyze and summarize first days orders for reporting requirements (2.5)
07/18/19	J R Traylor	.50	Prepare for and attend conference call with working group list to discuss restructuring (0.5)
07/19/19	K Simon	.90	Prepare for and attend special committee meeting (0.9)
07/19/19	Y L Burton	2.10	Attention to case calendar (0.2); correspond with J. Weichselbaum regarding same (0.2); attention to the status of various second day motions (1.9); correspond with local counsel regarding same

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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LATHAM & WATKINS^{LLP}

Invoice No. 1903501872
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			(0.5); Attention to case calendar (0.3)
07/19/19	S C Lee	2.40	Analyze and summarize first days orders for reporting requirements (2.4)
07/19/19	J J Weichselbaum	1.30	Update case calendar (1.0); correspond with client, Ankura, HL and RLF (0.3)
07/20/19	Y L Burton	.40	Attention to case calendar (0.2); correspond with J. Weichselbaum regarding same (0.2)
07/22/19	K Simon	1.70	Review and comment on motions to file for 2nd day hearing (1.7)
07/22/19	Y L Burton	1.60	Prepare for and attend calls with LW team regarding second day motions (0.4); review various second day motions and correspond with LW and RLF teams regarding same (1.0); attention to case calendar (0.2)
07/22/19	S P McGrath	.20	Circulate current draft of OCP Motion (0.2)
07/22/19	J J Weichselbaum	.50	Update case calendar (0.5)
07/23/19	B T Denton	1.00	Participate in weekly advisors' call (1.0)
07/23/19	K Simon	1.10	Review and comment on motions to file for 2nd day hearing (1.1)
07/23/19	H K Murtagh	2.90	Prepare case strategy/workstream lists for Ankura/HL and RLF (0.8); call regarding case strategy/workstreams with Ankura, HL, LW (1); call with RLF regarding case timing/milestones (0.6) and revisions to proposed calendar (0.5).
07/23/19	Y L Burton	1.20	Prepare for and attend call with LW team and local counsel regarding case deadlines, second day hearing and various other outstanding motions (1.2)
07/23/19	S P McGrath	1.20	Participate in bi-weekly management call (1.1); review draft of OCP Motion (0.1)
07/23/19	J R Traylor	.40	Prepare for and attend conference call with working group list to discuss restructuring (0.4)
07/23/19	J J Weichselbaum	2.20	Update case calendar and circulate prior to weekly management call (0.7); participate in weekly management call (0.5); participate in telephone conference with RLF to discuss bankruptcy calendar (1.0)
07/24/19	K Simon	.80	Review and comment on motions to file for 2nd day

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LATHAM & WATKINS LLP

Invoice No. 1903501872
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			hearing (0.8)
07/24/19	H K Murtagh	.90	Draft urgent issues list and direct Ankura, HL, LW teams regarding deliverables for 7/25 and 7/26 filings (0.9)
07/24/19	S P McGrath	.20	Attend to email correspondence (0.2)
07/25/19	K Simon	.90	Work on follow up matters from filed first day motion (0.5); correspond with team regarding additional motions (0.4)
07/25/19	B A Butzin-Dozier	.50	Bi-weekly telephone conference with B. Denton, Ankura and Houlihan (0.5)
07/25/19	S C Lee	.60	Participate in teleconference regarding status of the case (0.6)
07/25/19	S P McGrath	.50	Participate in update conference call (0.5)
07/25/19	J J Weichselbaum	1.30	Participate in bi-weekly telephone conference with management and advisors (0.5); edit order to omnibus contract rejection motion (0.8)
07/29/19	K Simon	.40	Work on follow up matters from filed motion (0.4)
07/29/19	H K Murtagh	2.40	Review interim comp and bar date motions (1.1); re-draft proposed case schedule and variances from milestones (1.3)
07/30/19	B T Denton	.60	Participate in standing advisors' call (0.3); attend to staffing (0.3)
07/30/19	S P Nadkarni	.10	Conference with Latham team, client's restructuring advisor, and client's financial advisor regarding status of bankruptcy proceeding (0.1)
07/30/19	B A Butzin-Dozier	.50	Telephone conference with S. Nadkarni and others regarding case updates
07/30/19	J R Traylor	.30	Prepare for and attend conference call with working group list to discuss restructuring (0.3)
07/30/19	J J Weichselbaum	.60	Update and circulate case calendar for bi-weekly management call (0.1); participate in bi-weekly management telephone conference (0.5)
07/31/19	H K Murtagh	3.80	Discuss case calendar with J. Weichselbaum (0.2); create shared workbook for LW team to manage go-forward workstreams (3.0); final review and comments to bar date motion (0.6)

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LATHAM & WATKINS^{LLP}

Invoice No. 1903501872
August 23, 2019

K Simon	13.00	hours
B T Denton	1.60	hours
H K Murtagh	20.60	hours
S P Nadkarni	.10	hours
Y L Burton	13.30	hours
B A Butzin-Dozier	1.00	hours
J R Traylor	1.20	hours
S C Lee	8.80	hours
S P McGrath	5.90	hours
J J Weichselbaum	<u>10.00</u>	hours
	75.50	

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Houston, TX 77002
Tel: +1.713.546.5400 Fax: +1.713.546.5401
www.lw.com

LATHAM & WATKINS^{LLP}

INVOICE

August 23, 2019

Emerge Energy Services LP
2057 Valleydale Rd
Suite 100
Birmingham, AL 35244
Attn: Dick DeShazo

Please identify your payment with the following:

Invoice No. 1903501869
Matter Number 053062-0104

Tax Identification No.: 95-2018373

Remittance Instructions

WIRE TRANSFERS IN USD:

Bank: Citibank N.A.
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

For professional services rendered through July 31, 2019

Re: Corporate and Securities

\$ 15,337.50

Total Due

\$ 15,337.50

LATHAM & WATKINS LLP

Invoice No. 1903501869
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/16/19	H R James	.20	Review 8-K (0.2)
07/16/19	M F Neet	1.40	Draft and attend to 8-K for bankruptcy filing (1.4)
07/16/19	E C Arnold	2.80	Attention to revision and distribution of claims/securities/information survey (.80); review results to same (1.60); correspond with K. Simon, A. Davis and M. Long regarding same (.40)
07/17/19	E C Arnold	.70	Attention to review of securities/claims/information results (.70)
07/22/19	H R James	.30	Attend to correspondence regarding 8-K (0.3)
07/22/19	M F Neet	1.70	Draft 8-K for DIP credit facility (1.7)
07/22/19	J R Traylor	1.10	Review and revise 8-K disclosure for DIP credit agreement closing and email correspondence regarding same (1.1)
07/22/19	R Wang	.20	Review form 8-K draft (0.2)
07/23/19	H K Murtagh	.90	Review and revise draft 8-K (0.9)
07/23/19	H R James	1.20	Incorporate 8-K comments (1.0); attend to correspondence regarding 8-K (0.2)
07/23/19	M F Neet	.20	Attend to 8-K regarding DIP credit facility (0.2)
07/23/19	J R Traylor	.90	Review and revise 8-K filing for DIP credit agreement and email correspondence regarding same (0.9)
07/24/19	R J Maierson	.30	Review delegation of authority matters (0.3)
07/24/19	K Simon	.40	Review and comment on 8k related to DIP financing (0.4)
07/24/19	H R James	2.40	Attend to correspondence regarding 8-K (0.4); incorporate comments to 8-K (1.8); coordinate with printer (0.2)
07/24/19	M F Neet	.40	Review and coordinate 8-K for DIP credit facility (0.4)
07/24/19	J R Traylor	.60	Review and revise 8-K disclosure for DIP credit agreement (0.6)
07/25/19	H R James	1.00	Attend to correspondence (0.2); send 8-K printer proof to Emerge team (0.6); coordinate filing with printer (0.2)
07/25/19	M F Neet	.40	Review and attend to 8-K for DIP credit facility

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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LATHAM & WATKINS^{LLP}

Invoice No. 1903501869
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			(0.40)
07/29/19	M L Carpenter	.50	Review delegation of authority (0.4); email correspondence with Latham team regarding same (0.1)
07/29/19	H K Murtagh	.60	Discuss corporate delegations with corporate/benefits teams and with R. Messing (Ankura) (0.6)
07/30/19	H K Murtagh	.50	Review RSA provisions and respond to SEC questions (0.5)
07/30/19	H R James	.10	Attend to correspondence regarding 8-K (.10)
07/31/19	H R James	2.90	Attend to correspondence regarding 10-K (0.2); review and update 10-K (2.7)
07/31/19	M F Neet	.30	Review and attend to 10-K (0.3)
R J Maieron		.30	hours
K Simon		.40	hours
M L Carpenter		.50	hours
H K Murtagh		2.00	hours
M F Neet		4.40	hours
J R Traylor		2.60	hours
H R James		8.10	hours
R Wang		.20	hours
E C Arnold		3.50	hours
		<u>22.00</u>	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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811 Main Street, Suite 3700
Houston, TX 77002
Tel: +1.713.546.5400 Fax: +1.713.546.5401
www.lw.com

LATHAM & WATKINS LLP

INVOICE

August 23, 2019

Emerge Energy Services LP
2057 Valleydale Rd
Suite 100
Birmingham, AL 35244
Attn: Dick DeShazo

Please identify your payment with the following:

Invoice No. 1903501865
Matter Number 053062-0110

Tax Identification No.: 95-2018373

Remittance Instructions

WIRE TRANSFERS IN USD:

Bank: Citibank N.A.
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

For professional services rendered through July 31, 2019

Re: **Creditor Inquiries**

\$ 6,370.50

Total Due

\$ 6,370.50

LATHAM & WATKINS^{LLP}

Invoice No. 1903501865
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/16/19	K Simon	.70	Phone call with certain creditors regarding chapter 11 filing and next steps (0.7)
07/16/19	Y L Burton	1.10	Prepare for and attend multiple calls with various creditors regarding restructuring matters (1.1)
07/19/19	K Simon	.80	Phone call with certain creditors regarding chapter 11 filing and next steps (0.8)
07/20/19	Y L Burton	.30	Draft email to H. Murtagh regarding outstanding creditor inquiries (0.3)
07/22/19	K Simon	.60	Phone call with certain creditors regarding chapter 11 filing and next steps (0.6)
07/22/19	Y L Burton	1.00	Prepare for and attend multiple creditor calls and creditor inquiries with respect to bankruptcy proceedings (0.8); correspond with H. Murtagh regarding same (0.2)
07/29/19	K Simon	.60	Correspond with team regarding creditor inquiries and comments (0.6)
07/31/19	K Simon	.60	Phone call with certain railcar lessor and storage providers (0.6)
K Simon		3.30	hours
Y L Burton		<u>2.40</u>	hours
		5.70	

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LATHAM & WATKINS^{LLP}

INVOICE

August 23, 2019

Emerge Energy Services LP
2057 Valleydale Rd
Suite 100
Birmingham, AL 35244
Attn: Dick DeShazo

Please identify your payment with the following:

Invoice No. 1903501859
Matter Number 053062-0118

Tax Identification No.: 95-2018373

Remittance Instructions

WIRE TRANSFERS IN USD:

Bank: Citibank N.A.
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

For professional services rendered through July 31, 2019

Re: **Creditors/Equity Committee**

\$ 2,233.00

Total Due

\$ 2,233.00

LATHAM & WATKINS^{LLP}

Invoice No. 1903501859
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/30/19	H K Murtagh	.80	Attend formation meeting introduction and discuss creditor candidates with UST (0.8)
07/31/19	H K Murtagh	1.40	Draft UCC NDA (1); discuss confi procedures with UCC counsel (0.4)
H K Murtagh		<u>2.20</u>	hours
		2.20	

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LATHAM & WATKINS LLP

INVOICE

August 23, 2019

Emerge Energy Services LP
2057 Valleydale Rd
Suite 100
Birmingham, AL 35244
Attn: Dick DeShazo

Please identify your payment with the following:

Invoice No. 1903501863
Matter Number 053062-0112

Tax Identification No.: 95-2018373

Remittance Instructions

WIRE TRANSFERS IN USD:

Bank: Citibank N.A.
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

For professional services rendered through July 31, 2019

Re: **Employee/Benefit Matters**

\$ 507.50

Total Due

\$ 507.50

LATHAM & WATKINS^{LLP}Invoice No. 1903501863
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/24/19	H K Murtagh	.50	Strategy discussions with K. Simon & R. Messing (Ankura) discussions regarding employee compensation and retention issues (0.5)

H K Murtagh	<u>.50</u>	hours
	.50	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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Houston, TX 77002
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www.lw.com

LATHAM & WATKINS LLP

INVOICE

August 23, 2019

Emerge Energy Services LP
2057 Valleydale Rd
Suite 100
Birmingham, AL 35244
Attn: Dick DeShazo

Please identify your payment with the following:

Invoice No. 1903501868
Matter Number 053062-0107

Tax Identification No.: 95-2018373

Remittance Instructions

WIRE TRANSFERS IN USD:

Bank: Citibank N.A.
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: Latham & Watkins LLP
Account Number: 3911-7003

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

For professional services rendered through July 31, 2019

Re: **Executory Contracts**

\$ 7,143.00

Total Due

\$ 7,143.00

LATHAM & WATKINS LLP

Invoice No. 1903501868
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/18/19	B T Denton	.20	Emails regarding rail car lessors (0.2)
07/18/19	B A Butzin-Dozier	.30	Correspondence with B. Denton regarding rail car lessors (0.3)
07/25/19	H K Murtagh	1.50	Discussions with rejected railcar lease counterparties regarding return of cars (0.5); discussions regarding and revisions to rejection order (1)
07/29/19	H K Murtagh	2.90	Discuss equipment rental contract with Ankura (0.4), review and revise and re-revise same (2.5)
07/30/19	H K Murtagh	1.00	Review OK lessor issue and lease and discuss with Shook Hardy (1.0)
07/30/19	J J Weichselbaum	.70	Update omnibus motion to reject executory contracts and unexpired leases motion (0.7)
07/31/19	H K Murtagh	.80	Review updated equipment leasing contract and advise Ankura regarding same (0.5); follow-up discussions with Ankura regarding transload terminal contract (0.3)

B T Denton	.20	hours
H K Murtagh	6.20	hours
B A Butzin-Dozier	.30	hours
J J Weichselbaum	.70	hours
	<u>7.40</u>	

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Houston, TX 77002
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LATHAM & WATKINS LLP

INVOICE

August 23, 2019

Emerge Energy Services LP
2057 Valleydale Rd
Suite 100
Birmingham, AL 35244
Attn: Dick DeShazo

Please identify your payment with the following:

Invoice No. 1903501867
Matter Number 053062-0108

Tax Identification No.: 95-2018373

Remittance Instructions

WIRE TRANSFERS IN USD:

Bank: Citibank N.A.
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

For professional services rendered through July 31, 2019

Re: **Fee and Retention Applications (LW)**

\$ 18,670.00

Total Due

\$ 18,670.00

LATHAM & WATKINS LLP

Invoice No. 1903501867
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/16/19	A C Davis	.20	Emails with E. Arnold and M. Long regarding firm-wide conflicts survey and results to same (0.2)
07/18/19	K Simon	1.20	Work on LW retention application (1.2)
07/18/19	A C Davis	1.20	Call with K. Simon and L. Burton regarding retention application (0.2); follow-up call with L. Burton regarding same (0.1); internal emails regarding conflicts results (0.4); internal emails to collect information and documents to prepare LW retention application (.5)
07/19/19	K Simon	1.10	Work on LW retention matters and disclosure review (1.1)
07/19/19	Y L Burton	.40	Attention to conflicts review (0.4)
07/19/19	S P McGrath	.30	Review and edit parties in interest list (0.3)
07/19/19	A C Davis	2.70	Draft L&W retention application (2.3); emails with team regarding same (0.4)
07/20/19	Y L Burton	.60	Review and revise staffing plan (0.4); correspond with K. Simon regarding same (0.2)
07/22/19	K Simon	.80	Work on LW retention matters and disclosure review (0.8)
07/22/19	S P McGrath	.50	Participate in conference call with T. Cuomo regarding parties in interest list (0.1); review and edit draft of parties in interest list (0.2); circulate current draft of parties in interest list (0.2)
07/22/19	A C Davis	4.70	Draft L&W retention application (2.1); prepare Pillowtex analysis (1.6); internal calls and emails regarding same (1.0)
07/23/19	S P McGrath	.30	Participate in conference call with T. Cuomo regarding parties in interest list (0.1); review and edit draft of parties in interest list (0.2)
07/23/19	A C Davis	4.10	Continue drafting L&W retention application, Simon declaration, proposed order and client declaration (2.8); emails regarding Pillowtex analysis and related materials (0.4); review and analyze conflicts results (0.9)
07/24/19	S P McGrath	.40	Participate in conference call with T. Cuomo regarding parties in interest list (0.1); review and edit draft of parties in interest list (0.2); circulate updated draft of parties in interest list (0.1)
07/24/19	A C Davis	.30	Emails to follow up on responses to firm-wide

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LATHAM & WATKINS^{LLP}

Invoice No. 1903501867
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			conflicts survey (0.3)
07/25/19	K Simon	.80	Work on LW retention and disclosure matters (0.8)
07/25/19	S P McGrath	.20	Review and edit draft of parties in interest list incorporating comments from ongoing litigation list (0.2)
07/25/19	A C Davis	.20	Emails regarding survey responses (0.2)
07/26/19	K Simon	.70	Work on LW retention and disclosure matters (0.7)
07/26/19	S P McGrath	.20	Compare draft of parties in interest list to previous version (0.1); circulate draft of parties in interest list (0.1)
07/26/19	A C Davis	.20	Internal call regarding Pillowtex analysis (0.2)
07/29/19	K Simon	.80	Work on LW retention matters and disclosure review (0.8)
07/30/19	Y L Burton	.20	Correspond with A. Davis regarding retention application (0.2)
07/31/19	A C Davis	.50	Follow-up emails regarding firmwide survey results (0.1); emails and call regarding status of LW retention application (0.4)
K Simon		5.40	hours
Y L Burton		1.20	hours
S P McGrath		1.90	hours
A C Davis		<u>14.10</u>	hours
		22.60	

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LATHAM & WATKINS^{LLP}

INVOICE

August 23, 2019

Emerge Energy Services LP
2057 Valleydale Rd
Suite 100
Birmingham, AL 35244
Attn: Dick DeShazo

Please identify your payment with the following:

Invoice No. 1903501866
Matter Number 053062-0109

Tax Identification No.: 95-2018373

Remittance Instructions

WIRE TRANSFERS IN USD:

Bank: Citibank N.A.
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

For professional services rendered through July 31, 2019

Re: **Fee and Retention Applications (Others)**

\$ 2,914.50

Total Due

\$ 2,914.50

LATHAM & WATKINS^{LLP}

Invoice No. 1903501866
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/22/19	H K Murtagh	.60	Call with RLF & HL (0.3) and call with K. Simon (0.3) regarding HL retention application.
07/24/19	H K Murtagh	1.50	Attention to HL retention issues and draft/re-draft retention application language (1.5)
07/31/19	K Simon	.60	Correspond with internal team regarding retention matters (0.6)
K Simon		.60	hours
H K Murtagh		<u>2.10</u>	hours
		2.70	

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LATHAM & WATKINS^{LLP}

INVOICE

August 23, 2019

Emerge Energy Services LP
2057 Valleydale Rd
Suite 100
Birmingham, AL 35244
Attn: Dick DeShazo

Please identify your payment with the following:

Invoice No. 1903501870
Matter Number 053062-0102

Tax Identification No.: 95-2018373

Remittance Instructions

WIRE TRANSFERS IN USD:

Bank: Citibank N.A.
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

For professional services rendered through July 31, 2019

Re: **Financing/Cash Collateral**

\$ 33,068.50

Total Due

\$ 33,068.50

LATHAM & WATKINS LLP

Invoice No. 1903501870
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/16/19	M C Ozdogan	1.20	Prepare for and attend conference call with K. Simon and lender counsel regarding DIP credit agreement (0.3); review revised DIP credit agreement (0.9)
07/16/19	K Simon	3.10	Review updated DIP loan documents (1.4); correspond regarding same (0.8); attend conference calls with lender counsel regarding DIP loan order (0.9)
07/16/19	H K Murtagh	2.30	Calls with Weil regarding DIP order (0.8) and credit agreement (0.5); prepare for DIP presentation/argument (1)
07/16/19	Y L Burton	2.60	Prepare for and attend multiple calls with Weil, K. Simon and H. Murtagh regarding DIP order (1.3); review DIP order and DIP motion (1.0); correspond with H. Murtagh regarding same (0.3)
07/16/19	B T Gelfand	1.40	Review and revise DIP credit agreement (0.9); call with opposing counsel regarding DIP credit agreement (0.5)
07/16/19	J R Traylor	1.50	Review and revise DIP credit agreement and schedules (0.7); review and revise deposit account control agreement (0.5); email correspondence regarding DIP credit agreement and deposit account control agreements (0.3)
07/16/19	R Wang	2.10	Prepare and attend chapter update call with LW bank team (0.3); revise DIP credit agreement schedules (1.0); revise perfection certificate and follow up with the client regarding the perfection certificate (0.6); coordinate with foreign qualifications (0.2)
07/16/19	D A Alaniz	.50	Communication with Latham Team regarding good standing request for closing (.50)
07/17/19	K Simon	1.70	Work on open matters under DIP loan agreement (0.9); correspond with team regarding same (0.8)
07/17/19	B T Gelfand	.40	Review and revise DIP credit agreement (0.4)
07/17/19	J R Traylor	1.40	Review and revise DIP credit agreement schedules (0.7); review and revise deposit account control agreement (0.3); email correspondence regarding credit agreement and deposit account control agreement (0.4)
07/17/19	A Easterling	1.50	Correspond with team and Capitol Services regarding good standings (1.3); receive evidence

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LATHAM & WATKINS LLP

Invoice No. 1903501870
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			and download and send to team (0.2)
07/18/19	B T Gelfand	.40	Attention to DIP process (0.4)
07/18/19	S P McGrath	.30	Revise and circulate executed consent for the debtor in possession loan agreement (0.3)
07/18/19	J R Traylor	4.00	Review and revise DIP credit agreement and schedules (1.8); review and revise perfection certificate supplement (0.8); review resolutions (0.5); review good standing certificates (0.4); email correspondence regarding DIP credit agreement and schedules, resolutions, perfection certificate supplement and deposit account control agreement (0.5)
07/18/19	R Wang	5.20	Prepare and attend chapter update call with LW bank team (0.3); revise the perfection certificate and schedules (1.6); prepare execution versions and executed versions of closing deliverables (2.9); coordinate with closing (0.4)
07/18/19	D A Alaniz	.30	Communication with Latham Team and Capitol Services regarding good standing certificates
07/19/19	J R Traylor	1.70	Review good standing certificates (0.2); review executed closing documents (0.5); email correspondence regarding DIP credit agreement closing logistics and good standing certificates (1.0)
07/19/19	R Wang	1.30	Review closing deliverables and coordinate with closing (1.3)
07/19/19	D A Alaniz	.40	Communication with Latham Team and Capitol Services regarding good standing certificates (0.20); receive, review, organize and distribute good standing certificates (0.20)
07/22/19	R Wang	.30	Coordinate with execution versions of the closing documents (0.30)
07/23/19	R Wang	.60	Prepare and attend chapter 11 calls regarding DIP (0.60)
07/24/19	M C Ozdogan	.50	Review revised credit agreement (0.5)
07/24/19	K Simon	.30	Correspond with team regarding loan document issues (0.3)
07/24/19	J R Traylor	.60	Review and revise DIP credit agreement (0.6)
07/24/19	R Wang	.90	Prepare conformed DIP credit agreement (0.4); review revisions to the DIP credit agreement (0.5)

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LATHAM & WATKINS^{LLP}

Invoice No. 1903501870
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/25/19	K Simon	.60	Work on post-closing matters on DIP loan and budget matters
07/25/19	J R Traylor	.50	Email correspondence regarding DIP credit agreement and 8-K filing (0.5)
07/25/19	R Wang	.80	Discuss subordination agreement with LW team (0.6); coordinate the corporate team with the opposing counsel (0.2)
07/29/19	K Simon	.80	Work on post-closing matters on DIP loan and budget matters
07/30/19	R Wang	.20	Prepare and attend status update calls regarding DIP
07/31/19	J R Traylor	.80	Review intellectual property releases and email correspondence regarding same (0.8)

M C Ozdogan	1.70	hours
K Simon	6.50	hours
H K Murtagh	2.30	hours
Y L Burton	2.60	hours
B T Gelfand	2.20	hours
J R Traylor	10.50	hours
S P McGrath	.30	hours
R Wang	11.40	hours
D A Alaniz	1.20	hours
A Easterling	1.50	hours
	<u>40.20</u>	

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LATHAM & WATKINS^{LLP}

INVOICE

August 23, 2019

Emerge Energy Services LP
2057 Valleydale Rd
Suite 100
Birmingham, AL 35244
Attn: Dick DeShazo

Please identify your payment with the following:

Invoice No. 1903501860
Matter Number 053062-0116

Tax Identification No.: 95-2018373

Remittance Instructions

WIRE TRANSFERS IN USD:

Bank: Citibank N.A.
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Account Name: Latham & Watkins LLP
Account Number: 3911-7003

For professional services rendered through July 31, 2019

Re: Litigation

\$ 42,228.50

Total Due

\$ 42,228.50

LATHAM & WATKINS^{LLP}

Invoice No. 1903501860
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/16/19	B T Denton	11.80	Prepare witnesses and outlines for hearing (11.8)
07/16/19	S P Nadkarni	9.50	Revise drafts of outlines related to testimony in support of motion to obtain postpetition financing (1.0); Conference with B. Denton, L. Burton, and client's investment banker to prepare for testimony in support of motion to obtain postpetition financing (2.5); Revise drafts of outlines related to testimony in support of first day motions(3.6); Conference with B. Denton, L. Burton, and client's restructuring officer to prepare for testimony in support of first day motions (2.6)
07/16/19	Y L Burton	1.90	Assist B. Denton and litigation team regarding witness preparation in advance of first day hearing (1.9)
07/17/19	B T Denton	4.90	Prepare witnesses and outlines for hearing (2.5); attend First Day hearing (1.9); debrief with team regarding same (0.5)
07/17/19	S P Nadkarni	4.90	Revise drafts of outlines related to testimony in support of first day motions (1.5); Conference with B. Denton, client's restructuring officer, and client's financial adviser regarding potential testimony in support of first day motions (1.0); Attend first-day hearing in United States Bankruptcy Court for the District of Delaware (2.5)
07/18/19	B T Denton	.50	Review hearing transcript (0.2); participate in weekly call with professionals regarding hearing results and next steps (0.3)
07/18/19	S P Nadkarni	1.00	Review and edit drafts of engagement letters for discovery vendors (0.4); Correspond with T. Florey, client, and discovery vendors regarding drafts of engagement letters (0.6); Review correspondence from railcar lessor's attorney (0.1)
07/18/19	B A Butzin-Dozier	.50	Telephone conference with B. Denton, Ankura and Houlihan regarding case developments (0.5)
07/19/19	S P Nadkarni	.30	Correspond with K. Simon and M. Mahre regarding collection of internal documents (0.3); Correspond with client's restructuring officer regarding engagement of discovery vendors (0.1)
07/22/19	S P Nadkarni	.20	Correspond with S. Johnson regarding collection of internal documents
07/23/19	B T Denton	.10	Email with S. Nadkarni regarding litigation vendor engagement issues (0.1)

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LATHAM & WATKINS LLP

Invoice No. 1903501860

August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/23/19	H K Murtagh	.50	Attention to suggestions of bankruptcy workstream (0.5)
07/23/19	S P Nadkarni	2.00	Conference with Latham team, client's restructuring officers, and client's financial advisers regarding status of matter (1.2); correspond with B. Denton, H. Murtagh, and client's restructuring officer regarding engagement of discovery vendors (0.8)
07/23/19	B A Butzin-Dozier	1.10	Telephone conference with Houlihan, Ankura, B. Denton, S. Nadkarni and others regarding case developments (1.1)
07/24/19	S P Nadkarni	.10	Correspond with S. Johnson and M. Mahre regarding collection and review of internal emails (0.1)
07/24/19	S P McGrath	.20	Participate in conference call with H. Murtagh regarding ongoing litigations (0.1); compile list of ongoing litigations (0.1)
07/25/19	S P Nadkarni	.70	Conference with B. Dozier, H. Murtagh, B. Denton, and client's restructuring advisor regarding engagement of discovery vendors and review of client documents
07/25/19	B A Butzin-Dozier	.40	Telephone conference with Ankura and S. Nadkarni regarding vendor engagement (0.4)
07/25/19	S P McGrath	.90	Compile list of ongoing litigations (0.9)
07/29/19	S P Nadkarni	.20	Correspond with client and discovery vendors regarding engagement of discovery vendors (0.2)
07/30/19	S P Nadkarni	1.60	Correspond with client's financial advisor regarding document collection (0.8); Correspond with client's restructuring advisor regarding document collection (0.8)
07/31/19	S P Nadkarni	.10	Correspond with client and discovery vendor regarding collection of documents (0.1)

B T Denton	17.30	hours
H K Murtagh	.50	hours
S P Nadkarni	20.60	hours
Y L Burton	1.90	hours

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Invoice No. 1903501860
August 23, 2019

B A Butzin-Dozier	2.00	hours
S P McGrath	<u>1.10</u>	hours
	43.40	

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LATHAM & WATKINS^{LLP}

INVOICE

August 28, 2019

Emerge Energy Services LP
2057 Valleydale Rd
Suite 100
Birmingham, AL 35244
Attn: Dick DeShazo

Please identify your payment with the following:

Invoice No. 1903501924
Matter Number 053062-0119

Tax Identification No.: 95-2018373

Remittance Instructions

WIRE TRANSFERS IN USD:

Bank: Citibank N.A.
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

For professional services rendered through July 31, 2019

Re: Non-Working Travel

\$ 27,357.50

50% Courtesy Adjustment for non-working travel

(13,678.75)

Total Due

\$ 13,678.75

LATHAM & WATKINS^{LLP}

Invoice No. 1903501924

August 28, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/16/19	B T Denton	2.50	Non-working travel time to Delaware for hearing (2.5)
07/16/19	H K Murtagh	2.00	Travel to Wilmington for first-day hearing (2.0)
07/16/19	S P Nadkarni	1.20	Travel from New York to Delaware to prepare for first-day hearing (1.2)
07/17/19	B T Denton	2.50	Travel back from hearing in Delaware (2.5)
07/17/19	K Simon	1.70	Return travel to NYC from Wilmington (1.7)
07/17/19	H K Murtagh	2.00	Return travel from First Day Hearing (2.0)
07/17/19	S P Nadkarni	1.20	Return travel from Delaware to New York after conclusion of first-day hearing (1.2)
07/17/19	Y L Burton	2.50	Travel from Delaware to NYC (2.5)
07/17/19	S C Lee	5.90	Travel to Delaware (2.8); travel from Delaware (3.1)
07/17/19	S P McGrath	5.30	Travel from New York to Richards Layton & Finger (2.6); travel from Richards Layton & Finger to New York (2.7)
07/17/19	J J Weichselbaum	5.40	Travel from New York to RLF office in Delaware for first day hearing (2.7); travel from RLF offices to New York (2.7)
07/29/19	H K Murtagh	.50	Non-working travel to DE for IDI & formation meeting (.50)
07/30/19	H K Murtagh	.70	Return travel from DE for IDI/formation meeting (0.7)

K Simon	1.70	hours
B T Denton	5.00	hours
H K Murtagh	5.20	hours
S P Nadkarni	2.40	hours
Y L Burton	2.50	hours
S C Lee	5.90	hours
S P McGrath	5.30	hours
J J Weichselbaum	5.40	hours
	<u>33.40</u>	

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August 23, 2019

Emerge Energy Services LP
2057 Valleydale Rd
Suite 100
Birmingham, AL 35244
Attn: Dick DeShazo

Please identify your payment with the following:

Invoice No. 1903501871
Matter Number 053062-0101

Tax Identification No.: 95-2018373

Remittance Instructions

WIRE TRANSFERS IN USD:

Bank: Citibank N.A.
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: Latham & Watkins LLP
Account Number: 3911-7003

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

For professional services rendered through July 31, 2019

Re: Plan and Disclosure Statement

\$ 33,623.50

Total Due

\$ 33,623.50

LATHAM & WATKINS^{LLP}

Invoice No. 1903501871
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/18/19	K Simon	1.40	Work on open plan matters and analysis of next steps (0.8); phone calls regarding same (0.6)
07/18/19	Y L Burton	.40	Correspond with S. Lee regarding Disclosure statement motion and Disclosure statement (0.4)
07/19/19	K Simon	2.70	Update chapter 11 plan based on comments from special committee and DIP lenders (2.1); phone call with lender counsel regarding same and open issues (0.6)
07/19/19	D T Gardiner	.50	Review proposed revisions to Chapter 11 plan (0.3); confer with K. Simon regarding same (0.2)
07/19/19	S C Lee	1.00	Review and revise Disclosure statement and Disclosure statement motion (1.0)
07/20/19	Y L Burton	1.10	Review plan changes (0.7); draft email to S. Lee regarding Disclosure statement and Disclosure statement motion (0.4)
07/20/19	S C Lee	3.60	Review and revise Disclosure statement and Disclosure statement motion (3.6)
07/21/19	S C Lee	6.60	Review and revise Disclosure statement and Disclosure statement motion (6.6)
07/22/19	K Simon	1.30	Update chapter 11 plan based on comments from special committee and DIP lenders (0.9); phone call with lender counsel regarding same and open issues (0.4)
07/22/19	S C Lee	.20	Review and revise Disclosure statement (0.2)
07/23/19	K Simon	1.70	Correspond regarding open plan issues and possible resolutions (0.6); phone call with lender counsel (0.4); phone call with other stakeholders regarding same and counsel (0.7)
07/23/19	D T Gardiner	.20	Review correspondence received from Allied World; confer with K. Simon regarding response to same
07/24/19	K Simon	1.90	Revise chapter 11 plan (0.4); review disclosure statement (0.9); phone calls with lender counsel (0.6)
07/24/19	H K Murtagh	3.40	Revise disclosure statement (3.4)
07/25/19	K Simon	1.50	Finalize plan and disclosure statement for filing (0.8); phone call with lender counsel (0.3); phone call with counsel to other stakeholders (0.4)

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Invoice No. 1903501871
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/25/19	H K Murtagh	3.40	Final revisions to and proof disclosure statement for filing (3.1); attention to disclosure statement notice (0.3)
07/29/19	K Simon	.70	Phone calls with stakeholders regarding plan documents and next steps (0.4); correspond regarding same (0.3)
07/30/19	K Simon	.90	Phone calls with stakeholders regarding plan documents and next steps (0.3); correspond regarding same (0.6)
07/31/19	K Simon	.70	Work on plan schedule documents (0.7)
07/31/19	H K Murtagh	.30	Review SEC comments to plan (0.3)
K Simon		12.80	hours
D T Gardiner		.70	hours
H K Murtagh		7.10	hours
Y L Burton		1.50	hours
S C Lee		11.40	hours
		<hr/>	
		33.50	

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811 Main Street, Suite 3700
Houston, TX 77002
Tel: +1.713.546.5400 Fax: +1.713.546.5401
www.lw.com

LATHAM & WATKINS^{LLP}

INVOICE

August 23, 2019

Emerge Energy Services LP
2057 Valleydale Rd
Suite 100
Birmingham, AL 35244
Attn: Dick DeShazo

Please identify your payment with the following:

Invoice No. 1903501856
Matter Number 053062-0121

Tax Identification No.: 95-2018373

Remittance Instructions

WIRE TRANSFERS IN USD:

Bank: Citibank N.A.
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Account Name: Latham & Watkins LLP
Account Number: 3911-7003

For professional services rendered through July 31, 2019

Re: Regulatory

\$ 10,728.00

Total Due

\$ 10,728.00

LATHAM & WATKINS^{LLP}

Invoice No. 1903501856
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/22/19	J H Mack	1.60	Review update from Jackson Walker regarding MSHA ALJ ruling (0.2); review proposed citation settlement offer (0.2); conference with Tre Fischer, B. Rhem and K. Simon regarding same and MSHA responses to proposals (0.5); review draft citation summary (0.2); conference with project team regarding same and automatic stay issues (0.3); conference with H. Murtagh regarding same (0.2)
07/22/19	H K Murtagh	1.50	Review MSHA citation issues (1.5)
07/23/19	J H Mack	1.60	Review Jackson Walker summary regarding hearing and settlement options (0.3); review JW summary regarding proposed analysis for MSHA hearing on the merits (0.4); review H. Murtagh comments (0.2); review automatic stay issues regarding same (0.7)
07/23/19	DS Langer	.30	Review emails regarding status of MSHA proceedings and settlement offers (0.3)
07/23/19	H K Murtagh	.80	Review updates regarding MSHA and correspond with litigation counsel regarding same (0.8)
07/24/19	J H Mack	.40	Review settlement offer updates (0.2); review action items and prior work product regarding same (0.2)
07/25/19	H K Murtagh	1.60	Discuss MSHA issues with regulatory counsel, K. Simon and review related legal issues (1.6)
07/30/19	K Simon	1.20	Attend meeting via dial in with Wisconsin bonding requirements (0.9); correspond with team regarding follow-up matters (0.3)
J H Mack		3.60	hours
K Simon		1.20	hours
DS Langer		.30	hours
H K Murtagh		3.90	hours
		9.00	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
PLEASE REFERENCE INVOICE # 1903501856 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK.

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Houston, TX 77002
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LATHAM & WATKINS LLP

INVOICE

August 23, 2019

Emerge Energy Services LP
2057 Valleydale Rd
Suite 100
Birmingham, AL 35244
Attn: Dick DeShazo

Please identify your payment with the following:

Invoice No. 1903501864
Matter Number 053062-0111

Tax Identification No.: 95-2018373

Remittance Instructions

WIRE TRANSFERS IN USD:

Bank: Citibank N.A.
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: Latham & Watkins LLP
Account Number: 3911-7003

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

For professional services rendered through July 31, 2019

Re: Schedules & Statements, US Trustee Matters

\$ 9,032.50

Total Due

\$ 9,032.50

LATHAM & WATKINS^{LLP}

Invoice No. 1903501864
 August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/16/19	Y L Burton	5.60	revise various first day motions in response to UST comments (3.0); address various questions regarding first day motions posed by UST (1.3); various correspondence and calls with RLF, LW and Ankura regarding UST comments to first days and other first day motions in advance of the first day hearing (1.3)
07/19/19	Y L Burton	.30	Correspond with Ankura regarding employee wages matters in respond to inquiries by the UST (0.3)
07/29/19	H K Murtagh	1.90	Review and respond to Ankura questions on SOFAs/SOALs (1.5); discuss IDI issues/topics with R. Messing (Ankura) (0.4)
07/30/19	H K Murtagh	2.00	Prepare for and attend initial debtor interview (1.9); updates to LW team (0.1)
H K Murtagh		3.90	hours
Y L Burton		5.90	hours
		9.80	

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LATHAM & WATKINS^{LLP}

INVOICE

August 23, 2019

Emerge Energy Services LP
2057 Valleydale Rd
Suite 100
Birmingham, AL 35244
Attn: Dick DeShazo

Please identify your payment with the following:

Invoice No. 1903501861
Matter Number 053062-0115

Tax Identification No.: 95-2018373

Remittance Instructions

WIRE TRANSFERS IN USD:

Bank: Citibank N.A.
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: Latham & Watkins LLP
Account Number: 3911-7003

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

For professional services rendered through July 31, 2019

Re: Tax

\$ 3,528.00

Total Due

\$ 3,528.00

LATHAM & WATKINS LLP

Invoice No. 1903501861

August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/17/19	J H Cole	.50	Review tax disclosure markup (0.2); discuss same with Weil tax (0.3)
07/19/19	D A Alaniz	.10	Review and distribute Texas Comptroller franchise tax status (0.10)
07/22/19	J H Cole	.50	Review Weil tax comments to disclosure statement (0.5)
07/30/19	H K Murtagh	2.40	Review objections and correspondence from state taxing authorities (0.8); review Texas property tax statutes and related case law (1); propose resolution to DIP lenders (0.4)

J H Cole	1.00	hours
H K Murtagh	2.40	hours
D A Alaniz	.10	hours
	3.50	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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LATHAM & WATKINS^{LLP}

INVOICE

August 23, 2019

Emerge Energy Services LP
2057 Valleydale Rd
Suite 100
Birmingham, AL 35244
Attn: Dick DeShazo

Please identify your payment with the following:

Invoice No. 1903501862
Matter Number 053062-0113

Tax Identification No.: 95-2018373

Remittance Instructions

WIRE TRANSFERS IN USD:

Bank: Citibank N.A.
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

For professional services rendered through July 31, 2019

Re: **Vendor and Customer Matters**

\$ 19,745.50

Total Due

\$ 19,745.50

LATHAM & WATKINS^{LLP}

Invoice No. 1903501862
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/18/19	Y L Burton	.80	Correspond with S. McGrath regarding critical vendor motion (0.3); review and revise critical vendor motion (0.5)
07/20/19	Y L Burton	1.00	Review and revise critical vendor motion (0.7); correspond w S. McGrath regarding same (0.3)
07/22/19	H K Murtagh	3.40	Discuss various vendor, critical vendor, and shipper issues with Ankura (0.7); research 363 and 365 motion issues for vendor contracts (0.7); analyze and draft email memorandum to Ankura regarding foregoing (1.1); call with freight/customs broker (0.6) and follow-up with Ankura regarding same (0.3);
07/22/19	S P McGrath	.40	Circulate and revise updated draft of critical vendors motion (0.3); review draft of critical vendors motion (0.1)
07/23/19	H K Murtagh	2.90	Call with Ankura & HL regarding transload vendor contracts (0.5); correspondence and calls with advisors regarding treatment/characterization of vendors and potential vendors -- critical vendors vs. OCPs vs. ordinary-course contracting (2); calls with railcar counterparties (0.4);
07/23/19	Y L Burton	1.50	Prepare for and attend call with Ankura and LW and HL teams regarding creditor inquires (1.0); prepare for and attend call with Ankura, company and LW teams regarding transloading vendor (0.5)
07/23/19	S C Lee	1.60	Participate in teleconference with Ankura and Houlihan regarding critical vendors (1.0); participate in teleconference with Ankura and Houlihan regarding distributor issues (0.6)
07/24/19	H K Murtagh	2.50	Prepare for and attend calls with vendor counsel regarding liquidity, and postpetition and critical vendor payments (0.7); prepare for and attend calls with Ankura regarding same (0.8); discuss critical vendor list and cap issues with Ankura and LW team (1.0)
07/26/19	H K Murtagh	1.70	Prepare for and attend call with key goods provider regarding postpetition payments and provider liquidity needs (0.8); discuss same with Ankura & company (0.5); discuss proposed resolution with DIP agent counsel (0.4)
07/29/19	H K Murtagh	1.40	Discussion with vendors regarding treatment of claims, objection deadlines, process for return/recovery of property (1.0); call regarding

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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Invoice No. 1903501862
August 23, 2019

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			gas vendors (0.4)
07/30/19	H K Murtagh	.40	Correspondence with Ankura regarding various vendor issues and reoslutions (0.4)
07/31/19	H K Murtagh	1.80	Correspondence with railcar lessor regarding return of cars (0.2); call with Ankura regarding open vendor issues (1); call regarding Church Road Mine (0.6)
07/31/19	Y L Burton	1.50	Prepare for and attend call with Ankura, RLF and LW teams regarding open vendor issues (1.0); correspond with H. Murtagh regarding same (0.2); various emails with RLF regarding same (0.3)
H K Murtagh		14.10	hours
Y L Burton		4.80	hours
S C Lee		1.60	hours
S P McGrath		.40	hours
		<u>20.90</u>	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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Exhibit B

Expenses

811 Main Street, Suite 3700
Houston, TX 77002
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www.lw.com

LATHAM & WATKINS LLP

INVOICE

September 11, 2019

Emerge Energy Services LP
2057 Valleydale Rd
Suite 100
Birmingham, AL 35244
Attn: Dick DeShazo

Please identify your payment with the following:

Invoice No. 1903502029
Matter Number 053062-0120

Tax Identification No.: 95-2018373

Remittance Instructions

WIRE TRANSFERS IN USD:

Bank: Citibank N.A.
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: Latham & Watkins LLP
Account Number: 3911-7003

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

For professional services rendered through July 31, 2019

Re: Expenses

Costs and Disbursements

9,354.80

Total Due

\$ 9,354.80

LATHAM & WATKINS LLP

Invoice No. 1903502029
September 11, 2019

Costs and Disbursements:

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Vendor</u>	<u>Amount</u>
07/22/19	Audio\ Video Conferencing Services - AT&T Teleconference Services - P.O. Box 5002 - AT&T Teleconference Charges June 2019 BENJAMIN GELFAND ID 09379	B T Gelfand	AT&T Corp.	2.34
07/22/19	Audio\ Video Conferencing Services - AT&T Teleconference Services - P.O. Box 5002 - AT&T Teleconference Charges June 2019 RUIXUE WANG ID 78802	R Wang	AT&T Corp.	11.58
07/26/19	Audio\ Video Conferencing Services - AT&T Teleconference Services - P.O. Box 5002 - AT&T Teleconference Charges June 2019 SID NADKARNI ID 08829	S P Nadkarni	AT&T Corp.	23.15
Total Audio\ Video Conferencing Services				37.07
07/19/19	Ground Transportation - Yelizaveta L Burton - Taxi/Car Service - Working late - 07/18/19 - Office/Home	Y L Burton	Yelizaveta L Burton	28.06
07/19/19	Ground Transportation - Yelizaveta L Burton - Taxi/Car Service - Home to Penn Station New York - 07/16/19 - Home to Penn Station, New York	Y L Burton	Yelizaveta L Burton	42.21
07/19/19	Ground Transportation - Yelizaveta L Burton - Taxi/Car Service - Office to Home - 07/16/19 - Office to Home	Y L Burton	Yelizaveta L Burton	24.43
Total Ground Transportation				94.70
07/17/19	Prepare document set for native processing in preparation for import into review database (1.4); Perform import of document volume set into review database (1.3) - LW FIRM INTERNAL - Emerge Energy Services - Discovery Request	A Pasillas		864.00

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Invoice No. 1903502029

September 11, 2019

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Vendor</u>	<u>Amount</u>
07/18/19	Email correspondence with S. Nadkarni regarding status of vendor engagement agreements and bankruptcy court requirements for fee cap on contract attorney review teams; Create and review redline versions of Latham edits and vendor engagement agreement originals; Email correspondence with J. Queirolo of Innovative Discovery and R. Osman of Lexolution regarding status of engagement contracts and request for review and execution of same; Email correspondence with S. Nadkarni regarding status of communications with vendors	T F Florey		384.00
07/18/19	Prepare document set for native processing in preparation for import into review database (1.6); Perform import of document volume set into review database (1.2) - LW FIRM INTERNAL - Emerge Energy Services - Discovery Request	A Pasillas		896.00
07/19/19	Perform quality check on data extraction of nine document sets and loading into review database for attorney review	K Nguyen		320.00
07/19/19	Prepare document set for native processing in preparation for import into review database (0.7); Perform import of document volume set into review database (0.6) - LW FIRM INTERNAL - Emerge Energy Services - Discovery Request	A Pasillas		416.00
07/20/19	Prepare document set for native processing in preparation for import into review database	A Pasillas		288.00
07/21/19	Perform quality control checks on e-discovery processing; Perform quality control checks on import to review database	J Beddome		832.00
Total Practice Support				4,000.00
07/18/19	Records Retrieval - Capitol Services, Inc. - Document retrieval	A Easterling	Capitol Services, Inc.	439.28
07/23/19	Records Retrieval - Capitol Services, Inc. - Document retrieval	A Easterling	Capitol Services, Inc.	1,780.00
Total Records Retrieval				2,219.28
07/18/19	Trip Expenses - Out-of-Town - Keith Simon - Lodging - Hearing - 07/17/19 - Hotel Dupont	K Simon	Keith Simon	328.90

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September 11, 2019

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Vendor</u>	<u>Amount</u>
07/18/19	Airfare & Trainfare - Out-of-Town - Keith Simon - - Hearing - 07/17/19 - Wilmington, DE / NY Penn Station - Rail-Amtrak - 07/17/2019 - 07/17/2019	K Simon	Keith Simon	135.00
07/19/19	Airfare & Trainfare - Out-of-Town - Jonathan J Weichselbaum - - Attend first day bankruptcy hearing - 07/17/19 - NY Penn/Wilmington DE - Rail-Amtrak - 07/17/2019 - 07/17/2019	J J Weichselbaum	Jonathan J Weichselbaum	176.00
07/19/19	Airfare & Trainfare - Out-of-Town - Jonathan J Weichselbaum - - Attend first day bankruptcy hearing - 07/17/19 - Wilmington DE/NY Penn - Rail-Amtrak - 07/17/2019 - 07/17/2019	J J Weichselbaum	Jonathan J Weichselbaum	156.00
07/19/19	Airfare & Trainfare - Out-of-Town - Yelizaveta L Burton - - Travel from Delaware to Latham NY office - 07/17/19 - Wilmington to New York - Rail-Amtrak - 07/17/2019 - 07/17/2019	Y L Burton	Yelizaveta L Burton	135.00
07/19/19	Trip Expenses - Out-of-Town - Yelizaveta L Burton - Lodging - Hotel stay to attend First Day Hearing - 07/16/19 - Hote Dupont	Y L Burton	Yelizaveta L Burton	331.90
07/20/19	Trip Expenses - Out-of-Town - Siddharth P. Nadkarni - Lodging - Attend bankruptcy hearing for client - 07/16/19 - Hotel Dupont	S P Nadkarni	Siddharth P. Nadkarni	328.90
07/21/19	Airfare & Trainfare - Out-of-Town - The Lawyers Travel Service - NADKARNI, SIDDHARTH P Ticket No: 0936552266, Departure Date: 07/16/2019, Route:	S P Nadkarni	The Lawyers Travel Service	(15.75)
07/21/19	Airfare & Trainfare - Out-of-Town - The Lawyers Travel Service - NADKARNI, SIDDHARTH P Ticket No: 0010544629, Departure Date: 07/16/2019, Route: NYP WIL NYP	S P Nadkarni	The Lawyers Travel Service	384.00
07/21/19	Airfare & Trainfare - Out-of-Town - The Lawyers Travel Service - LEE, SHAUN C Ticket No: 0010585423, Departure Date: 07/17/2019, Route:	S C Lee	The Lawyers Travel Service	(42.00)
07/21/19	Airfare & Trainfare - Out-of-Town - The Lawyers Travel Service - LEE, SHAUN C Ticket No: 0010585423, Departure Date: 07/17/2019, Route: NWK WIL NWK	S C Lee	The Lawyers Travel Service	384.00
07/23/19	Trip Expenses - Out-of-Town - Blake T Denton - Lodging - Travel for hearing in Delaware - 07/17/19 - Hotel DuPont	B T Denton	Blake T Denton	328.90

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Invoice No. 1903502029
September 11, 2019

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Vendor</u>	<u>Amount</u>
07/24/19	Airfare & Trainfare - Out-of-Town - Sean Patrick McGrath - - Attend a first day hearing in court for a restructuring case - 07/17/19 - NYC/DE - Rail-Amtrak - 07/17/2019 - 07/17/2019	S P McGrath	Sean Patrick McGrath	176.00
07/24/19	Airfare & Trainfare - Out-of-Town - Sean Patrick McGrath - - Train back to NY after attending a first day hearing in court for a restructuring case - 07/17/19 - DE/NYC - Rail-Amtrak - 07/17/2019 - 07/17/2019	S P McGrath	Sean Patrick McGrath	135.00
07/24/19	Ground Transportation - Out-Of-Town - Sean Patrick McGrath - Taxi/Car Service - Lyft NY Penn Station to attend first day hearing - 07/17/19 - Home/Train	S P McGrath	Sean Patrick McGrath	32.13
07/24/19	Ground Transportation - Out-Of-Town - Sean Patrick McGrath - Taxi/Car Service - Lyft from train station to attend first day hearing - 07/17/19 - Train/Hearing	S P McGrath	Sean Patrick McGrath	10.18
07/24/19	Ground Transportation - Out-Of-Town - Sean Patrick McGrath - Taxi/Car Service - Lyft to train station after attending first day hearing - 07/17/19 - Hearing/Train	S P McGrath	Sean Patrick McGrath	9.59
07/25/19	Ground Transportation - Out-Of-Town - Blake T Denton - Taxi/Car Service - Travel for hearing in Delaware - 07/16/19 - train/office	B T Denton	Blake T Denton	10.00
Total Travel Expenses				3,003.75
Total Costs and Disbursements:				\$ 9,354.80

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