

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

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In re:	:	Chapter 11
	:	
HI-CRUSH INC., <i>et al.</i> , ¹	:	Case No. 20-33495 (DRJ)
	:	
Debtors.	:	(Jointly Administered)
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**DECLARATION OF DISINTERESTEDNESS OF BAKER BOTTS L.L.P. PURSUANT
TO ORDER AUTHORIZING THE RETENTION AND COMPENSATION OF
CERTAIN PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS**

I, Elizabeth D. Flannery, declare under penalty of perjury:

1. I am a Partner of Baker Botts L.L.P., located at 910 Louisiana Street, Houston, Texas, 77002 (the “**Firm**”). The Firm’s practice consists of: provision of legal services.
2. Neither I, the Firm, nor any other owner or associate of the Firm, insofar as I have been able to ascertain, has any connection with the above-captioned debtors (collectively, the “**Debtors**”), their creditors, or any other parties in interest, or their attorneys, except as set forth in this declaration (this “**Declaration**”).
3. The Firm worked with the Debtors in the following capacities: representing and advising Debtors in connection with corporate (including mergers and acquisitions), environmental, intellectual property, labor, litigation, and regulatory matters.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Hi-Crush Inc. (0530), OnCore Processing LLC (9403), Hi-Crush Augusta LLC (0668), Hi-Crush Whitehall LLC (5562), PDQ Properties LLC (9169), Hi-Crush Wyeville Operating LLC (5797), D & I Silica, LLC (9957), Hi-Crush Blair LLC (7094), Hi-Crush LMS LLC, Hi-Crush Investments Inc. (6547), Hi-Crush Permian Sand LLC, Hi-Crush Proppants LLC (0770), Hi-Crush PODS LLC, Hi-Crush Canada Inc. (9195), Hi-Crush Holdings LLC, Hi-Crush Services LLC (6206), BulkTracer Holdings LLC (4085), Pronghorn Logistics Holdings, LLC (5223), FB Industries USA Inc. (8208), PropDispatch LLC, Pronghorn Logistics, LLC (4547), and FB Logistics, LLC (8641). The Debtors’ address is 1330 Post Oak Blvd, Suite 600, Houston, Texas 77056.



4. The Debtors have asked the Firm to represent and advise them with respect to the above matters and such other matters as may be ordinarily rendered by the Firm, and the Firm has agreed.

5. The Firm customarily bills the Debtors hourly fees. The Firm's customary hourly rates for timekeepers assigned to work on matters for the Debtors, subject to change from time to time, range from \$995 to \$1,120 for partners, \$965 to \$980 for special counsel, \$520 to \$955 for associates and senior associates, \$405 for staff lawyers, and \$175 to \$375 for paraprofessionals and other staff. In the normal course of business, the Firm revises its regular hourly rates on January 1 of each year and requests that, effective January 1 of each year, the aforementioned rates be revised to the regular hourly rates which will be in effect at that time.

6. Prior to the Debtors' bankruptcy filing, the Firm received payment during the 90-day period prior to the Petition Date with respect to prepetition services rendered to the Debtors. Unless authorized by order of the court, the Firm understands that its prepetition billings will not be paid as a part of the Firm's continued service during the Chapter 11 Cases.

7. Except as set forth herein, no promises have been received by the Firm, or any owner or associate thereof, as to compensation in connection with the Chapter 11 Cases, other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, the U.S. Trustee Guidelines, and all orders of the court.

8. The Firm and its owners may have in the past represented, currently represent, and may in the future represent, entities that are affiliates of, or related to, the Debtors or other parties in interest in the Chapter 11 Cases or in matters unrelated to the Chapter 11 Cases. However, the Firm does not, and will not, represent any such entity in connection with the Chapter 11 Cases and

does not have any relationship with any such entity, its attorneys, or accountants that would be materially adverse to the Debtors or their estates.

9. Neither I nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

10. Neither I nor any principal, partner, director, officer, of or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

11. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Date: September 17, 2020

/s/ Elizabeth D. Flannery
ELIZABETH D. FLANNERY