



ENTERED  
12/18/2020

**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> , <sup>1</sup>	:	Case No. 20-33495 (DRJ)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	<b>Re: Docket No. 479</b>

**ORDER GRANTING FINAL APPLICATION OF LATHAM & WATKINS LLP FOR  
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR  
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE  
DEBTORS FOR THE PERIOD OF JULY 12, 2020 THROUGH OCTOBER 9, 2020**

Upon consideration of the *Final Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors for the Period of July 12, 2020 through October 9, 2020* [Docket No. 479] (the “**Application**”) filed by Latham & Watkins LLP (“**Latham**”), co-counsel for the above-captioned debtors (the “**Debtors**”), the Court finds that: (a) it has jurisdiction over the matters raised in the Application pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (c) the fees and expenses requested are reasonable, necessary and beneficial to the Debtors’ estates and should be allowed; (d) proper and adequate notice of the Application and hearing thereon has been given, no objections to the Application have been filed, and no other or further notice is required; and (e) good and sufficient cause exists for granting the relief herein,

<sup>1</sup> 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.



after due deliberation upon the Application and all relevant proceedings before the Court in connection with the Application.

**IT IS HEREBY ORDERED THAT:**

1. The Application is granted and Latham shall be allowed final compensation of fees in the amount of \$2,188,499.00 and reimbursement of expenses in the amount of \$17,116.22 (collectively, the “**Allowed Amounts**”) for services rendered on behalf of the Debtors for the period of July 12, 2020 through October 9, 2020.

2. The above-captioned Debtors are authorized to pay Latham one-hundred percent (100%) of the Allowed Amounts that have not yet been paid in satisfaction of the allowed fees for services rendered and expenses incurred during the Compensation Period, consistent with the Retention Order.

3. Latham is authorized to apply its Retainer to Latham’s outstanding fees and expenses for the period prior to the Petition Date and post-emergence fees and expenses for work performed on behalf of and at the direction of the Debtors.

4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

**Signed: December 16, 2020.**

  
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**DAVID R. JONES**  
**UNITED STATES BANKRUPTCY JUDGE**