



ENTERED
12/18/2020

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

----- X
In re: : Chapter 11
: :
HI-CRUSH INC., *et al.*,¹ : Case No. 20-33495 (DRJ)
: :
Debtors. : (Jointly Administered)
: :
----- X **Re: Docket No. 479**

**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,

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.



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.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

United States Bankruptcy Court
Southern District of Texas

In re:
Hi-Crush Inc.
Debtor(s)

Case No. 20-33495-drj
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4
Date Rcvd: Dec 18, 2020

User: aalo
Form ID: pdf002

Page 1 of 2
Total Noticed: 28

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 20, 2020:

Recip ID	Recipient Name and Address
db	+ Hi-Crush Inc., 1330 Post Oak Blvd., Suite 600, Houston, TX 77056-3166
aty	+ Thomas E. Reilly, Thomas E. Reilly, P.C., 1468 Laurel Drive, Sewickley, PA 15143-8599
cr	Bankruptcy Administrators Wells Fargo Vendor Financial, Ricoh USA Program, 1738 Bass Road, P O Box 13708, Macon, GA 31208-3708
cr	+ Bowlin Enterprises, LLC, Kessler Collins, c/o Howard C. Rubin, 2100 Ross Avenue, Suite 750, Dallas, TX 75201-6707
cr	+ Bridge Funding Group, Inc. f/k/a Bridge Capital Le, c/o Arthur Halsey Rice, Esq., 101 Northeast Third Avenue, Suite 1800, Fort Lauderdale, FL 33301-1252
cr	+ C.K. Industries, Inc., Attn: Katherine T. Hopkins, Kelly Hart & Hallman LLP, 201 Main Street, Suite 2500 Fort Worth, TX 76102-3194
cr	+ Caterpillar Financial Services Corporation, 2120 West End Avenue, Nashville, TN 37203-5341
intp	+ EOG Resources Inc., c/o Sarah Schultz, Akin Gump Strauss Hauer & Feld LLP, 2300 N. Field Street, Suite 1800 Dallas, TX 75201-4675
cr	+ Ector CAD, 112 E Pecan Street, Suite 2200, San Antonio, TX 78205-1588
cr	+ Endeco Engineers, Inc., Kessler Collins, c/o Howard C. Rubin, 2100 Ross Avenue, Suite 750, Dallas, TX 75201-6707
cr	+ Financial Pacific Leasing, Inc., c/o Padfield & Stout, LLP, Joseph D. Austin, 420 Throckmorton Street, Suite 1210, Fort Worth, TX 76102-3792
cr	+ Hood CAD, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller, 2777 N. Stemmons Freeway, Suite 1000 Dallas, TX 75207-2328
cr	+ Howard County Tax Office, et al, c/o Laura J. Monroe, Perdue, Brandon, Fielder, Collins & Mott, PO Box 817, Lubbock, TX 79408-0817
cr	+ John Eppling, 64766 Woodell Lane, Cove, OR 97824-8426
op	+ Kurtzman Carson Consultants LLC, 222 N Pacific Coast Highway, 3rd Floor, El Segundo, CA 90245-5614
cr	+ Lexon Insurance Company and Endurance American Ins, Harris Beach PLLC, c/o Lee E. Woodard, Esq., 333 West Washing St., Ste. 200, Syracuse, NY 13202-5202
cr	Midland CAD, c/o Tara LeDay, P. O. Box 1269, Round Rock, TX 78680-1269
cr	RS Energy Group, Inc., c/o Sprouse Law Firm, 901 Mopac Expressway South, Building 1, Suite 300 Austin, TX 78746
cr	+ Sonia Chae United States Securities and Exchange C, 175 W. Jackson Blvd., Suite 1450, Chicago, IL 60604-2710
cr	+ Superior Industries, Inc., c/o Jarrod B. Martin, Chamberlain Hrdlicka, 1200 Smith Street, Suite 1400, Houston, TX 77002-4496
cr	+ Target Logistics Management LLC, c/o Locke Lord LLP, Attn: Elizabeth M. Guffy, 600 Travis, Suite 2800, Houston, TX 77002-2914
cr	Texas Comptroller of Public Accounts, Revenue Acco, Christopher S. Murphy, PO Box 12548, Austin, TX 78711-2548
cr	+ Union Pacific Railroad Co, c/o Tonya W. Conley, 1400 Douglas St, Stop 1580, Omaha, NE 68179-0002
cr	Workforce Safety & Insurance, PO BOX 5585, Bismark, ND 58506-5585

TOTAL: 24

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	Email/Text: houston_bankruptcy@LGBS.com	Dec 18 2020 20:18:00	Cypress-Fairbanks ISD, Linebarger Goggan Blair & Sampson LLP, C/O Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064
cr	+ Email/Text: houston_bankruptcy@LGBS.com	Dec 18 2020 20:18:00	Harris County, Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064
cr	+ Email/Text: Bankruptcy@stearnsbank.com	Dec 18 2020 20:17:00	Stearns Bank NA, Attn: Hannah Gilbert, 4140 Thielman Lane, St. Cloud, MN 56301-3968
cr	+ Email/Text: jthompson@westtexasgas.com	Dec 18 2020 20:18:00	West Texas Gas, Inc., 211 N. Colorado, Midland, TX 79701, UNITED STATES 79701-4607

TOTAL: 4

District/off: 0541-4
Date Rcvd: Dec 18, 2020

User: aalo
Form ID: pdf002

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Total Noticed: 28

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
aty		Baker Botts L.L.P.
cr		Ad Hoc Group of Holders
fa		Alvarez & Marsal North America, LLC
cr		Black Mountain Sand LLC
cr		Brett Hodock
cr		CIT Bank, N.A.
cr		Cantor Fitzgerald Securities, as DIP Term Loan Age
cr		Chevron U.S.A. Inc.
cr		Chicago Freight Car Leasing Co.
cr		Crestmark Vendor Finance, a division of MetaBank
cr		JPMORGAN CHASE BANK, N.A.
op		Lazard Freres and Co. LLC
intp		Marc Merrill
cr		QS Pecos LLLP, 4000 One Williams Ctr, Tulsa
cr		STAAR Logistics, LLC
cr		Tom Winkelmann
cr		Trinity Industries Leasing Co.
intp		U.S. BANK NATIONAL ASSOCIATION
cr		West Epley LLC
cr		Wisconsin Tort Claimants

TOTAL: 20 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Dec 20, 2020

Signature: /s/Joseph Speetjens