

**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

**NOTICE OF HUNTON ANDREWS KURTH LLP’S THIRD MONTHLY FEE
STATEMENT FOR COMPENSATION OF SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM SEPTEMBER 1, 2020 THROUGH SEPTEMBER 30, 2020**

Name of Applicant:	Hunton Andrews Kurth LLP	
Applicant’s Role in Case:	Co-Counsel to the Debtors	
Date Order of Employment Signed:	08/20/20 [Docket No. 308], effective as of 07/12/20	
	Beginning of Period	End of Period
Time period covered by this Statement:	09/01/20	09/30/20
Total fees requested in this Statement:	\$102,102.00 (80% of \$127,627.50)	
Reimbursable expenses sought in this Statement:	\$157.66	
Total Amount Requested in this Statement:	\$102,259.66	

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “**Bankruptcy Local Rules**”), and the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief* [Docket No. 305]

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.



(the “**Interim Compensation Order**”), Hunton Andrews Kurth LLP (“**Hunton AK**”), as co-counsel to the Debtors, hereby submits this third monthly fee statement (this “**Fee Statement**”) for compensation of services rendered and reimbursement of expenses as co-counsel to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for the period from September 1, 2020 through September 30, 2020 (the “**Compensation Period**”).

DETAIL FOR SERVICES RENDERED AND EXPENSES INCURRED

1. By this Fee Statement, Hunton AK requests payment of \$102,102.00 (80% of \$127,627.50) as compensation for reasonable and necessary legal services rendered and \$157.66 for reimbursement of actual and necessary expenses, for a total of \$102,259.66 for the Compensation Period.

2. In support of this Fee Statement, attached are the following exhibits:

- Exhibit A (Compensation by Project Category) is a schedule of the aggregate number of hours expended and fees incurred by project category.
- Exhibit B (Compensation by Professional) is a schedule of certain information regarding the Hunton AK attorneys and paraprofessionals for whose services compensation is sought in this Fee Statement.
- Exhibit C (Expenses by Category) is a schedule of the expenses incurred by category for which reimbursement is sought in this Fee Statement.
- Exhibit D (Invoices) consists of Hunton AK’s detailed records (including the relevant time entry and description and expense detail) for services rendered and reimbursement of expenses incurred during the Compensation Period.

3. Although every effort has been made to include all fees and expenses incurred in the Compensation Period, some fees and expenses might not be included in this Fee Statement due to delays caused by accounting and processing during the Compensation Period. Hunton AK reserves the right to seek allowance of such fees and expenses not included herein. Any subsequent monthly fee statements will be submitted in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Interim Compensation Order.

NOTICE

4. Pursuant to the Interim Compensation Order, notice of this Fee Statement will be provided to the following Notice Parties via electronic mail:

- the Debtors, 1330 Post Oak Blvd, Suite 600, Houston, Texas 77056, Attn: Mark Skolos, Esq. (mskolos@hicrushinc.com);
- co-counsel to the Debtors (i) Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022, Attn: Keith A. Simon, Esq. and Annemarie V. Reilly, Esq. (keith.simon@lw.com and annemarie.reilly@lw.com);
- counsel to the DIP ABL Agent, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017, Attn: Elisha Graff, Esq. and Daniel L. Biller, Esq. (egraff@stblaw.com and daniel.biller@stblaw.com);
- counsel to the Ad Hoc Group, Paul, Weiss, Rifkind, Wharton & Garrison, LLP, 1285 Avenue of the Americas, New York, NY 10019, Attn: Brian S. Hermann, Esq. and Elizabeth R. McColm, Esq. (bhermann@paulweiss.com and emccolm@paulweiss.com); and
- the Office of the United States Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, TX 77002, Attn: Stephen Statham and Hector Duran (stephen.statham@usdoj.gov and hector.duran.jr@usdoj.gov).

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WHEREFORE, Hunton AK respectfully requests payment and reimbursement of its fees and expenses incurred the Compensation Period in the total amount of \$102,259.66, consisting of (a) \$102,102.00, which is 80% of the fees incurred by the Debtors for reasonable and necessary legal services rendered by Hunton AK, and (b) \$157.66, which is 100% of the actual and necessary expenses incurred, in accordance with the procedures set forth in the Interim Compensation Order.

Dated: October 28, 2020

Respectfully submitted,

/s/ Timothy A. ("Tad") Davidson II

Timothy A. ("Tad") Davidson II (TX Bar No. 24012503)

Ashley L. Harper (TX Bar No. 24065272)

HUNTON ANDREWS KURTH LLP

600 Travis Street, Suite 4200

Houston, Texas 77002

Tel: (713) 220-4200

Fax: (713) 220-4285

Email: taddavidson@huntonak.com

ashleyharper@huntonak.com

*Co-Counsel for the Debtors
and Debtors in Possession*

CERTIFICATE OF SERVICE

I certify that on October 28, 2020, a true and correct copy of the foregoing Fee Statement was served (i) by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas on those parties registered to receive electronic notices and (ii) via electronic mail on the Notice Parties.

/s/ Timothy A. ("Tad") Davidson II

Timothy A. ("Tad") Davidson II

EXHIBIT A**COMPENSATION BY PROJECT CATEGORY**

Code	Project Category	Total Hours	Total Fees
B110	Case Administration	18.60	\$12,844.50
B120	Asset Analysis and Recovery	0.80	\$620.00
B140	Relief from Stay / Adequate Protection Proceedings	15.30	\$11,401.00
B150	Meetings of and Communication with Creditors	1.50	\$942.00
B160	Fee / Employment Applications	11.00	\$6,938.00
B185	Assumption / Rejection of Leases and Contracts	21.40	\$15,895.50
B190	Other Contested Matters (excluding assumption / rejection motions)	9.00	\$7,025.00
B310	Claims Administration and Objections	1.50	\$1,283.00
B320	Plan and Disclosure Statement (including Business Plan)	98.40	\$70,378.50
B410	General Bankruptcy Advice / Opinions	0.60	\$300.00
	Totals	178.10	\$127,627.50

EXHIBIT B**COMPENSATION BY PROFESSIONAL**

Name of Professional	Position	Date of First Admission	Hourly Rate	Total Hours Billed	Total Fees
Gregory L. Porter	Partner	11/07/1997	\$960.00	0.80	\$768.00
Timothy A. ("Tad") Davidson II	Partner	11/03/1999	\$930.00	34.50	\$32,085.00
Joseph W. Buoni	Partner	05/05/2010	\$775.00	19.80	\$15,345.00
Ashley L. Harper	Associate	11/07/2008	\$650.00	107.90	\$70,135.00
Philip M. Guffy	Associate	03/16/2016	\$645.00	4.90	\$3,160.50
Amanda M. Thienpont	Associate	11/04/2016	\$610.00	9.40	\$5,734.00
Catherine A. Diktaban	Associate	11/02/2018	\$500.00	0.80	\$400.00
				178.10	\$127,627.50

EXHIBIT C

EXPENSES BY CATEGORY

Expense	Total
Online Research	\$72.96
Transcript	\$84.70
TOTAL	\$157.66

EXHIBIT D

INVOICES

(attached)

HUNTON ANDREWS KURTH

HUNTON ANDREWS KURTH LLP
600 TRAVIS, STE. 4200
HOUSTON, TX 77002

TEL 713 • 220 • 4200
FAX 804 • 788 • 8218

EIN 54-0572269

INVOICE SUMMARY

Hi-Crush Inc.
1330 Post Oak Boulevard, Suite 600
Houston, TX 77056-3166

FILE NUMBER: 122932.0000001
INVOICE NUMBER: 131771987
DATE: 10/15/2020

CLIENT NAME: Hi-Crush Inc.
BILLING ATTORNEY: TIMOTHY A DAVIDSON II

Statement for professional services and charges rendered in connection with the referenced matter(s), for the period ending September 30, 2020 per the attached itemization:

CURRENT INVOICE SUMMARY:

RE: (Hunton # 122932.0000001) Analysis of debt restructuring options

Current Fees:	\$ 127,627.50
Current Charges:	157.66
CURRENT INVOICE AMOUNT DUE:	\$ 127,785.16

OUTSTANDING INVOICE SUMMARY (FOR MATTER(S) ON THIS INVOICE):

INVOICE	MATTER #	DATE	BALANCE
131769602	0000001	08/11/2020	19,957.70
131770671	0000001	09/09/2020	109,130.86

Outstanding Balance (for matter(s) on this invoice): 129,088.56

TOTAL AMOUNT DUE (including Current Invoice Amount Due): 256,873.72

TO RECEIVE PROPER CREDIT, PLEASE ATTACH REMITTANCE COPY WITH PAYMENT.

FOR BILLING INQUIRIES, PLEASE CALL: 804-788-8555

To Pay By Mail:
HUNTON ANDREWS KURTH LLP
PO BOX 405759
ATLANTA, GA 30384-5759

To Pay by Wire Transfer or ACH:



Information with Wire: File: 122932.0000001, Inv: 131771987, Date: 10/15/2020

**HUNTON
ANDREWS KURTH**

HUNTON ANDREWS KURTH LLP
600 TRAVIS, STE. 4200
HOUSTON, TX 77002

TEL 713 • 220 • 4200
FAX 804 • 788 • 8218

EIN 54-0572269

INVOICE SUMMARY-REMITTANCE PAGE

Hi-Crush Inc.
1330 Post Oak Boulevard, Suite 600
Houston, TX 77056-3166

FILE NUMBER: 122932.0000001
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DATE: 10/15/2020

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FOR BILLING INQUIRIES, PLEASE CALL: 804-788-8555

To Pay By Mail:
HUNTON ANDREWS KURTH LLP
PO BOX 405759
ATLANTA, GA 30384-5759

To Pay by Wire Transfer or ACH:



Information with Wire: File: 122932.0000001, Inv: 131771987, Date: 10/15/2020

HUNTON ANDREWS KURTH

HUNTON ANDREWS KURTH LLP
600 TRAVIS, STE. 4200
HOUSTON, TX 77002

TEL 713 • 220 • 4200
FAX 804 • 788 • 8218

EIN 54-0572269

INVOICE DETAIL

Hi-Crush Inc.
1330 Post Oak Boulevard, Suite 600
Houston, TX 77056-3166

FILE NUMBER: 122932.0000001
INVOICE NUMBER: 131771987
DATE: 10/15/2020

CLIENT NAME: Hi-Crush Inc.
BILLING ATTORNEY: TIMOTHY A DAVIDSON II

RE: (Hunton # 122932.0000001) Analysis of debt restructuring options

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/01/2020	A L HARPER	B110	Confer with A&M team on 2015.3 report (.4); participate in call with A&M and Latham regarding case open items (.6); review case calendar and upcoming milestones (.5).	1.50	975.00
09/01/2020	A L HARPER	B160	Emails with U.S. Trustee regarding A&M retention (.2); emails with A&M team (.2); update A&M Supplemental Declaration and Certificate of No Objection and finalize for filing (.2).	0.60	390.00
09/01/2020	A L HARPER	B140	Review revised opposition to Wisconsin Plaintiffs' lift stay motion.	1.00	650.00
09/01/2020	A L HARPER	B150	Review correspondence from counsel to Stearns Bank and analyze related items (.3); review open items related to creditors Endeco and Bowlin (.4).	0.70	455.00
09/01/2020	G L PORTER	B185	Review commercial contract (0.5); discuss specific IP provisions with J. Buoni and follow on same (0.3).	0.80	768.00
09/01/2020	J W BUONI	B120	Communicate with representatives for various trucking companies regarding invoicing issues (.4); attention to strategy regarding invoice disputes and create outline of progress (.4).	0.80	620.00

HUNTON ANDREWS KURTH LLP		INVOICE:	131771987
CLIENT NAME:	Hi-Crush Inc.	DATE:	10/15/2020
FILE NUMBER:	122932.0000001	PAGE:	2

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/01/2020	J W BUONI	B185	Analyze various agreements in preparing for teleconference with K. Larin and HCR representatives (.8); participate in two teleconferences with K. Larin and HCR representatives regarding certain agreements that may be rejected (1.2); research and analyze post-bankruptcy risks relating to rejection of license agreement (3.3); prepare brief summary of potential rejection risks and transmit to client representatives (.5).	5.80	4,495.00
09/02/2020	A L HARPER	B110	Review and analyze the Rule 2015.3 Report and finalize for filing.	0.80	520.00
09/02/2020	A L HARPER	B320	Analyze issues related to proposed confirmation order language from Wisconsin Tort Claimants (1.2); analyze issues related to Chevron and proposed language for confirmation order (1.2).	2.40	1,560.00
09/02/2020	A L HARPER	B320	Analyze rights offering procedures, proof of claim of CIG and research related to preliminary claim objection for rights offering purposes.	2.40	1,560.00
09/02/2020	J W BUONI	B185	Continue analysis of potential risks and issues relating to rejection of agreement regarding plant construction (1.4).	1.40	1,085.00
09/02/2020	A L HARPER	B160	Review finalize version of A&M Fee Statement and serve on notice parties.	0.40	260.00
09/02/2020	A L HARPER	B160	Review declaration of OCP Squire Patton Boggs and finalize same for filing.	0.20	130.00
09/02/2020	T A DAVIDSON II	B140	Continue analysis of issues with lift stay (1.1); and participate in call with co-counsel regarding same (.6).	1.70	1,581.00

HUNTON ANDREWS KURTH LLP	INVOICE:	131771987
CLIENT NAME: Hi-Crush Inc.	DATE:	10/15/2020
FILE NUMBER: 122932.0000001	PAGE:	3

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/03/2020	T A DAVIDSON II	B140	Review and revise lift stay confirmation insert (1.0: and address related issues with confirmation (1.2).	2.20	2,046.00
09/03/2020	A L HARPER	B140	Review revised draft objection to lift stay motion and prepare proposed order for same (3.9); analyze exhibits necessary for evidentiary hearing (.5).	4.40	2,860.00
09/03/2020	A L HARPER	B160	Review and finalize declarations of disinterestedness for Michael Best and Von Ruden & Nix, S.C..	0.30	195.00
09/03/2020	A L HARPER	B320	Review CIG preliminary claim objection and declaration drafts and research related to rights offering procedures.	3.50	2,275.00
09/03/2020	A L HARPER	B320	Analyze comments to proposed confirmation order language for Wisconsin Tort Claimants.	0.70	455.00
09/04/2020	A L HARPER	B160	Review declaration of disinterestedness for Gibbs Bruns and finalize for filing.	0.30	195.00
09/04/2020	A L HARPER	B185	Review assumption notice and finalize for filing.	1.20	780.00
09/04/2020	T A DAVIDSON II	B320	Follow up on comments to confirmation order.	0.80	744.00
09/04/2020	A L HARPER	B320	Analyze multiple claims and preliminary claim objections for purposes of rights offering and research related to same (3.7); analyze issues related to objection to CIG claim for purposes of the rights offering (.8).	4.50	2,925.00
09/04/2020	A L HARPER	B320	Respond to counsel for West Epley regarding ballots received and analyze issues related to voting.	0.40	260.00
09/06/2020	J W BUONI	B190	Continue correspondence with vendors regarding invoice issues (.3) and attention to strategy regarding potential litigation (.4).	0.70	542.50

HUNTON ANDREWS KURTH LLP				INVOICE:	131771987
CLIENT NAME: Hi-Crush Inc.				DATE:	10/15/2020
FILE NUMBER: 122932.0000001				PAGE:	4
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/08/2020	A L HARPER	B185	Participate in advisors call regarding cure list and open items (.5); analyze email from counsel for Enterprise Fleet regarding return of vehicles and confer with A&M team on same (4); analyze email from counterparty's counsel regarding assumption of contract with Chambers Trust (.2); contact A&M and Latham regarding same (.2).	1.30	845.00
09/08/2020	A L HARPER	B160	Review and finalize OCP declarations for TRC Companies, Wipfli LLP, KE Andrews, and EEPB Company (.8) and confer with A&M team on same (.2).	1.00	650.00
09/08/2020	A L HARPER	B140	Analyze issues related to proposed plan language for Wisconsin tort claimants(1.0);and preparation for motion to lift stay hearing (1.3).	2.30	1,495.00
09/08/2020	A L HARPER	B110	Analyze documents and information related to Section 345 extension from K. Larin at A&M (.8); prepare summary of same and request extension from U.S. Trustee (.3).	1.10	715.00
09/08/2020	A L HARPER	B110	Review and analyze updated case calendar and milestones.	0.30	195.00
09/09/2020	J W BUONI	B190	Attention to strategy regarding resolving certain invoice disputes through litigation, including appropriate forum and counterparties to pursue (.6).	0.60	465.00
09/09/2020	A L HARPER	B320	Analyze open items with respect to Wisconsin Tort Claimants proposed plan confirmation order language (1.0); review proposed language regarding confirmation hearing for federal governmental units (.9).	1.90	1,235.00

HUNTON ANDREWS KURTH LLP			INVOICE:	131771987	
CLIENT NAME: Hi-Crush Inc.			DATE:	10/15/2020	
FILE NUMBER: 122932.0000001			PAGE:	5	
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/09/2020	J W BUONI	B185	Review certain filings regarding contract assumption and rejection (.8); attention to strategy regarding potential rejection damages issues for certain contracts (.4).	1.20	930.00
09/10/2020	A L HARPER	B160	Analyze and respond to questions from Lazard related to fee application.	0.30	195.00
09/10/2020	A L HARPER	B140	Preparation for hearing on lift stay motion by Wisconsin plaintiffs (1.4); participate in hearing (.5); post-hearing follow up (.5).	2.40	1,560.00
09/10/2020	J W BUONI	B190	Communicate with client representatives and counterparty representative, respectively, regarding invoice dispute (.3); review invoice documentation and lease agreements regarding specific counterparty (.5).	0.80	620.00
09/10/2020	T A DAVIDSON II	B320	Address issues with comments to confirmation order.	1.20	1,116.00
09/10/2020	A L HARPER	B185	Respond to counsel for CyrusOne regarding cure list (.2); research related to inquiry (.4).	0.60	390.00
09/11/2020	J W BUONI	B190	Communicate with representative of counterparty regarding invoice dispute via phone.	0.30	232.50
09/11/2020	A L HARPER	B320	Review and revise draft form of agreed order resolving Wisconsin Tort Claimants' claim allowance motion.	1.30	845.00
09/11/2020	A L HARPER	B320	Analyze open items related to plan supplement and finalize for filing.	2.80	1,820.00
09/11/2020	A L HARPER	B160	Analyze questions related to OCP declaration for Deloitte (.7); confer with Deloitte and A&M on same (.4); confer with U.S. Trustee regarding OCP declaration (.2).	1.30	845.00

HUNTON ANDREWS KURTH LLP
 CLIENT NAME: Hi-Crush Inc.
 FILE NUMBER: 122932.0000001

INVOICE: 131771987
 DATE: 10/15/2020
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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/11/2020	A L HARPER	B110	Review 30-day schedules/matrix reporting matters for service via email on notice parties (.7) and communicate with A&M on same (.2).	0.90	585.00
09/12/2020	A L HARPER	B185	Research related to certain office lease payments and rejection.	2.70	1,755.00
09/14/2020	A THIENPONT	B160	Review and analyze August invoice in connection with the Second Monthly Fee Statement and the First Interim Fee Application (3.5); draft Second Monthly Fee Statement (.9)	4.40	2,684.00
09/14/2020	T A DAVIDSON II	B140	Address issues with lift stay claimants (.7); and prepare and participate in call with movant (.6).	1.30	1,209.00
09/14/2020	C A DIKTABAN	B410	Conduct research regarding 9019 motions per A. Harper (.5) and conference with A. Harper regarding same (.1).	0.60	300.00
09/14/2020	A L HARPER	B320	Prepare stipulation and agreed order regarding preliminary claim objection of CCA Financial for purposes of Rights Offering (.8); confer with Latham on same (.2).	1.00	650.00
09/14/2020	A L HARPER	B320	Review correspondence for pending language inserts related to the confirmation order (2.0); research related to rights offering items in confirmation brief (2.1).	4.10	2,665.00
09/14/2020	A L HARPER	B190	Research related to 9019 settlements (1.0); confer with Latham regarding the BMS 9019 motion (.2); prepare draft certificate of no objection related to BMS 9019 motion (.3).	1.50	975.00

HUNTON ANDREWS KURTH LLP				INVOICE:	131771987
CLIENT NAME: Hi-Crush Inc.				DATE:	10/15/2020
FILE NUMBER: 122932.0000001				PAGE:	7
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/14/2020	A L HARPER	B320	Analyze issues related to Wisconsin Tort Claimants language for confirmation (.5); review correspondence and open issues related to same (.3).	0.80	520.00
09/14/2020	J W BUONI	B185	Attention to rejection schedule (.3) and question from K. Larin regarding rejection of one specific contract (.2).	0.50	387.50
09/15/2020	A THIENPONT	B160	Review and analyze August invoice in connection with the Second Monthly Fee Statement and First Interim Fee Application	0.90	549.00
09/15/2020	A L HARPER	B110	Participate in advisors call with A&M, Lazard and Latham regarding confirmation (.4) and post call analysis of open items (.4)	0.80	520.00
09/15/2020	A L HARPER	B110	Review case calendar and updated milestones and deadlines (.3); review amended schedules (.4).	0.70	455.00
09/15/2020	A L HARPER	B160	Review and finalize the declaration for OCP Norton Rose Fulbright.	0.20	130.00
09/15/2020	T A DAVIDSON II	B320	Continue to work through plan confirmation issues.	1.30	1,209.00
09/15/2020	P M GUFFY	B320	Research regarding rights offering precedent; draft summary regarding same; call and emails with T. Davidson regarding same.	3.90	2,515.50
09/15/2020	A L HARPER	B320	Research related to rights offering and plan confirmation brief (3.5); review stipulation and agreed order regarding Wisconsin Tort Claimants 3018 motion (.6).	4.10	2,665.00
09/16/2020	A L HARPER	B160	Review and finalize the OCP declaration for PwC and emails with PwC on same.	0.30	195.00
09/16/2020	A L HARPER	B310	Analyze inbound inquiry from IRS related Pronghorn Logistics.	0.40	260.00

HUNTON ANDREWS KURTH LLP			INVOICE:	131771987
CLIENT NAME: Hi-Crush Inc.			DATE:	10/15/2020
FILE NUMBER: 122932.0000001			PAGE:	8

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/16/2020	C A DIKTABAN	B150	Review voicemail regarding proof of claim (.1) and conference with A. Harper and T. Davidson regarding same (.1).	0.20	100.00
09/16/2020	P M GUFFY	B320	Emails with T. Davidson, A. Harper regarding rights offering research; additional research regarding same and emails with N. Taousse regarding same.	0.40	258.00
09/16/2020	T A DAVIDSON II	B320	Continue to address issues with tort claimant plan issues.	1.10	1,023.00
09/16/2020	A L HARPER	B320	Review stipulation and agreed order with CCA Financial regarding rights offering and finalize same for filing.	0.90	585.00
09/16/2020	A L HARPER	B320	Research related to confirmation brief.	1.30	845.00
09/16/2020	A L HARPER	B190	Analyze open issues with respect to Wisconsin Tort Claimants discovery and related matters.	0.50	325.00
09/17/2020	A L HARPER	B160	Review Baker Botts OCP declaration and confer with A&M on same.	0.20	130.00
09/17/2020	P M GUFFY	B150	Draft email regarding plan release for inquiring creditor.	0.60	387.00
09/17/2020	A L HARPER	B320	Review objections related to confirmation and preparation for confirmation hearing (3.6); return calls and emails to multiple counterparty regarding contract cure amounts (1.0); prepare initial draft agenda for confirmation hearing and reviewing pending open items for hearing (.5).	5.10	3,315.00
09/17/2020	T A DAVIDSON II	B320	Review plan support and declarations (1.2); review emails with open confirmation issues (.5); and continue analysis of tort claimants' plan language (.8).	2.50	2,325.00

HUNTON ANDREWS KURTH LLP
 CLIENT NAME: Hi-Crush Inc.
 FILE NUMBER: 122932.0000001

INVOICE: 131771987
 DATE: 10/15/2020
 PAGE: 9

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/18/2020	A L HARPER	B320	Review draft declaration for A&M related to confirmation (1.0); continued review of objections and preparation of agenda (2.1); correspond with objecting parties related to confirmation order language (.4); review initial draft of proposed confirmation order and findings of fact and finalize for filing (2.3); confer with Latham team on revisions for same (.5).	6.30	4,095.00
09/18/2020	T A DAVIDSON II	B320	Review confirmation objections (1.2); and analysis of issues with shareholders' objections (1.6).	2.80	2,604.00
09/20/2020	A L HARPER	B320	Review and analyze draft confirmation declarations (2.0); continue preparation for confirmation hearing (3.1).	5.10	3,315.00
09/21/2020	T A DAVIDSON II	B320	Prepare for confirmation hearing (2.1); and address issues with pending objections to confirmation (1.3).	3.40	3,162.00
09/21/2020	A L HARPER	B320	Participate in all-advisors call regarding confirmation (.5); preparation for confirmation hearing by analyzing revised declaration and outlines, liquidation analysis, valuation analysis (4.3); review unresolved objection issues and correspondence on same (1.0); finalize witness and exhibit list and review evidentiary support for confirmation (2.0); review and analyze language for confirmation order with respect to taxing authorities (.4); participate in portion of call with counsel for M. Merrill on objection to confirmation (.3).	8.50	5,525.00
09/21/2020	T A DAVIDSON II	B110	Review issues with motion to close the cases.	0.80	744.00
09/21/2020	J W BUONI	B110	Attention to status and scheduling issues in main bankruptcy case (.4).	0.40	310.00

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CLIENT NAME: Hi-Crush Inc.				DATE:	10/15/2020
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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/22/2020	A THIENPONT	B110	Draft emergency motion for entry of a final decree closing certain cases	1.80	1,098.00
09/22/2020	T A DAVIDSON II	B320	Continue preparation for confirmation hearing (2.3); review confirmation order (.6); and analysis of open issues for confirmation (1.2).	4.10	3,813.00
09/22/2020	A L HARPER	B320	Research related to motion for final decree and review analysis from A&M on closing cases (2.3); participate in the advisors conference call to prepare for confirmation hearing (.3); continue preparing for confirmation hearing and evidentiary presentation (2.5); review confirmation brief and open items for confirmation (2.0); finalize revised witness and exhibit list and agenda (.5).	7.60	4,940.00
09/23/2020	A THIENPONT	B110	Draft emergency motion for entry of a final decree closing certain cases	2.30	1,403.00
09/23/2020	T A DAVIDSON II	B320	Prepare for confirmation hearing (1.3); participate in hearing (.8); and address post confirmation issues (1.3).	3.40	3,162.00
09/23/2020	A L HARPER	B320	Preparation for confirmation hearing by reviewing open items with counterparties and plan language (3.5); review revisions to proposed confirmation order (1.0); participate in confirmation hearing (.8); post hearing follow up and analysis of next steps (.5).	5.80	3,770.00
09/24/2020	A L HARPER	B320	Review confirmation order and finalize notice of confirmed plan (.3); confer with KCC team on open items regarding service (.3).	0.60	390.00
09/25/2020	J W BUONI	B185	Review certain long-term agreements regarding potential rejection issues (1.4).	1.40	1,085.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/25/2020	T A DAVIDSON II	B110	Address post confirmation matters related to closing the case.	0.70	651.00
09/25/2020	A L HARPER	B160	Review and finalize Hunton AK second monthly fee statement (.4) and confer with A&M on fee statements (.2).	0.60	390.00
09/26/2020	A L HARPER	B110	Review initial draft motion to extend removal deadline and provide comments to Latham.	0.70	455.00
09/27/2020	T A DAVIDSON II	B190	Address issues with EOG termination dispute.	1.20	1,116.00
09/28/2020	A L HARPER	B190	Participate in call with M. Skolos regarding commercial counterparty matter (.3); analyze issues related to same (.4).	0.70	455.00
09/28/2020	A L HARPER	B185	Review analysis related to assumption/rejection of counterparty's agreement (.2); analyze cure payment timing (.3).	0.50	325.00
09/28/2020	J W BUONI	B185	Review and analyze severability issues regarding executory contract(s) (1.1) and communicate with K. Larin regarding same (.3).	1.40	1,085.00
09/28/2020	A L HARPER	B110	Review and revise initial draft motion for final decree.	2.50	1,625.00
09/28/2020	T A DAVIDSON II	B190	Participate in call on EOG issues and review emails.	1.30	1,209.00
09/29/2020	A L HARPER	B110	Review case calendar, upcoming deadlines, and provide comments to Latham regarding upcoming deadlines.	0.40	260.00
09/29/2020	A L HARPER	B110	Review and finalize motion to extend removal deadline.	0.40	260.00
09/29/2020	J W BUONI	B110	Review and analyze certain provisions of confirmed Plan (.8) and communicate with K. Larin regarding effective date (.1).	0.90	697.50
09/29/2020	T A DAVIDSON II	B320	Continue addressing issues with closing cases, contract rejection and claims objections.	2.40	2,232.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/29/2020	A L HARPER	B185	Analyze issues with Latham team regarding contract counterparty and potential dispute.	0.40	260.00
09/29/2020	J W BUONI	B190	Attention to additional documents provided by client representatives regarding invoice disputes (.4); analyze strategy for resolving certain disputes (.3) and communicate with certain counterparties regarding disputes (.2).	0.90	697.50
09/29/2020	J W BUONI	B185	Continue analysis of legal authority and documents, including proof of claim, relating to potential contract rejection issue (1.1); communicate with K. Larin regarding rejection issue (.2); communicate with client representatives and K. Larin in teleconference regarding contract rejection issue (.5); analyze potential amendment language to avoid contract rejection and rejection damages dispute (.4).	2.20	1,705.00
09/30/2020	A L HARPER	B110	Review and finalize the MOR for filing (.2); confer with A&M team on same (.2).	0.40	260.00
09/30/2020	T A DAVIDSON II	B110	Review and revise motion to close cases and address related issues.	1.20	1,116.00
09/30/2020	J W BUONI	B190	Communicate with certain counterparties regarding payment disputes (.2) and analyze next steps based on such communications (.3).	0.50	387.50
09/30/2020	T A DAVIDSON II	B310	Address issues with claims objection procedures.	1.10	1,023.00
TOTAL HOURS				178.10	

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TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
J W BUONI	Partner	19.80	775.00	15,345.00
T A DAVIDSON II	Partner	34.50	930.00	32,085.00
G L PORTER	Partner	0.80	960.00	768.00
C A DIKTABAN	Associate	0.80	500.00	400.00
P M GUFFY	Associate	4.90	645.00	3,160.50
A L HARPER	Associate	107.90	650.00	70,135.00
A THIENPONT	Associate	9.40	610.00	5,734.00
TOTAL FEES (\$)				127,627.50

TIME SUMMARY BY TASK CODE:

CODE	DESCRIPTION	HOURS	VALUE
B110	Case Administration	18.60	12,844.50
B120	Asset Analysis and Recovery	0.80	620.00
B140	Relief from Stay / Adequate Protection Proceedings	15.30	11,401.00
B150	Meetings of and Communications with Creditors	1.50	942.00
B160	Fee / Employment Applications	11.00	6,938.00
B185	Assumption / Rejection of Leases and Contracts	21.40	15,895.50
B190	Other Contested Matters (excluding assumption / rejection motions)	9.00	7,025.00
B310	Claims Administration and Objections	1.50	1,283.00
B320	Plan and Disclosure Statement (including Business Plan)	98.40	70,378.50
B410	General Bankruptcy Advice / Opinions	0.60	300.00
		178.10	127,627.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

CODE	DESCRIPTION	AMOUNT
E106	Online Research	72.96
E116	Trial Transcripts	84.70
TOTAL CURRENT EXPENSES (\$)		157.66

INVOICE SUMMARY:

Current Fees:	\$ 127,627.50
Current Charges:	157.66
CURRENT INVOICE AMOUNT DUE:	\$ 127,785.16