

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

Case Name: Hi Crush Inc., et al.
Case Number: 20-33495

Petition Date: July 13, 2020

Monthly Operating Report Summary for the Period Ending

Monthly Period (USD \$ thousands)	Jul-20	Aug-20	Sep-20	Oct-20	Nov-20	Dec-20	Jan-21	Feb-21	Mar-21
Revenues (MOR-6)	13,571	13,677	28,575	-	-	-	-	-	-
Operating Income (MOR-6)	(6,795)	(4,597)	7,331	-	-	-	-	-	-
Net Income (Loss) (MOR-6)	(18,922)	(8,841)	(10,799)	-	-	-	-	-	-
Payments to Insiders (MOR-9)	62	125	125	-	-	-	-	-	-
Payments to Professionals (MOR-9)	552	789	1,721	-	-	-	-	-	-
Total Disbursements (Exhibit A)	14,742	14,234	16,721	-	-	-	-	-	-

The jointly administered Debtors are authorized to file monthly operating reports on a combined basis, and have disbursements broken down by case number on Exhibit A attached

The original of this document must be filed with the United States Bankruptcy Court

Required Insurance Maintained

As of Signature Date	[Check Yes / No]	Exp. Date
Excess Liability	Yes (X) No ()	Jul-21
Worker's Compensation	Yes (X) No ()	Jul-21
General Liability	Yes (X) No ()	Jul-21
Auto Liability	Yes (X) No ()	Jul-21
Other	Yes (X) No ()	Various

Circle One

Are all accounts receivable being collected within terms? Yes No

Are all post-petition liabilities, including taxes, being paid within terms? Yes No

Have any pre-petition liabilities been paid? Yes No

If so, describe Wages, Salaries, Employee benefits and other compensation(DI#96), Insurance obligations(DI#90), Critical Vendor claims(DI#92), Taxes and Fees(DI#93), Lien Claimants obligations(DI#91)

Are all funds received being deposited into DIP bank accounts? Yes No

Were any assets disposed of outside the normal course of business? Yes No

If so, describe N/A

What is the status of your Plan of Reorganization?
Debtors' Joint Plan of Reorganization was confirmed on 09/23/2020 (DI# 420)
Debtors' Joint Plan of Reorganization was consummated and the effective date occurred on 10/09/2020 (DI #452)

Attorney Name: Keith A. Simon
Firm Name: Latham & Watkins LLP
Address: 885 Third Avenue

City, State, ZIP: New York, NY, 10022
Telephone/Fax: (212) 906-1372

SIGNED X /s/ J. Philip McCormick
(Original Signature)

Title: CFO

J. Philip McCormick
(Print Name of Signatory)

10/30/2020
Date

Notes:



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**GLOBAL NOTES AND STATEMENTS OF LIMITATIONS AND
DISCLAIMERS REGARDING THE DEBTORS' MONTHLY OPERATING REPORT**

On July 13, 2020 (the "Petition Date"), Hi Crush Inc., et al. and certain of its affiliated debtors, as debtors and debtors in possession (collectively, the "Debtors"), each commenced with the United States Bankruptcy Court for the Southern District of Texas (the "Court") a voluntary case under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). The Debtors are authorized to continue operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On July 13, 2020, the Bankruptcy Court entered an order authorizing the joint administration of these cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. On September 23, 2020, the Bankruptcy Court entered an order confirming the Joint Plan of Reorganization for Hi-Crush Inc. and its Affiliated Debtors (DI #420). On October 9, 2020, the Bankruptcy Court entered a notice of effective date of the Joint Plan of Reorganization for Hi-Crush Inc. and its Affiliate Debtors (DI #452).

1. **General Methodology:** The Debtors are filing this monthly operating report (the "MOR") solely for purposes of complying with the monthly operating requirements of the Debtors' chapter 11 cases. The financial information contained herein is unaudited, limited in scope, and as such, has not been subjected to procedures that would typically be applied to financial statements in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The MOR should not be relied on by any persons for information relating to current or future financial condition, events, or performance of any of the Debtors or their affiliates, as the results of operations contained herein are not necessarily indicative of results that may be expected from any other period or for the full year, and may not necessarily reflect the combined results of operations, financial position, and schedule of receipts and disbursements in the future. There can be no assurance that such information is complete, and the MOR may be subject to revision. The following notes, statements, and limitations should be referred to, and referenced in connection with, any review of the MOR.
2. **Basis of Presentation:** For financial reporting purposes, the Debtors prepare consolidated financial statements, which include information for Hi Crush Inc., and its Debtor Affiliates. This MOR only contains financial information of the Debtors. For the purposes of MOR reporting, the accompanying Balance Sheets and Statement of Income (Loss) of the Debtors have been prepared on a condensed combined basis. The Debtors are maintaining their books and records in accordance with U.S. GAAP and the information furnished in this MOR uses the Debtors' normal accrual method of accounting. In preparing the MOR, the Debtors relied on financial data derived from their books and records that was available at the time of preparation. Nevertheless, in preparing this MOR, the Debtors made reasonable efforts to supplement the information set forth in their books and records with additional information concerning transactions that may not have been identified therein. Subsequent information or discovery may result in material changes to the MOR and errors or omissions may exist. Notwithstanding any such discovery, new information, or errors or omissions, the Debtors do not undertake any obligation or commitment to update this MOR. The financial statements presented herein reflect the book values of the Debtor Entities of Hi Crush Inc., and, as a result, do not reflect the going concern valuation of the Debtors. The Company is not liable for and undertakes no responsibility to indicate variations from securities laws or for any evaluations of the Company based on this financial information or any other information.
3. **Reporting Period:** Unless otherwise noted herein, the MOR generally reflects the Debtors' books and records and financial activity occurring during the applicable reporting period. Except as otherwise noted, no adjustments have been made for activity occurring after the close of the reporting period.
4. **Accuracy:** The financial information disclosed herein was not prepared in accordance with federal or state securities laws or other applicable non-bankruptcy law or in lieu of complying with any periodic reporting requirements thereunder. Persons and entities trading in or otherwise purchasing, selling, or transferring the claims against or equity interests in the Debtors should evaluate this financial information in light of the purposes for which it was prepared. The Debtors are not liable for and undertake no responsibility to indicate variations from securities laws or for any evaluations of the Debtors based on this financial information or any other information.

5. **Payment of Prepetition Claims Pursuant to First Day Orders:** On or around July 13, 2020 and August 4, 2020, the Bankruptcy Court entered orders (the "First Day Orders" and "Final First Day Orders", respectively) authorizing, but not directing, the Debtors to, among other things, pay certain prepetition (a) liabilities related to use of the Debtors' cash collateral, and continued use of their cash management system, (b) insurance obligations, (c) employee wages, salaries, and related items, (d) royalty obligations, (e) operating costs and expenses, and (f) taxes and assessments. If any payments were made on account of such claims following the commencement of these chapter 11 cases pursuant to the authority granted to the Debtors by the Bankruptcy Court under the First Day Orders, such payments have been included in this MOR unless otherwise noted.
6. **Liabilities Subject to Compromise ("LSTC"):** LSTC represent the Debtors' estimate of pre-petition claims to be resolved in connection with the chapter 11 cases. As a result of the chapter 11 filings, the payment of pre-petition liabilities are subject to compromise or other treatment under a plan of reorganization. The determination of how liabilities will ultimately be settled or treated cannot be made until the Bankruptcy Court approves a chapter 11 plan or reorganization. Accordingly, the ultimate amount of such liabilities is not determinable at this time. Pre-petition liabilities that are subject to compromise under ASC 852 are preliminary and may be subject to, among other things, future adjustments depending on Court actions, further developments with respect to disputed claims, determinations of the secured status of certain claims, the values of any collateral securing such claims, rejection of executory contracts, continued reconciliation or other events. On 07/13/2020 the Court entered an order setting 8/16/2020 as the deadline for the filing of proofs of claim against the Debtors for non-governmental entities.
7. **Reorganization Items:** ASC 852 requires expenses and income directly associated with the chapter 11 filings to be reported separately in the income statement as reorganization items. Reorganization items primarily include write-off of certain original issue discount and fees relating to debt obligations classified as LSTC, expenses related to legal advisory and representation services, other professional consulting and advisory services, and changes in liabilities subject to compromise recognized as there are changes in amounts expected to be allowed as claims. Nothing contained in this MOR shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 proceedings, including, but not limited to, matters involving objections to claims, substantive consolidation, equitable subordination, defenses, characterization or re-characterization of contracts, assumption or rejection of contracts under the provisions of chapter 3 of Title 11 of the Bankruptcy Code and/or causes of action under the provisions of chapter 5 of the Bankruptcy Code or any other relevant applicable laws to recover assets or avoid transfers.
8. **Intercompany Transactions and Balance:** Prior to the Petition Date (and subsequent to the Petition Date but only pursuant to Bankruptcy Court approval), the Debtors routinely engaged (and continue to engage) in intercompany transactions among the Debtors. Intercompany transactions among the Debtors have been eliminated in the statement of cash flows, and have not been eliminated in the balance sheet and income statement contained herein, as these eliminations are only performed in consolidation.
9. **Investments in Subsidiaries:** The book basis for investments in subsidiaries are not representative of the fair value or net assets of Debtor and non-debtor subsidiaries. As such, these balances are reflected in the Balance Sheets as a component of Equity.
10. **Insiders:** For purposes of this MOR, the Debtors defined "insiders" pursuant to section 101(31) of the Bankruptcy Code as: (a) directors; (b) officers; (c) persons in control of the Debtors; (d) relatives of the Debtors' directors, officers, or persons in control of the Debtors; and (e) Debtor and non-Debtor affiliates of the foregoing. Moreover, the Debtors do not take a position with respect to: (a) any insider's influence over the control of the Debtors; (b) the management responsibilities or functions of any such insider; (c) the decision making or corporate authority of any such insider; or (d) whether the Debtors or any such insider could successfully argue that he or she is not an "insider" under applicable law, with respect to any theories of liability, or for any other purpose.
11. **Reservation of Rights:** The Debtors reserve all rights to amend or supplement the MOR in all respects, as may be necessary or appropriate, but shall be under no obligation to do so. Nothing contained in this MOR shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases.

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Case Name: Hi Crush Inc., et al.
Case Number: 20-33495

Petition Date: July 13, 2020

Comparative Balance Sheets

Assets (USD \$ thousands) (1)	31-Jul-20	31-Aug-20	30-Sep-20
Cash	22,827	23,348	20,186
Restricted Cash	14,455	14,456	14,456
Accounts receivable, net	20,611	18,078	26,526
Inventories	29,416	28,341	22,683
Prepaid expenses and other current assets	12,203	8,339	8,969
Total Current Assets	99,512	92,562	92,820
Property, plant and equipment, net	659,418	656,141	655,280
Operating lease right-of-use assets	36,662	34,742	6,435
Intangible assets, net	35,606	35,244	34,882
Equity method investments	38,885	38,723	38,505
Other assets	391	371	115
Total Assets	870,474	857,783	828,037

Notes:

(1) Excludes intercompany balances and entries only recorded in consolidation.

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Comparative Balance Sheets

Liabilities and Equity (USD \$ thousands) (1)	31-Jul-20	31-Aug-20	30-Sep-20
Accounts Payable	14,370	15,200	14,559
Accrued and other current liabilities	20,497	19,423	22,633
Current portion of deferred revenues	6,847	6,256	6,256
Current portion of long-term debt	2,341	2,060	2,565
Debtor-in-possession financing	20,800	21,013	21,230
Current portion of operating lease liabilities	8,075	8,090	1,958
Total Current Liabilities	72,930	72,042	69,201
Deferred revenues	11,345	11,345	1,345
Long Term debt	2,309	2,253	1,834
Operating lease liabilities	13,405	12,746	4,593
Asset Retirement Obligations	11,275	11,320	11,365
Deferred tax liabilities	7,181	6,171	6,171
Other noncurrent liabilities	2,368	1,201	1,304
Total Long Term Liabilities	47,883	45,036	26,612
Total Liabilities not Subject to Compromise	120,813	117,078	95,813
Liabilities Subject to Compromise	541,102	539,751	541,897
Total Liabilities	661,915	656,829	637,710
Equity / Retained Earnings (Deficit)	208,559	200,954	190,327
Total Liabilities And Equity	870,474	857,783	828,037

Notes:

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Schedule of Post-Petition Liabilities

Post-Petition Liabilities (USD \$ thousands) (1)	31-Jul-20	31-Aug-20	30-Sep-20
Accounts Payable	3,863	7,276	8,474
Accrued Interest	225	232	226
Current portion of deferred revenues	6,847	6,256	6,256
Operating Lease Liability	8,075	8,090	1,958
DIP Facility	20,800	21,013	21,230
Accrued Liabilities	18,885	16,810	19,150
Accrued Professional Fees	1,387	2,381	3,257
Short-term Debt	2,341	2,060	2,565
Total Post-Petition Liabilities	62,423	64,117	63,115

Notes:

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Aging of Post-Petition Liabilities and Aging of Accounts Receivable

(USD \$ thousands)

Aging of Post-Petition Liabilities as of September 30, 2020

Days	Accounts Payable	Operating Lease Liability	Accrued Liabilities	Accrued Professional Fees	Accrued Interest Payable	Total
Current	7,364	1,958	19,150	3,257	226	31,955
0-30	769	-	-	-	-	769
31-60	306	-	-	-	-	306
61-90	8	-	-	-	-	8
91+	27	-	-	-	-	27
Total	8,474	1,958	19,150	3,257	226	33,064

Aging of Accounts Receivable (1)

Days	30-Sep-20
Current	9,114
0-30	4,949
31-60	11,923
61-90	2,403
91+	(1,863)
Total	26,526

Notes:

(1) Accounts receivable aging excludes unbilled / accrued revenue.

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Statement of Income (Loss) for the Period Ending

Profit and Loss (USD \$ thousands)(1)	31-Jul-20	31-Aug-20	30-Sep-20
Revenues	13,571	13,677	28,575
Cost of goods sold	(12,535)	(11,925)	(16,777)
Cost of goods sold - DD&A	(2,125)	(2,017)	(2,055)
Gross profit (loss)	(1,089)	(265)	9,743
Expenses:			
General and Administrative expenses	(5,048)	(3,696)	(2,007)
General and administrative expenses - DD&A	(469)	(470)	(472)
Accretion of asset retirement obligations	(44)	(45)	(45)
Asset impairments	-	-	-
Restructuring Costs	-	-	-
Severance and exit of business costs	(79)	(122)	(46)
Other operating income (expense)	(66)	1	158
Total Operating Cost and Expenses	(5,706)	(4,332)	(2,412)
Operating Income (Loss)	(6,795)	(4,597)	7,331
Earnings (loss) from equity method investments	71	(162)	(218)
Gain on measurement of equity method investments	-	-	-
Reorganization costs	(12,591)	(4,758)	(17,470)
Interest expense	(1,783)	(334)	(363)
Income (Loss) before income taxes	(21,098)	(9,851)	(10,720)
Income Tax Expense (Benefit)	(2,176)	(1,010)	79
Net Income (Loss)	(18,922)	(8,841)	(10,799)

Notes:

(1) The Period of 31-Jul-20 includes both pre- and post-petition activity

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Cash Receipts and Disbursements for the Period Ending

Book Cash Receipts and Disbursements (USD \$ thousands) (1) (2)	31-Jul-20	31-Aug-20	30-Sep-20
BEGINNING BOOK CASH	22,547	37,280	37,838
Total Receipts	10,396	15,725	12,967
<u>Operating Disbursements</u>			
Payroll & Benefits	(1,441)	(2,504)	(2,529)
Corporate Insurance	(1,733)	(181)	(239)
Taxing Authorities	(1,020)	(45)	(296)
Operating Expenses	(8,103)	(11,298)	(9,885)
CAPEX	(360)	(275)	(181)
Operating Cash Flow	(2,261)	1,423	(162)
<u>Non-Operating Disbursements/Receipt</u>			
Debtor Professionals	-	-	(1,344)
Other Professionals	(552)	(789)	(376)
UST Fees	-	-	-
Interest & Bank Fees	(1,551)	(75)	(68)
Total Non-Operating Disbursements	(2,103)	(865)	(1,789)
NET CASH FLOW PRIOR TO DIP FINANCING	(4,364)	558	(1,951)
DIP Draw (Paydown)	20,000	-	-
Reserve Account Release / (Contribution)	(903)	-	2
NET CASH FLOW	14,732	558	(1,950)
(+ / -) Voids / Reversals / Other	-	-	-
ENDING BOOK CASH	37,280	37,838	35,888
Less: Restricted Cash	(14,454)	(14,454)	(14,453)
ENDING UNRESTRICTED BOOK CASH	22,826	23,383	21,435

(1) The period ending: "31-Jul-20", "31-Aug-20" and "30-Sep-20" represents weekly activity for the weeks ending: 7/17 - 7/31, 8/7 - 8/28, and 9/4 - 9/25 respectively

(2) Amounts reflected above are presented on a weekly basis consistent with the reporting requirements under the Final Financing Order (DI# 209)

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Cash Account Reconciliation

(USD \$ thousands)

Bank Account Balances as of September 30, 2020

Bank	Legal Entity	Account #	Type	Balance
Amegy	D&I Silica LLC	xxxxx7705	Operating Account	6,733
Amegy	Hi-Crush Inc. Operating	xxxxx1598	Operating Account	10,713
Amegy	Hi-Crush Services LLC Operating	xxxxx9232	Operating Account	123
Amegy	Hi-Crush Services LLC Payroll	xxxxx0237	Payroll Account	1,054
Amegy	Hi-Crush Operating LLC	xxxxx1514	Operating Account	36
Amegy	Hi-Crush Augusta LLC Operating	xxxxx1571	Operating Account	4
Amegy	Hi-Crush Blair LLC	xxxxx8408	Operating Account	6
Amegy	Hi-Crush Whitehall Operating LLC	xxxxx8760	Operating Account	50
JPM	Hi-Crush Inc. Sweep Account	xxxxx6020	Sweep and Control Account	-
JPM	Hi-Crush Inc. Control Account	xxxxx6288	Sweep and Control Account	14,456
JPM	Hi-Crush Inc. Adequate Assurance	xxxxx9667	Adequate Assurance	464
Fidelity	Hi-Crush Inc. Investment Account	xxxxx8806	Investment Account	2,287
Total Cash				35,926

Book-To-Bank Cash Reconciliation

Beginning Book Balance ⁽¹⁾	37,804
(+/-) Net Book Cash Flow (MOR-7)	(1,950)
(+/-) Stub period activity ⁽²⁾	(1,212)
Ending Book Balance (MOR-2)	34,642
(-) Offsite Restricted Cash	-
(+/-) Cash In Transit, Outstanding Checks, & Other	1,284
Ending Bank Balance	35,926

Notes:

(1) The Beginning Book Balance reflects the balance as of 8/31/20.

(2) Represents cash activity between latest reporting week on MOR-7 for previous month and end of calendar month.

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July 13, 2020

Total Disbursements by Debtor Entity for the Period Ending

(USD thousands \$)

Total Disbursements By Debtor Entity ⁽¹⁾

Debtor Case #	Legal Entity Name	31-Jul-20	31-Aug-20	30-Sep-20			
20-33501	D & I Silica, LLC	991	5,461	5,741			
20-33503	Hi-Crush LMS LLC	-	-	-			
20-33505	Hi-Crush Permian Sand LLC	-	-	-			
20-33502	Hi-Crush Blair LLC	642	17	27			
20-33509	Hi-Crush Holdings LLC	-	-	-			
20-33497	Hi-Crush Augusta LLC	206	9	19			
20-33498	Hi-Crush Whitehall LLC	521	22	31			
20-33510	Hi-Crush Services LLC	1,266	2,346	3,336			
20-33506	Hi-Crush Proppants LLC	-	-	-			
20-33495	Hi-Crush Inc.	8,829	6,050	7,383			
20-33500	Hi-Crush Wyeville Operating LLC	2,287	328	183			
20-33508	Hi-Crush Canada Inc.	-	-	-			
20-33514	PropDispatch LLC	-	-	-			
20-33499	PDQ Properties LLC	-	-	-			
20-33504	Hi-Crush Investments Inc.	-	-	-			
20-33507	Hi-Crush PODS LLC	-	-	-			
20-33513	FB Industries USA Inc.	-	-	-			
20-33516	FB Logistics LLC	-	-	-			
20-33511	BulkTracer Holdings LLC	-	-	-			
20-33515	Pronghorn Logistics, LLC	-	-	-			
20-33512	Pronghorn Logistics Holdings, LLC	-	-	-			
20-33496	OnCore Processing LLC	-	-	-			
Total		14,742	14,234	16,721			

Notes:

(1) Disbursements are presented on a net basis against credit memos applied

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Payments to Insiders and Professionals for the Period Ending

Payments to Insiders & Professionals (USD \$ thousands)	31-Jul-20	31-Aug-20	30-Sep-20
Total Payments to Insiders			
Robert E. Rasmus(Chief Executive Officer)	23	46	46
J. Philip McCormick (Chief Financial Officer)	12	23	23
Michael A. Oehlert (Chief Operating Officer)	15	30	30
Mark Skolos (General Counsel)	13	26	26
John F. Affleck-Graves (Director)	-	-	-
John Kevin Poorman (Director)	-	-	-
Joseph C. Winkler III (Director)	-	-	-
Total Payment to Insiders	62	125	125

Payments to Professionals (1)

Debtor Retained Professionals:			
1. Lazard Freres & Co. LLC Debtor's Investment Bank	-	-	-
2. Latham and Watkins LLP Debtor's Co-Counsel	-	-	593
3. Alvarez & Marsal Financial Advisor	-	-	672
4. KCC Debtor's Claims Agent	-	-	-
5. Vinson & Elkins	-	-	-
6. Hunton Andrews Kurth LLP Debtor's Co-Counsel	-	-	80
NoteHolder Professionals			
7. Paul, Weiss, Rifkind, Wharton & Garrison	497	385	264
8. Porter Hedges	-	-	3
9. Moelis & Company	-	150	-
First Lien Professionals			
10. Simpson Thatcher	-	245	80
11. CR3	55	9	30
Other Professionals:			
12. US Trustee (Quarterly)	-	-	-
13. Committee Professionals	-	-	-
Total Payments to Professionals	552	789	1,721

Notes:

(1) Payments to ordinary course professionals are not included in MOR-9.