

**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

**SUMMARY SHEET FOR 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**

Name of Applicant:	Latham & Watkins LLP	
Applicant's Role in Case:	Co-Counsel for the Debtors	
Date Order of Employment Signed:	August 20, 2020	
	Beginning of Period	End of Period
Time period covered by this Application:	July 12, 2020	October 9, 2020
Time period(s) covered by prior Applications:	N/A	N/A
Total amounts awarded in all prior Applications:	align="right">\$0.00	
Total fees requested in this Application:	align="right">\$2,188,499.00	
Total professional fees requested in this Application:	align="right">\$2,174,619.00	
Total actual professional hours covered by this Application:	align="right">2,267.3	
Average hourly rate for professionals:	align="right">\$960.48	
Total paraprofessional fees requested in this Application:	align="right">\$13,880.00	
Total actual paraprofessional hours covered by this Application:	align="right">34.3	
Average hourly rate for paraprofessionals:	align="right">\$640.24	

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.



Reimbursable expenses sought in this Application:	\$17,116.22
Total to be paid to priority unsecured creditors:	\$0.00 (paid in the ordinary course)
Anticipated % dividend to priority unsecured creditors:	100%
Total to be paid to general unsecured creditors:	Approx. \$86.7 million
Anticipated % dividend to general unsecured creditors:	26.2% – 37.4%
Date of Confirmation Hearing:	September 23, 2020
Indicate whether plan has been confirmed:	Yes; Plan was confirmed on September 23, 2020 [Docket No. 420]; effective date occurred on October 9, 2020 [Docket No. 452]

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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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**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**

This application seeks an order that may adversely affect you. If you oppose the application, you should immediately contact the moving party to resolve the dispute. If you and the moving party cannot agree, you must file a response and send a copy to the moving party. You must file and serve your response within 30 days of the date this was served on you. Your response must state why the application should not be granted. If you do not file a timely response, the relief may be granted without further notice to you. If you oppose the application and have not reached an agreement, you must attend the hearing. Unless the parties agree otherwise, the court may consider evidence at the hearing and may decide the application at the hearing.

Represented parties should act through their attorney.

Latham & Watkins LLP (“**Latham**”) hereby files this *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 from July 12, 2020 Through October 9, 2020* (the “**Application**”). By the Application, Latham seeks entry of an order allowing to it the

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.

sums of \$2,188,499.00 as compensation and \$17,116.22 for reimbursement of actual and necessary expenses, for a total of \$2,205,615.22 for the period beginning July 12, 2020 through and including October 9, 2020 (the “**Compensation Period**”). In support of this Application, Latham respectfully represents as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of Texas (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b), and this Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The bases for the relief requested in this Application are 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**”), the Procedures for Complex Cases in the United States Bankruptcy Court for the Southern District of Texas (the “**Complex Case Procedures**”), and the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the “**U.S. Trustee Guidelines**”).

BACKGROUND

3. On July 12, 2020 (the “**Petition Date**”), the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”). A description of the Debtors’ business and the reasons for commencing these Chapter 11 Cases are set forth in the *Declaration of J. Philp*

McCormick, Jr., Chief Financial Officer of the Debtors, in Support of the Chapter 11 Petitions and First Day Pleadings (the “**First Day Declaration**”) [Docket No. 24].

4. The Debtors filed the *Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* (the “**Plan**”)² [Docket No. 289] and the *Disclosure Statement for the Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* (the “**Disclosure Statement**”) [Docket No. 290] on August 15, 2020.

5. Latham was retained effective as of the Petition Date by this Court’s order, dated August 20, 2020 [Docket No. 307] (the “**Retention Order**”). The Retention Order authorized Latham to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

6. On September 23, 2020, at a hearing to consider confirmation of the Plan (the “**Confirmation Hearing**”), the Court entered an order confirming the Plan [Docket No. 420]. On October 9, 2020, the Debtors consummated the Plan and the Effective Date thereunder occurred.³

LATHAM’S PROFESSIONAL SERVICES

7. The Debtors filed the Chapter 11 Cases for the purpose of implementing an agreed restructuring of the Debtors’ balance sheet and business operations. For several months prior to the Petition Date, the Debtors, represented by Latham, engaged in extensive negotiations with various stakeholders, including certain key railcar lessors, the lenders party to the Debtors’ prepetition revolving credit agreement (the “**ABL Lenders**”), and an ad hoc group of holders of

² All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

³ See *Notice of (I) Effective Date of the Joint Plan of Reorganization for Hi-Crush Inc. and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code and (II) Establishing Deadline for the Filing of Administrative Claims Against the Debtors* [Docket No. 452].

the Senior Unsecured Notes (the “**Ad Hoc Group**”) regarding a potential restructuring transaction. During these negotiations, Latham sought to minimize conflict and maximize the Debtors’ opportunity to emerge from chapter 11 as efficiently and successfully as possible. Accordingly, a significant amount of time and resources was spent by Latham soliciting input from, and building consensus among, the Debtors’ key constituencies.

8. As a result of these negotiations, prior to the Petition Date, the Debtors entered into that certain Restructuring Support Agreement, dated July 12, 2020, with the Ad Hoc Group. The Restructuring Support Agreement provided for the equitization of a substantial portion of the Debtors’ funded debt and trade debt obligations through a chapter 11 plan of reorganization. The Plan, which reflected the terms of the Restructuring Support Agreement, also addressed the Debtors’ short term liquidity needs by providing for two debtor-in-possession facilities, the DIP ABL Facility and the DIP Term Loan Facility, under which the Debtors had the ability to borrow up to \$65 million in the aggregate. Finally, the Plan addresses the Debtors’ longer term liquidity needs by providing for a senior secured asset-based revolving exit facility with a \$25 million aggregate principal commitment and a \$25 million letter of credit sub-limit.

9. The Debtors, with the assistance of Latham and their other advisors, solicited votes on the Plan from the holders of Prepetition Notes Claims and General Unsecured Claims on August 20, 2020. Ultimately, both classes voted in favor of the Plan.

10. Between the Petition Date and the Confirmation Hearing, Latham assisted the Debtors with, among other things: (a) securing the “first day” relief necessary to ensure a seamless transition into the Chapter 11 Cases, (b) securing the retention of the various professionals needed for the administration and advancement of the Chapter 11 Cases, (c) evaluating the Debtors’ various executory contracts and unexpired leases for the purpose of rejecting such agreements that

are not net beneficial to the Debtors' estates, (d) preparing the Plan, the Disclosure Statement, and all other operative documents contemplated by the Restructuring Support Agreement, (e) conducting the solicitation process, and (f) negotiating with all parties in interest to address any and all concerns relating to confirmation of the Plan. In addition, Latham assisted the Debtors in preparing and filing the *Plan Supplement for the Joint Plan of Reorganization of Hi-Crush Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* [Docket No. 365], the *Second Plan Supplement for the Joint Plan of Reorganization of Hi-Crush Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* [Docket No. 401], and the *Third Plan Supplement for the Joint Plan of Reorganization of Hi-Crush Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* [Docket No. 408].

11. After confirmation of the Plan, Latham continued to work with its stakeholders to, among other things, (a) consummate the Rights Offering, (b) negotiate and finalize the Exit Facility Loan Documents, and (c) prepare for distributions to creditors. As noted above, the Plan was consummated on October 9, 2020, at which date the Debtors filed the *Notice of (I) Effective Date of the Joint Plan of Reorganization for Hi-Crush Inc. and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code and (II) Establishing Deadline for the Filing of Administrative Claims Against the Debtors* [Docket No. 452].

12. Latham's efforts helped the Debtors achieve an efficient and consensual restructuring that allows the Debtors to operate in today's economic climate as a stronger, revitalized enterprise. Latham, therefore, respectfully submits that the fees and expenses incurred during the Chapter 11 Cases are fair and reasonable, and should be allowed in their entirety on a final basis.

COMPENSATION PAID AND ITS SOURCE

13. All services for which compensation is requested by Latham were performed for or on behalf of the Debtors and not on behalf of any committee, creditor, or other person. Latham's services to the Debtors, while focused on restructuring and insolvency issues, have also encompassed a wide range of legal services, including (but not limited to) corporate, finance, tax, and employee benefits matters. The Retention Order authorized Latham to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

14. Latham did not agree to any variations from, or alternatives to, its standard or customary billing arrangements, fees or terms for services for this engagement. None of the professionals included in this engagement have varied their rates charged to the Debtors based on the geographic location of the Chapter 11 Cases. The hourly rates charged in these Chapter 11 Cases are consistent with the hourly rates that Latham charges other comparable chapter 11 clients and Latham has not increased the rates charged to the Debtors since its retention.

15. Latham provided periodic estimates of fees and expenses, as well as a staffing plan to the Debtors during these Chapter 11 Cases, which budgets and staffing plan were updated as necessary during the course of the cases. Such projections and staffing for this engagement has been materially consistent with such staffing plan.

16. Except to the extent of the retainer paid to Latham, during the Compensation Period, Latham has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. The current balance of the Latham retainer is \$15,436.00. There is no agreement or understanding between Latham and any other person other than the partners of Latham for the sharing of compensation to be received for services rendered in the Chapter 11 Cases.

17. Other than in connection with the preparation of fee applications, this Application does not include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices nor does it include any time or fees for reviewing time records to redact any privileged or other confidential information.

FEE STATEMENTS AND SUPPORTING DOCUMENTS

18. For the convenience of the Court and all parties in interest, attached to this Application are the following exhibits:

Exhibit A	Simon Declaration
Exhibit B	Summary of Compensation by Professional
Exhibit C	Summary of Compensation by Project Category
Exhibit D	Summary of Expenses
Exhibit E	Blended Rate Comparison Chart
Exhibit F	Budget
Exhibit G	Staffing Plan
Exhibit H	Detailed Fee Statements
Exhibit I	Detailed Expense Statement
Exhibit J	Retention Order
Exhibit K	Proposed Order

19. To the best of Latham's knowledge, this Application complies with Sections 330 and 331 of the Bankruptcy Code, Local Rule 2016-1, all applicable Bankruptcy Rules, and the Complex Case Procedures.

SUMMARY OF SERVICES RENDERED

20. By this Application, Latham requests that the Court grant final allowance, on a joint and several basis from the Debtors, of compensation for professional services rendered to the Debtors for the Compensation Period in the aggregate amount of \$2,188,499.00 and for reimbursement of actual and necessary expenses incurred in connection with the provision of such services in the aggregate amount of \$17,116.22, for a total request of \$2,205,615.22.

21. During the Compensation Period, Latham advised and represented the Debtors in connection with the operation of their businesses and all other matters arising from the performance of their duties as debtors in possession, except for those matters for which the Debtors retained the law firms of Hunton Andrews Kurth LLP or used the services of one of its ordinary course professionals. In addition, Latham prepared various pleadings, motions, and other documents submitted to this Court, including documents related to the Plan and the Disclosure Statement, appeared before this Court during hearings, and performed all necessary professional services described in detail in this Application.

22. The fees sought by this Application reflect an aggregate of 2,301.6 hours of attorney and paraprofessional time spent performing services for the Debtors and their estates during the Compensation Period. The blended average hourly rate for attorneys is \$960.48, while the blended average hourly rate for attorneys and paraprofessionals is \$950.86.

23. Latham is only seeking compensation for services rendered to the Debtors and their estates in connection with the Chapter 11 Cases. Latham respectfully submits that these services were necessary to administer the cases and resolve the numerous issues faced by the Debtors throughout their stay in bankruptcy.

SUMMARY OF SERVICES BY PROJECT

24. The services rendered by Latham during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit H. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in Exhibits B and C attached hereto.

A. Asset Analysis and Recovery

Fees: \$316.50

Total Hours: 0.3

This category includes time spent addressing miscellaneous inquiries by the Debtors regarding their assets.

B. Asset Disposition

Fees: \$816.00

Total Hours: 0.8

This category includes time spent in connection with potential asset sales.

C. Assumption and Rejection of Leases and Contracts

Fees: \$123,755.50

Total Hours: 124.0

This category includes all time spent on matters relating to assumption and rejection of executory contracts and unexpired leases, cure amounts, and communications with contract counterparties. Specifically, Latham spent significant time analyzing the assumption or rejection of the Debtors' railcar leases, as well as negotiating and communicating with the Railcar Lessors.

D. Budgeting

Fees: \$542.50

Total Hours: 0.5

This category includes time spent on matters relating to budgeting for the Chapter 11 Cases.

E. Business Operations

Fees: \$30,153.00

Total Hours: 34.0

This category includes time spent by Latham to maintain the Debtors' business operations with minimal disruptions during the chapter 11 cases. Specifically, Latham spent time advising the Debtors regarding the requirements of and compliance with various first- and second-day orders and researching, analyzing, and responding to various operational issues, including issues related to vendors, utilities, and insurance.

F. Case Administration

Fees: \$154,656.00

Total Hours: 173.4

This category includes services rendered in connection with, among other things, (i) various logistical matters relating to the Chapter 11 Cases, (ii) preparation for hearings, (iii) monitoring the case docket, (iv) coordination of the administration of the Chapter 11 Cases by developing timelines, task lists, and work-in-progress reports, and (v) coordination and preparation of the debtors' professionals and advisors with respect to scheduled meetings and hearings.

G. Claims Administration and Objections

Fees: \$32,996.50

Total Hours: 31.5

This category includes time spent reviewing and analyzing creditor claims and attending to matters in connection therewith.

H. Corporate Governance and Board Matters

Fees: \$91,273.50

Total Hours: 100.7

This category includes all time spent on corporate matters, including governance and disclosure matters.

I. Employee Benefits and Pensions

Fees: \$9,292.00

Total Hours: 7.9

This category includes time spent communicating with the Debtors and their employees regarding compensation issues.

J. Employment and Fee Applications

Fees: \$81,207.50

Total Hours: 92.0

This category includes time spent preparing the Latham retention application and related declarations, monthly fee statements, and this Application. This category also includes time spent preparing or reviewing retention applications and fee applications for other retained professionals of the Debtors.

K. Employment and Fee Application Objections

Fees: \$1,385.00

Total Hours: 1.7

This category includes time spent addressing the comments of the Office the United States Trustee for the Southern District of Texas to the Debtors' motion requesting authority to compensate their ordinary course professionals.

L. Financing and Cash Collateral

Fees: \$273,111.50

Total Hours: 281.8

This category includes all time spent on matters relating to the Debtors' debtor-in-possession and exit financing facilities, including drafting, negotiating, and reviewing various documents and pleadings in support of the Debtors' financing and communications with stakeholders regarding related matters.

M. Litigation

Fees: \$180,117.50

Total Hours: 177.5

This category includes time spent preparing and filing suggestions of bankruptcy in various jurisdictions in which there was pending litigation, communications with the Debtors regarding litigation settlements, conducting research regarding potential litigation issues, attending to litigation aspects of issues related to litigation counterparties' requests to lift the automatic stay and addressing discovery requests related thereto, and preparing and reviewing declarations and other documents in anticipation of the confirmation hearing.

N. Meetings and Communications with Creditors

Fees: \$23,102.50

Total Hours: 25.2

This category includes time spent responding to inquiries from noteholders, lenders, and other creditors in connection with, among other things, the disclosure statement, the plan, and the distributions thereunder.

O. Plan and Disclosure Statement

Fees: \$827,541.50

Total Hours: 861.8

This category includes all time spent on matters relating to the Debtors' disclosure statement and approval thereof, solicitation of votes on the plan of reorganization and rights offering subscriptions, the plan of reorganization and confirmation thereof, related plan documents and corporate documentation, including corresponding with stakeholders regarding the plan and disclosure statement provisions.

P. Real Estate

Fees: \$4,084.00

Total Hours: 3.8

This category includes all time spent on matters relating to the Debtors' real estate assets.

Q. Relief from Stay and Adequate Protection

Fees: \$53,417.50

Total Hours: 60.7

This category includes time spent by Latham evaluating issues related to the automatic stay on behalf of the Debtors. Specifically, Latham attorneys spent time responding to and negotiating with parties that filed motions to lift the automatic stay and researching and analyzing numerous stay-related issues.

R. Reporting

Fees: \$140,060.50

Total Hours: 152.2

This category includes time spent relating to the Debtors' reporting obligations. Specifically, Latham attorneys spent time reviewing the Debtors' monthly operating reports, providing advice related to the Debtors' reporting obligations under various orders as well as under applicable securities laws, and coordinating with the Debtors' other professionals to prepare such reports.

S. Tax

Fees: \$160,669.50

Total Hours: 171.8

This category includes all time spent on tax issues, including the tax analysis of various transactional proposals relating to the Debtors' restructuring, as well as discussions regarding tax issues and tax filings.

ACTUAL AND NECESSARY EXPENSES

25. Summaries of actual and necessary expenses incurred by Latham during the Compensation Period are included in this Application, with a more detailed description of such expenses attached hereto as Exhibit H. These expenses were incurred for items not included in Latham's hourly rates, including (but not limited to) duplicating charges, document delivery and messenger services, telephone and facsimile charges, legal research charges, and filing fees. Latham submits that all such expenses are necessary and actual expenses for the performance of

its services in the Chapter 11 Cases. These expenses comprise the requested sum for Latham's actual and necessary expenses and total \$17,116.22.

REQUESTED COMPENSATION SHOULD BE ALLOWED

26. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of Section 330 to govern the Court's award of such compensation. Section 330(a)(1) of the Bankruptcy Code provides that a Court may award a professional employed under Section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered [and] reimbursement for actual, necessary expenses."

27. The United States Court of Appeals for the Fifth Circuit has held that the six factors found in Section 330(a)(3) of the Bankruptcy Code are to be considered when awarding compensation to professionals. *See In re Crager*, 691 F.3d 671, 676 (5th Cir. 2012). Specifically, under Section 330 of the Bankruptcy Code, courts "shall consider the nature, the extent, and the value of such services, taking into account all relevant factors," including—

- A. The time spent on such services;
- B. The rates charged for such services;
- C. Whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- D. Whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task address;
- E. With respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

- F. Whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

Id.

28. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, Latham respectfully submits that the amounts requested by this Application are fair and reasonable given (a) the complexity of the Chapter 11 Cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

29. The descriptions above, combined with the billing detail attached as exhibits hereto, make it clear that Latham has used the in-depth expertise and vast experience of its numerous practice groups to achieve beneficial results for the Debtors in an efficient and effective manner. Latham respectfully submits that the services for which it seeks compensation were, at the time rendered, necessary for and beneficial to the Debtors and their estates, and were rendered to protect and preserve those estates. Latham further submits that the services rendered were performed efficiently, effectively, and economically and achieved results that benefitted not only the Debtors, but also the Debtors' estates and various parties in interest.

30. To the best of Latham's knowledge, this Application complies with Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, Local Rule 2016-1, and the Complex Case Procedures.

RESERVATION

31. To the extent time or disbursement charges for services rendered or disbursements incurred during the Compensation Period were not processed by Latham's accounting system prior to the preparation of this Application, or Latham has for any other reason not sought compensation or reimbursement of expenses herein with respect to any services rendered or expenses incurred

during the Compensation Period, Latham reserves the right to request additional compensation for such services and reimbursement of such expenses in a supplemental application filed prior to a hearing to consider this Application.

WHEREFORE, Latham respectfully requests that the (i) that the Court approve, on a joint and several basis from the Debtors, compensation for fees and expenses in the total amount of \$2,205,615.22, consisting of (a) \$2,188,499.00 for fees incurred by the Debtors for reasonable and necessary professional services rendered by Latham and (b) \$17,116.22 for actual and necessary costs and expenses, (ii) that such sums be authorized for payment as administrative expense of the Debtors' estates, and (iii) for such other and further relief as this Court may deem just and proper.

Dated: November 11, 2020
New York, NY

Respectfully submitted,

/s/ Keith A. Simon

George A. Davis (admitted *pro hac vice*)
Keith A. Simon (admitted *pro hac vice*)
David A. Hammerman (admitted *pro hac vice*)
Annemarie V. Reilly (admitted *pro hac vice*)
Hugh K. Murtagh (admitted *pro hac vice*)

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

Exhibit A

Simon Declaration

**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)
	:	
	X	

**DECLARATION OF KEITH A. SIMON IN SUPPORT OF 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**

1. I am a partner with the applicant firm, Latham & Watkins LLP, and have been admitted to the state bar of New York since 2008.

2. I have personally performed many of the legal services rendered by Latham & Watkins LLP as general bankruptcy counsel to the Debtors and am familiar with the work performed on behalf of the Debtors by the lawyers in the firm.

3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information, and belief.

4. I have reviewed the requirements of Rule 2016-1 of Bankruptcy Local Rules for the Southern District of Texas (the “**Bankruptcy Local Rules**”) and the Procedures for Complex

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Chapter 11 Cases in the Southern District of Texas (the “**Complex Case Procedures**”) and, to the best of my knowledge, information, and belief formed upon the basis of my participation in these cases, as well as after reasonable inquiry, the facts set forth in the Application materially comply with the provisions of the Bankruptcy Local Rules, the Complex Case Procedures, the Bankruptcy Code, and this Court’s orders.

/s/ Keith A. Simon _____
Keith A. Simon

Exhibit B

Summary of Compensation by Professional

**COMPENSATION BY PROFESSIONAL
JULY 12, 2020 THROUGH OCTOBER 9, 2020**

Name of Professional Individual	Position, Year of Hiring, Year of Obtaining License to Practice, Jurisdiction	Hourly Billing Rate	Total Hours Billed	Total Compensation
Cohen, Alexander F	Partner; 2009; England and Wales (Registered Foreign Lawyer) 1900, New York 1988, District of Columbia 2009	\$1,630	0.8	\$1,304.00
Fenn, Charles T	Partner; 2010; New York 2008, Texas 1996	\$1,560	13.1	\$20,436.00
Baker III, William R	Partner; 2003; Texas 1983, District of Columbia 1984	\$1,515	0.9	\$1,363.50
Williamson, Bradd	Partner; 1996; New York 1995	\$1,515	1.5	\$2,272.50
Maierson, Ryan J	Partner; 2011; Texas 1996	\$1,455	4.3	\$6,256.50
Dudek, Paul M	Partner; 2016; New York 1983, District of Columbia 2017	\$1,455	0.4	\$582.00
Harris, Christopher	Partner; 1996; California 1997, New York 1998	\$1,395	0.6	\$837.00
Simon, Keith	Partner; 2004; Illinois 1999, New York 2008	\$1,365	169.6	\$231,504.00
Miller, David J	Partner; 2006; New York 2007, Texas 2013	\$1,295	1.5	\$1,942.50
Hammerman, David A	Partner; 2006; New York 2007	\$1,225	12.8	\$15,680.00
Denton, Blake T	Partner; 2009; New Jersey 2008, New York 2009	\$1,180	57.8	\$68,204.00
Wommack, Herman Hubert	Partner; 2019; Texas 2006	\$1,180	1.0	\$1,180.00
Cruise, Jason D	Partner; 2005; Florida 2005, District of Columbia 2006	\$1,145	1.0	\$1,145.00
Ollivierre, Scott C	Partner; 2013; New York 2010	\$1,145	103.2	\$118,164.00
Lavelle, Trevor J	Partner; 2012; Texas 2009	\$1,120	65.8	\$73,696.00

Name of Professional Individual	Position, Year of Hiring, Year of Obtaining License to Practice, Jurisdiction	Hourly Billing Rate	Total Hours Billed	Total Compensation
Lee, Bryant Paul	Partner; 2012; Texas 2010	\$1,120	64.9	\$72,688.00
Grimley, Jared W	Associate; 2013; Texas 2013	\$1,085	40.4	\$43,834.00
Segall, Leah Jody	Associate; 2017; California 2013, Illinois 2018	\$1,085	2.5	\$2,712.50
Bressler, Shira E	Counsel; 2008; New York 2009	\$1,085	3.5	\$3,797.50
Reilly, Annemarie V	Counsel; 2009; New York 2010	\$1,085	222.4	\$241,304.00
Richardson, Kevin M	Associate; 2014; Texas 2009	\$1,075	85.1	\$91,482.50
Turner, Allison L	Associate; 2013; Maine 2011, Massachusetts 2011	\$1,055	6.5	\$6,857.50
Pollack, Sonja R	Associate; 2010; New York 2010	\$1,055	3.3	\$3,481.50
Murtagh, Hugh K	Associate; 2017; New York 2012	\$1,055	109.6	\$115,628.00
Schoppe, Eric L	Associate; 2014; Texas 2014	\$995	106.1	\$105,569.50
DeLisi, Alexander Richard	Associate; 2016; New York 2015	\$995	83.9	\$83,480.50
McLaughlin, Timothy	Associate; 2018; Massachusetts 2014	\$995	0.4	\$398.00
Homer, Carolyn	Associate; 2020; California 2012, District of Columbia 2017	\$995	0.6	\$597.00
Attarwala, Asif	Associate; 2019; New York 2016, Illinois 2019	\$955	147.0	\$140,385.00
Jones, Christopher R	Associate; 2016; New York 2017	\$895	40.9	\$36,605.50
Lee, Dong Hyun	Associate; 2018; Texas 2016	\$895	109.3	\$97,823.50
Davis, Alicia C	Staff; 2020; Illinois 2009, California 2019	\$850	27.8	\$23,630.00
Almoussa, Sara	Associate; 2017; District of Columbia 2017	\$815	1.7	\$1,385.50
Lee, Shaun C	Associate; 2017; New York 2017	\$815	41.2	\$33,578.00

Name of Professional Individual	Position, Year of Hiring, Year of Obtaining License to Practice, Jurisdiction	Hourly Billing Rate	Total Hours Billed	Total Compensation
Schoonveld, Kevin	Associate; 2020; New York 2018	\$815	102.5	\$83,537.50
Taousse, Nacif	Associate; 2020; New York 2019	\$815	177.3	\$144,499.50
Mack, Jordan Bartley	Associate; 2018; Texas 2018	\$695	33.3	\$23,143.50
Rosen, Brian Sandlow	Associate; 2018; New York 2019	\$695	98.2	\$68,249.00
Fatheazam, Alistair K.	Associate; 2020; New York 2019	\$695	64.1	\$44,549.50
Weber-Levine, Randall Carl	Associate; 2020; New York 2019	\$695	68.0	\$47,260.00
Standley, Yakun Xu	Associate; 2019; Texas 2019	\$590	66.1	\$38,999.00
Hall, Evann Pierce	Associate; 2019; Texas 2019	\$590	22.0	\$12,980.00
Sherman, Jessica Lynn	Associate; 2019; Texas 2019	\$590	14.0	\$8,260.00
Bernal-Ramirez, Carolina	Associate; 2019; New York 2020	\$590	5.2	\$3,068.00
Davis, Brittany Ariel Sokol	Associate; 2019; New York 2020	\$590	7.9	\$4,661.00
Steiger, Aubrey Leigh	Associate; 2019; n/a	\$590	75.5	\$44,545.00
Yu, Dian	Associate; 2019; n/a	\$590	1.8	\$1,062.00
Alaniz, Denese A	Senior Paralegal	\$490	4.1	\$2,009.00
Arnold, Elizabeth C	Senior Paralegal	\$480	7.8	\$3,744.00
Deleon, Rhonda	Senior Paralegal	\$435	2.5	\$1,087.50
Grocke, Gayle D	Senior Paralegal	\$435	2.8	\$1,218.00
Gaynair, Damon	Senior Paralegal	\$415	6.7	\$2,780.50
Stevenson, Nicota Elias	Financial Analyst	\$390	2.0	\$780.00
Towns, Verlean	Litigation Services Senior Coordinator	\$370	0.7	\$259.00
Shcherbakova, Elizaveta	Paralegal	\$260	7.7	\$2,002.00

Grand Total \$2,188,499.00

Attorney Compensation \$2,174,619.00

Total Attorney Hours	2,267.3
Total Hours	2,301.6
Blended Rate ¹	\$950.86

¹ Blended rate is calculated based on the hourly rates for all professionals and paraprofessionals.

Exhibit C

Summary of Compensation by Project Category

COMPENSATION BY PROJECT CATEGORY
JULY 12, 2020 THROUGH OCTOBER 9, 2020

Project Category	Total Hours	Total Fees
Asset Analysis and Recovery	0.3	\$316.50
Asset Disposition	0.8	\$816.00
Assumption and Rejection of Leases and Contracts	124.0	\$123,755.50
Budgeting (Case)	0.5	\$542.50
Business Operations	34.0	\$30,153.00
Case Administration	173.4	\$154,656.00
Claims Administration and Objections	31.5	\$32,996.50
Corporate Governance and Board Matters	100.7	\$91,273.50
Employee Benefits and Pensions	7.9	\$9,292.00
Employment and Fee Applications	92.0	\$81,207.50
Employment and Fee Application Objections	1.7	\$1,385.50
Financing and Cash Collateral	281.8	\$273,111.50
Litigation	177.5	\$180,117.50
Meetings and Communications with Creditors	25.2	\$23,102.50
Plan and Disclosure Statement	861.8	\$827,541.50
Real Estate	3.8	\$4,084.00
Relief from Stay and Adequate Protection	60.7	\$53,417.50
Reporting	152.2	\$140,060.50
Tax	171.8	\$160,669.50
TOTAL	2,301.6	\$2,188,499.00

Exhibit D

Summary of Expenses

EXPENSE SUMMARY
JULY 12, 2020 THROUGH OCTOBER 9, 2020

Expense Category	Total Expenses
Audio\ Video Conferencing Services	\$87.73
Docket	\$19.88
Document Copies	\$4,629.93
Document Processing	\$1,984.00
Federal Express & Messenger	\$113.75
Filing Fees	\$2,539.11
Laser Copy	\$922.50
Legal Research	\$5,470.00
Outside Services - Non-Attorney	\$1,129.85
Records Retrieval	\$219.47
TOTAL	\$17,116.22

Exhibit E

Blended Rate Comparison Chart

Customary and Comparable Compensation Disclosures for the Compensation Period

Category of Timekeeper	Blended Hourly Rate	
	Billed Firm-Wide for the Preceding Year (2019)¹	Blended Hourly Rate for Fee Application
Partner	\$1,194	\$1,236.49
Counsel	\$1,042	\$1,085.00
Senior Associate	\$1,004	\$1,045.30
Mid-Level Associate	\$901	\$927.50
Junior Associate	\$749	\$713.16
Paraprofessional	\$583	\$604.03
Total	\$1,016	\$950.86

¹ The billable rates for L&W attorneys are adjusted on January 1 of each year. The data in this column excludes 2019 blended hourly rate information for members of the Restructuring and Special Situations practice group.

Exhibit F

Budget

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

----- X
 In re: : Chapter 11
 :
 HI-CRUSH INC., *et al.*,² : Case No. 20-33495 (DRJ)
 :
 Debtors. : (Jointly Administered)
 :
 ----- X

**BUDGET FOR LATHAM & WATKINS LLP,
CO-COUNSEL TO THE DEBTORS, FOR THE PERIOD
FROM JULY 12, 2020 THROUGH SEPTEMBER 28, 2020**³

Date Retention Approved: August 20, 2020, *nunc pro tunc* to July 12, 2020

Date Budget Approved by Client: July 9, 2020

PROJECT CATEGORY	ESTIMATED HOURS	ESTIMATED FEES*
Asset Analysis and Recovery	50	\$50,400
Asset Disposition	100	\$100,800
Assumption and Rejection of Leases and Contracts	200	\$201,600
Avoidance Action Analysis	75	\$75,600
Budgeting (Case)	25	\$25,200
Business Operations	250	\$252,000
Case Administration	250	\$252,000

² 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, Hi-Crush Augusta LLC (0668), Hi-Crush Whitehall LLC (5562), PDQ Properties LLC (9169), Hi-Crush Wyeville Operating LLC , 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.

³ This budget may be amended to reflect changed circumstances or unexpected developments. Any such amended budget will be provided to the Debtors.

PROJECT CATEGORY	ESTIMATED HOURS	ESTIMATED FEES*
Claims Administration and Objections	175	\$176,400
Corporate Governance and Board Matters	75	\$75,600
Employee Benefits and Pensions	75	\$75,600
Employment and Fee Applications	100	\$100,800
Employment and Fee Application Objections	50	\$50,400
Financing and Cash Collateral	200	\$201,600
Litigation	350	\$352,800
Meetings and Communications with Creditors	200	\$201,600
Non-Working Travel	25	\$12,600 ⁴
Plan and Disclosure Statement	400	\$403,200
Real Estate	25	\$25,200
Relief from Stay and Adequate Protection	75	\$75,600
Reporting	100	\$100,800
Tax	100	\$100,800
Valuation	200	\$201,600
TOTAL	3,100	\$3,112,200

*The estimated fees for each project category were calculated by multiplying the estimated number of hours by \$1,008, which is the average hourly rate for the L&W attorneys expected to work on the matter during the budget period as set forth in the accompanying staffing plan.

⁴ Non-Working Travel is billed at 50% of the hourly rate.

Exhibit G

Staffing Plan

**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

**STAFFING PLAN FOR LATHAM & WATKINS LLP,
CO-COUNSEL TO THE DEBTORS, FOR THE PERIOD
FROM JULY 12, 2020 THROUGH SEPTEMBER 28, 2020²**

Date Retention Approved: August 20, 2020, *nunc pro tunc* to July 12, 2020

Date Staffing Plan Approved by Client: July 9, 2020

CATEGORY OF TIMEKEEPER	NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON THE MATTER ³	AVERAGE HOURLY RATE
Partners	10	\$1,280
Counsel	2	\$1,085
Associates	18	\$888
Professional Staff/Paralegals	2	\$665

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, Hi-Crush Augusta LLC (0668), Hi-Crush Whitehall LLC (5562), PDQ Properties LLC (9169), Hi-Crush Wyeville Operating LLC , 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.

² This staffing plan may be amended to reflect changed circumstances or unexpected developments. Any such amended staffing plan will be provided to the Debtors.

³ These numbers reflect the timekeepers expected to bill at least 15 hours to these chapter 11 cases during the budget period.

Exhibit H

Detailed Fee Statements

53rd at Third
 885 Third Avenue
 New York, New York 10022-4834
 Tel: +1 212 906 1200 Fax: +1 212 751 4864
 www.lw.com

LATHAM & WATKINS LLP

INVOICE

August 20, 2020

Hi-Crush Inc.
 1330 Post Oak Blvd., Suite 600
 Houston, TX 77056
 Attn: Mark C. Skolos

Please identify your payment with the following:

Invoice No. 2000608749
 Matter Number 066254-1001

Tax Identification No.: 95-2018373

Remittance Instructions

REDACTED

For professional services rendered through July 31, 2020

	<u>Services</u>	<u>Costs</u>	<u>Total</u>
Asset Disposition	490.50		490.50
Assumption and Rejection of Leases and Contracts	34,796.00		34,796.00
Budgeting (Case)	542.50		542.50
Business Operations	1,007.00		1,007.00
Case Administration	94,051.00		94,051.00
Claims Administration and Objections	1,079.00		1,079.00
Corporate Governance and Board Matters	19,180.00		19,180.00
Employee Benefits and Pensions	7,840.50		7,840.50
Employment and Fee Applications	47,542.50		47,542.50
Financing and Cash Collateral	42,156.00		42,156.00
Litigation	7,326.50		7,326.50
Meetings and Communications with Creditors	11,220.00		11,220.00
Plan and Disclosure Statement	373,123.50		373,123.50
Relief from Stay and Adequate Protection	477.50		477.50
Reporting	91,925.00		91,925.00
Tax	5,914.50		5,914.50
Total Services and Costs	738,672.00	0.00	\$ 738,672.00

Total Due

\$ 738,672.00

LATHAM & WATKINS LLP

Invoice No. 2000608749
 August 20, 2020
 Matter Name: Asset Disposition

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/17/20	A V Reilly	.10	Correspond with company regarding asset sale (0.1)
07/23/20	A Attarwala	.40	Review and analyze issues regarding asset sales (0.4)

A V Reilly	.10	Hrs. @	\$ 1,085.00/hr.	\$ 108.50
A Attarwala	.40	Hrs. @	\$ 955.00/hr.	\$ 382.00
	.50			\$ 490.50

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT
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LATHAM & WATKINS LLP

Invoice No. 2000608749

August 20, 2020

Matter Name: Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/14/20	H K Murtagh	.50	Teleconference with A&M and company regarding railcar next steps (0.5)
07/15/20	H K Murtagh	1.00	Teleconference with CIT counsel regarding lease matters (0.4); calls with R. Omohondro regarding railcars, other contract counterparties (0.6)
07/16/20	H K Murtagh	.50	Teleconference with company and A&M regarding railcar rejections (0.5)
07/17/20	H K Murtagh	2.70	Drafting new railcar leases (2.4); teleconference with relevant parties regarding PropX contracts (0.3);
07/19/20	H K Murtagh	.40	Review and analyze proposals for rejected railcar lessors (0.4)
07/20/20	H K Murtagh	.90	Revise rejected railcar term sheets (0.9)
07/23/20	H K Murtagh	1.10	Teleconference with A&M and company regarding rejected railcar deals (0.5); correspond with CIT & Wells Fargo counsel regarding same (0.3); correspond with A&M regarding lease rejection negotiations (0.3)
07/23/20	S C Lee	.10	Review railcar rejection order (0.1)
07/27/20	A V Reilly	.20	Correspond with LW team regarding office lease (0.2)
07/27/20	H K Murtagh	2.50	Call with F. Mason regarding amended customer contract (0.3); review Colorado lease issue (0.7); Teleconference with A&M and Lazard regarding lease/contract claims (0.4); correspondence with Wells Fargo and CK counsel regarding lease rejections (0.5); teleconference with F. Mason regarding amended contract (0.3); correspondence with LW team and M. Skolos regarding office lease issue (0.3)
07/28/20	H K Murtagh	1.60	Draft new railcar lease agreements (0.7); teleconference with A&M and company regarding same (0.5); review proposed amend-and-assume client deal (0.2); correspond with local counsel regarding same (0.2)
07/29/20	A V Reilly	.20	Correspond with LW team regarding omnibus rejection motion (0.2)
07/29/20	A Attarwala	.60	Conference with A&M regarding lease rejection issue (0.2); review and analyze issues regarding same (0.4)
07/29/20	H K Murtagh	2.50	Review amend-and-assume deal documents (1.0); teleconference with F. Mason and D. Nygard regarding same (0.4); teleconference with K. Simon regarding worstream update (0.4); follow-up teleconference with D.

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LATHAM & WATKINS LLP

Invoice No. 2000608749

August 20, 2020

Matter Name: Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			Nygaard and K. Simon regarding lease matters (0.4); advise client regarding same (0.3)
07/30/20	K Simon	1.10	Teleconference with client regarding status of negotiations (0.4); work on follow up issues related to upcoming hearing (0.7)
07/30/20	A V Reilly	.80	Correspond with LW team and A&M regarding railcar rejection and omnibus rejection motions (0.2); teleconferences with A&M and HAK regarding same (0.6)
07/30/20	A Attarwala	3.00	Review and analyze contract assumption and rejection issues (1.9); teleconference and correspond with A&M and LW teams regarding same (0.5); correspond with PW regarding same (0.6)
07/30/20	H K Murtagh	7.40	Teleconference with A. Attarwala regarding office lease (0.2); prepare for and attend teleconference with bondholder advisors regarding customer contracts (0.7); follow up teleconferences with K. Simon, company regarding related matters (0.3); conduct research regarding office lease issues (0.5); discuss same with local counsel (0.3); draft and revise railcar leases (3.2); teleconference with A&M and company regarding same (0.6); communicate with LW and HAK teams regarding rejection and abandonment concerns (0.8); correspond with F. Mason regarding same (0.3); correspond with railcar lessor counsel regarding related matters (0.5)
07/30/20	S C Lee	1.10	Review and revise omnibus contract rejection order (1.1)
07/31/20	K Simon	1.20	Teleconference with A&M related to upcoming hearing (0.5); work on follow up issues with LW team (0.7)
07/31/20	A Attarwala	1.20	Review and analyze lease rejection issues (0.4); review revised rejection orders (0.6); correspond with LW team and HAK regarding same (0.2)
07/31/20	H K Murtagh	2.40	Teleconference with A&M & company regarding railcar deals and 8/4 hearing (1.2); follow-up teleconference with same regarding storage agreements (0.2); conduct research regarding lease rejection issues (0.5) correspond with local counsel regarding same (0.1); revise go-forward lease (0.4)

K Simon	2.30	Hrs. @	\$ 1,365.00/hr.	\$ 3,139.50
A V Reilly	1.20	Hrs. @	\$ 1,085.00/hr.	\$ 1,302.00
H K Murtagh	23.50	Hrs. @	\$ 1,055.00/hr.	\$ 24,792.50

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Invoice No. 2000608749

August 20, 2020

Matter Name: Assumption and Rejection of Leases and Contracts

A Attarwala	4.80	Hrs. @	\$ 955.00/hr.	\$ 4,584.00
S C Lee	<u>1.20</u>	Hrs. @	\$ 815.00/hr.	<u>\$ 978.00</u>
	33.00			\$ 34,796.00

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Invoice No. 2000608749
 August 20, 2020
 Matter Name: Budgeting (Case)

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/30/20	A V Reilly	.50	Attention to case budgeting issues (0.5)
A V Reilly	<u>.50</u>	Hrs. @	\$ 1,085.00/hr. <u>\$ 542.50</u>
	.50		\$ 542.50

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Invoice No. 2000608749
 August 20, 2020
 Matter Name: Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/16/20	A Attarwala	.10	Correspond with LW team regarding adequate assurance request (0.1)
07/21/20	A V Reilly	.10	Teleconference with L. Dempsey regarding customer claims (0.1)
07/28/20	A Attarwala	.50	Correspond with LW team regarding vendor settlements (0.5)
07/31/20	A V Reilly	.30	Teleconference with L. Dempsey regarding various open items (0.3)

A V Reilly	.40	Hrs. @	\$ 1,085.00/hr.	\$ 434.00
A Attarwala	.60	Hrs. @	\$ 955.00/hr.	\$ 573.00
	1.00			\$ 1,007.00

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Invoice No. 2000608749
 August 20, 2020
 Matter Name: Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/12/20	D A Hammerman	3.40	Review and analyze various documents and workstreams regarding filing (3.4)
07/12/20	K Simon	3.10	Review and comment on transaction documents (2.7); correspond with team regarding work streams and preparation for first day hearing (0.4)
07/12/20	A V Reilly	4.50	Revise first day pleadings and attend to filing of same (4.0); correspond with LW team regarding same, preparation for first day hearing, and next steps (0.5)
07/12/20	A Attarwala	4.10	Review and finalize first day motions (3.8); correspond with LW, HAK teams regarding same (0.3)
07/12/20	B S Rosen	4.00	Revise first day motions and prepare same for filing (4.0)
07/12/20	N Taousse	3.60	Review and revise first day motions (3.3); correspondence with LW Team regarding filing of same (0.3)
07/13/20	D A Hammerman	1.10	Attend first day hearing (1.1)
07/13/20	C Harris	.60	Correspond with LW team regarding hearing preparation materials (0.3); revise same (0.3)
07/13/20	T J Lavelle	1.40	Attend first day hearing (1.4)
07/13/20	R J Maierson	1.10	Attend first-day court hearing (1.1)
07/13/20	K Simon	4.20	Prepare for first day hearing (2.2); conduct teleconferences regarding same (0.8); attend same (1.2)
07/13/20	A V Reilly	9.10	Attend to filing of cases (3.9); prepare for first day hearing (2.9); teleconferences with LW team regarding first day hearing (0.5); attend first day hearing (1.2); prepare equity trading notice for publication (0.6)
07/13/20	A Attarwala	5.50	Prepare for first day hearing (3.1); telephone conference with and correspond with LW team, HAK, A&M and Paul Weiss regarding resolution to UST issues regarding same (1.2); attend same (1.2)
07/13/20	H K Murtagh	2.00	Prepare for and attend first-day hearing (2.0)
07/13/20	K Richardson	1.00	Attend (via teleconference) first day hearing (1.0)
07/13/20	D H Lee	1.00	Attend by teleconference first day hearing of In re: Hi-Crush Inc., et al. (1.0)
07/13/20	B S Rosen	4.10	Prepare for hearing (2.9); participate in first day hearing (1.2)
07/13/20	K Schoonveld	1.00	Participating in first day hearing (1.0)

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LATHAM & WATKINS LLP

Invoice No. 2000608749
 August 20, 2020
 Matter Name: Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/13/20	N Taousse	3.50	Prepare for and attend first day hearing to present wages motion (2.2); review same and prepare talking points (0.7); review KCC retention application and prepare for presentation of same (0.6)
07/13/20	A L Steiger	1.30	Prepare for hearing (0.2); attend first day hearing (1.1)
07/13/20	D Yu	1.00	Attend Hi-Crush first day hearing telephonically (1.0)
07/14/20	S C Ollivierre	1.20	Attend first day hearing (1.2)
07/14/20	A V Reilly	.70	Attend weekly teleconference with LW team regarding status (0.4); correspond with HAK regarding noticing issues (0.2); correspond with KCC regarding same (0.1)
07/14/20	A Attarwala	.50	Teleconference with LW team regarding work in process (0.5)
07/14/20	T McLaughlin	.40	Teleconference with LW Team regarding outstanding work streams (0.4)
07/14/20	C Bernal-Ramirez	.40	Teleconference with LW team regarding work in progress (0.4)
07/14/20	B S Rosen	1.60	Participate in LW internal team update teleconference (0.4); review case calendar (0.4); teleconference with A. Steiger concerning case calendar (0.8)
07/14/20	N Taousse	.40	Teleconference with LW team regarding work in progress (0.4)
07/14/20	A L Steiger	3.90	Teleconference with LW team regarding work in progress (0.4); discuss case calendar with B. Rosen (0.9); create calendar of upcoming hearings and deadlines (2.6)
07/15/20	B S Rosen	4.10	Review and revise case calendar (4.1)
07/15/20	N Taousse	1.30	Teleconferences with LW, A&M teams regarding work in progress, bar date (1.1); correspond with B. Rosen, A. Reilly regarding utility matters, bankruptcy billing (0.2)
07/15/20	A L Steiger	4.80	Create and coordinate distribution of case calendar with B. Rosen (4.8)
07/16/20	A V Reilly	.60	Review and revise case calendar (0.5); correspond with LW team regarding docket reports (0.1)
07/16/20	B S Rosen	3.00	Continue to draft case calendar (3.0)
07/16/20	A L Steiger	1.10	Review and update case calendar based on comments from A&M and HAK (1.1)

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LATHAM & WATKINS LLP

Invoice No. 2000608749
 August 20, 2020
 Matter Name: Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/17/20	A V Reilly	.60	Review updated case calendar (0.6)
07/17/20	A L Steiger	.40	Update Case Calendar to reflect internal LW comments and new hearing information (0.4)
07/20/20	B S Rosen	1.40	Revise case calendar (1.4)
07/20/20	A L Steiger	.90	Update case calendar (0.9)
07/20/20	E C Arnold	.60	Research regarding hearing transcript (0.4); correspond with N. Taousse and V. Towns regarding same (0.2)
07/21/20	D A Hammerman	.30	Teleconference with advisor regarding case updates (0.3)
07/21/20	A V Reilly	.50	Attend teleconference with advisors regarding case updates (0.5)
07/21/20	S C Lee	.50	Attend teleconference with advisors regarding case updates (0.5)
07/21/20	B S Rosen	.50	Attend teleconference with advisors regarding case updates (0.5)
07/21/20	A L Steiger	2.00	Update and send out case calendar (2.0)
07/21/20	A C Davis	.20	Review case calendars (0.2)
07/22/20	D A Hammerman	.30	Attend teleconference with advisors regarding case updates (0.3)
07/22/20	A V Reilly	.50	Attend teleconference with advisors regarding case updates (0.5)
07/27/20	A L Steiger	1.80	Update Case Calendar (1.8)
07/28/20	R J Maierson	.20	Correspondence regarding Reuters reporter inquiry (0.2)
07/28/20	K Simon	.80	Teleconference with client regarding work in progress (0.4); correspond with LW team regarding same (0.4)
07/28/20	A V Reilly	1.10	Review and revise case calendar (0.6); attend teleconference with advisors regarding case updates (0.5)
07/28/20	A Attarwala	.50	Telephone conference with LW team regarding work in process (0.5)
07/28/20	H K Murtagh	.40	Attend teleconference with advisors regarding case updates (0.4)
07/28/20	K Richardson	.50	Teleconference with working group regarding bankruptcy case and related status updates (0.5)

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Invoice No. 2000608749
 August 20, 2020
 Matter Name: Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/28/20	S C Lee	.50	Attend call with A&M and Lazard regarding case status (0.5)
07/28/20	B S Rosen	.10	Review case calendar (0.1)
07/28/20	N Taousse	.40	Teleconference with advisors regarding work in progress and strategy (0.4)
07/28/20	A L Steiger	1.10	Update and distribute weekly case calendar (0.6); attend teleconference with advisors regarding case updates (0.5)
07/29/20	R J Maierson	.40	Review proposed responses to reporter (0.1); call with Hi-Crush team to discuss (0.3)
07/29/20	K Simon	.80	Teleconference with client regarding work in progress (0.5); correspond with LW team regarding case calendar (0.3)
07/29/20	A V Reilly	.20	Review and comment on agenda and witness and exhibit list (0.2)
07/31/20	H K Murtagh	.80	Attention to agenda and witness/exhibit list and updated documents for same (0.8)

R J Maierson	1.70	Hrs. @	\$ 1,455.00/hr.	\$ 2,473.50
C Harris	.60	Hrs. @	\$ 1,395.00/hr.	\$ 837.00
K Simon	8.90	Hrs. @	\$ 1,365.00/hr.	\$ 12,148.50
D A Hammerman	5.10	Hrs. @	\$ 1,225.00/hr.	\$ 6,247.50
S C Ollivierre	1.20	Hrs. @	\$ 1,145.00/hr.	\$ 1,374.00
T J Lavelle	1.40	Hrs. @	\$ 1,120.00/hr.	\$ 1,568.00
A V Reilly	17.80	Hrs. @	\$ 1,085.00/hr.	\$ 19,313.00
K Richardson	1.50	Hrs. @	\$ 1,075.00/hr.	\$ 1,612.50
H K Murtagh	3.20	Hrs. @	\$ 1,055.00/hr.	\$ 3,376.00
T McLaughlin	.40	Hrs. @	\$ 995.00/hr.	\$ 398.00
A Attarwala	10.60	Hrs. @	\$ 955.00/hr.	\$ 10,123.00
D H Lee	1.00	Hrs. @	\$ 895.00/hr.	\$ 895.00
S C Lee	1.00	Hrs. @	\$ 815.00/hr.	\$ 815.00
K Schoonveld	1.00	Hrs. @	\$ 815.00/hr.	\$ 815.00
N Taousse	9.20	Hrs. @	\$ 815.00/hr.	\$ 7,498.00
B S Rosen	18.80	Hrs. @	\$ 695.00/hr.	\$ 13,066.00
C Bernal-Ramirez	.40	Hrs. @	\$ 590.00/hr.	\$ 236.00

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Invoice No. 2000608749
August 20, 2020
Matter Name: Case Administration

A L Steiger	17.30	Hrs. @	\$ 590.00/hr.	\$ 10,207.00
D Yu	1.00	Hrs. @	\$ 590.00/hr.	\$ 590.00
E C Arnold	.60	Hrs. @	\$ 480.00/hr.	\$ 288.00
A C Davis	<u>.20</u>	Hrs. @	\$ 850.00/hr.	<u>\$ 170.00</u>
	102.90			\$ 94,051.00

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Invoice No. 2000608749
 August 20, 2020
 Matter Name: Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/13/20	D A Hammerman	.10	Correspond with creditor regarding notice and claim (0.1)
07/14/20	B S Rosen	1.20	Revise bar date notice and publication notice (1.2)
07/27/20	D A Hammerman	.10	Correspond with E. Ripley regarding Chevron issue (0.1)

D A Hammerman	.20	Hrs. @	\$ 1,225.00/hr.	\$ 245.00
B S Rosen	<u>1.20</u>	Hrs. @	\$ 695.00/hr.	<u>\$ 834.00</u>
	1.40			\$ 1,079.00

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Invoice No. 2000608749

August 20, 2020

Matter Name: Corporate Governance and Board Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/13/20	R J Maierson	.30	Teleconference with advisors to discuss cleansing materials (0.3)
07/13/20	A Attarwala	.30	Correspond with LW team regarding previously executed LLC amendments (0.3)
07/13/20	C Bernal-Ramirez	1.10	Attend first day hearing (1.1)
07/13/20	S C Lee	1.30	Attention to first day hearing (1.3)
07/16/20	E L Schoppe	5.30	Draft resolutions and affidavits for the issuance of stock certificates to be held as collateral (3.8); research Delaware matters in connection with same (1.2); teleconference with K. Schoonveld regarding same (0.3)
07/16/20	D H Lee	3.70	Telephone conference with K. Schoonveld and E. Schoppe regarding replacement certificates (0.4); telephone conference with E. Schoppe regarding required corporate actions (0.7); review organizational documents of HCR subsidiaries (0.6); draft resolutions regarding issuance of new stock certificate of Hi-Crush Investments Inc. (1.2); review and comment on drafts of lost certificate affidavit (0.4); review and comment on draft resolutions regarding issuance of new stock certificate of Hi-Crush Canada Distribution Corporation (0.2); review Delaware general corporation law (0.2)
07/16/20	D A Alaniz	.30	Communication with LW Team regarding stock certificate signature (0.3)
07/17/20	E L Schoppe	.90	Review and revise draft resolutions and affidavits for the issuance of stock certificates to be held as collateral (0.9)
07/17/20	K Schoonveld	.80	Coordinating with A&M on possessory collateral delivery process and attention to corporate draft affidavits and resolutions for lost share certificates (0.8);
07/20/20	D H Lee	.20	Review process for reissuing stock certificates for certain subsidiaries of HCR (0.2)
07/20/20	K Schoonveld	1.00	Coordinating with A&M and corporate team on all possessory collateral lost certificate affidavits and board resolutions (0.4); attention to stock powers and receipt of collateral acknowledgment (0.6);
07/22/20	E L Schoppe	3.50	Review and revise related resolutions, affidavits and evidence documents related to stock certificates and related collateral matters (3.1); review organizational documents and financing documents in connection with same (0.4)
07/24/20	J B Mack	.20	Coordinate timing of discussions between PW, LW and

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August 20, 2020

Matter Name: Corporate Governance and Board Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	
			KCC (0.2)	
07/28/20	T J Lavelle	.50	Analyze issues related to disclosure and correspondence regarding same (0.5)	
07/30/20	E L Schoppe	1.30	Draft resolutions, certificates and share certificates in connection with DIP Facility collateral matters (1.1); review precedent and company organizational documents in connection with same (0.2)	
R J Maierson	.30	Hrs. @	\$ 1,455.00/hr.	\$ 436.50
T J Lavelle	.50	Hrs. @	\$ 1,120.00/hr.	\$ 560.00
E L Schoppe	11.00	Hrs. @	\$ 995.00/hr.	\$ 10,945.00
A Attarwala	.30	Hrs. @	\$ 955.00/hr.	\$ 286.50
D H Lee	3.90	Hrs. @	\$ 895.00/hr.	\$ 3,490.50
S C Lee	1.30	Hrs. @	\$ 815.00/hr.	\$ 1,059.50
K Schoonveld	1.80	Hrs. @	\$ 815.00/hr.	\$ 1,467.00
J B Mack	.20	Hrs. @	\$ 695.00/hr.	\$ 139.00
C Bernal-Ramirez	1.10	Hrs. @	\$ 590.00/hr.	\$ 649.00
D A Alaniz	.30	Hrs. @	\$ 490.00/hr.	\$ 147.00
	<u>20.70</u>			<u>\$ 19,180.00</u>

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Invoice No. 2000608749

August 20, 2020

Matter Name: Employee Benefits and Pensions

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/13/20	L J Segall	.20	Discuss RSU vesting with B. Williamson (0.1); discuss same w/A. Hoeinghaus (0.1)
07/14/20	D A Hammerman	.30	Attention to employee questions and related talking points regarding equity compensation (0.3)
07/14/20	B Williamson	.30	Teleconference with L. Segall and K. Richardson regarding RSU settlement issues (0.2); analysis regarding same (0.1)
07/14/20	L J Segall	.70	Discuss RSU vesting with K. Richardson (0.2); follow up regarding same (0.5)
07/15/20	T J Lavelle	1.50	Review and revise employee communication and analyze related issues (1.5)
07/15/20	B Williamson	.30	Analysis regarding RSU issue (0.3)
07/15/20	K Richardson	1.00	Email correspondence regarding award vesting, stock trading (0.5); telephone conference with working group regarding the same (0.5)
07/15/20	L J Segall	.20	Review and respond to P. Butler email regarding RSUs (0.2)
07/16/20	K Richardson	.90	Email correspondence regarding employee incentive award vesting and related trading issues, stock certificate and collateral matters (0.9)
07/20/20	B Williamson	.30	Teleconference with L. Segall regarding tax withholding and RSU issues (0.3)
07/20/20	L J Segall	.70	Review and prepare response to P. Butler email regarding RSUs (0.7)
07/27/20	L J Segall	.40	Discuss RSU treatment with P. Butler (0.1); follow up regarding same (0.3)

B Williamson	.90	Hrs. @	\$ 1,515.00/hr.	\$ 1,363.50
D A Hammerman	.30	Hrs. @	\$ 1,225.00/hr.	\$ 367.50
T J Lavelle	1.50	Hrs. @	\$ 1,120.00/hr.	\$ 1,680.00
L J Segall	2.20	Hrs. @	\$ 1,085.00/hr.	\$ 2,387.00
K Richardson	1.90	Hrs. @	\$ 1,075.00/hr.	\$ 2,042.50
	6.80			\$ 7,840.50

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Invoice No. 2000608749

August 20, 2020

Matter Name: Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/13/20	A L Turner	3.20	Review final disclosure summary (0.6); update retention application and supporting documentation accordingly (1.0); correspond with A. Davis regarding same (1.6)
07/13/20	A C Davis	1.00	Emails regarding firm-wide survey and analyze initial responses to same (0.6); emails with A. Turner regarding updates to LW retention application (0.2); emails with M. Stubbs regarding Pillowtex analysis and related matters (0.2)
07/14/20	K Simon	.90	Review retention application (0.9)
07/14/20	A L Turner	2.70	Update retention application and supporting documentation (1.5), assess comparisons to prior precedent (0.9); circulate to K. Simon for review (0.3)
07/14/20	A C Davis	4.20	Attend status call with LW team (0.4); revise and edit LW retention application and supporting declarations (2.1); correspond with A. Reilly and A. Turner regarding same (0.3); review and analyze connections check results (0.9); correspond with K. Simon and C. Thompson regarding LW retention matters and Pillowtex analysis (0.3); review information related to same (0.2)
07/15/20	K Simon	.80	Work on retention issues (0.8)
07/15/20	A L Turner	.60	Update retention application and supporting documentation (0.2), assess comparisons to prior precedent (0.2), circulate foregoing to K. Simon for review (0.2)
07/15/20	B S Rosen	.40	Draft interim comp motion (0.4)
07/15/20	A C Davis	1.80	Communications with K. Simon and A. Reilly regarding LW retention matters (0.6); review materials related to same (0.8); communications with C. Thomson regarding same (0.4)
07/16/20	K Simon	.60	Work on retention issues and related disclosures (0.6)
07/16/20	C Bernal-Ramirez	.50	Participate in internal team telephone conference regarding billing (0.5)
07/16/20	B S Rosen	.50	Call with A. Steiger, D. Yu, and C. Bernal concerning case requirements (0.5)
07/16/20	D Yu	.40	Participate in conference call with B. Rosen, A. Steiger, and C. Bernal concerning billing (0.4)
07/16/20	A C Davis	.20	Correspond with LW team regarding LW retention matters (0.1); correspond with LW team regarding parties in interest list (0.1)

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August 20, 2020

Matter Name: Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/17/20	K Simon	.70	Work on retention application and LW declaration (0.7)
07/17/20	N Taousse	.40	Correspond with K. Larin, A. Harper, LW team regarding OCPs (0.4)
07/17/20	A C Davis	.50	Correspond with LW team regarding LW retention application and related matters (0.3); update LW retention application (0.2)
07/20/20	K Simon	.40	Work on retention issues (0.4)
07/20/20	A V Reilly	.70	Correspond with LW team regarding retention application (0.2); review and revise interim compensation motion (0.5)
07/20/20	A Attarwala	.40	Review and comment on interim compensation motion (0.4)
07/20/20	B S Rosen	1.20	Revise interim compensation motion (1.2)
07/20/20	N Taousse	2.60	Draft OCP motion (2.5); correspond with LW team regarding same (0.1)
07/20/20	E C Arnold	1.70	Review securities/claims/information survey responses (0.8); send follow up requests regarding same (0.6); correspond with A. Davis regarding same (0.3)
07/20/20	A C Davis	2.30	Correspond regarding LW retention application (0.4); teleconference with K. Simon and A. Reilly regarding same (0.2); correspond with S. Lee regarding parties in interest list (0.1); correspond with A. Reilly regarding same (0.1); correspond with B. Arnold regarding review of responses to firm-wide survey (0.1); revise and update LW retention application and Simon declaration (1.0); analyze and correspond with LW team regarding connections check (0.4)
07/21/20	A V Reilly	.90	Correspond with A. Davis and S. Lee regarding LW retention application (0.2); review and revise OCP motion (0.7)
07/21/20	S C Lee	2.10	Attend to questions regarding Parties in Interest List (1.3); review and revise Parties in Interest List (0.8)
07/21/20	N Taousse	.20	Correspond with A. Reilly regarding OCP motion comments (0.2)
07/21/20	E C Arnold	3.90	Review securities/claims/information survey responses (1.0); Correspond with LW team (2.3); correspond with A. Davis regarding same (0.6)
07/21/20	A C Davis	2.50	Correspond with S. Lee and A. Reilly regarding updates to

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Matter Name: Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			parties in interest list and LW retention application (0.4); revise and update LW retention application and related declarations (0.8); review and analyze responses to firm-wide survey (0.9); correspond with B. Arnold regarding same (0.2); correspond with K. Simon regarding survey responses and open items related to LW retention application (0.2)
07/22/20	A V Reilly	.40	Review Lazard fee application (0.4)
07/22/20	S C Lee	2.20	Attend to matters related to parties in interest list (2.2)
07/22/20	N Taousse	.80	Review and update OCP motion (0.5); correspond with HAK, A. Reilly, K. Larin regarding same (0.3)
07/22/20	A C Davis	3.10	Review and comment on updated interested parties list (0.5); correspond with S. Lee and A. Reilly regarding same (0.3); revise and update LW retention application (1.4); correspond with K. Simon regarding same (0.2); correspond with C. Thomson regarding LW retention matters (0.3); correspond with M. Stubbs regarding Pillowtex analysis (0.2); correspond with C. Thomson and A. Reilly regarding preparation of LW fee applications (0.2)
07/23/20	N Taousse	.80	Update OCP motion (0.5); correspond with K. Larin regarding same (0.1); correspond with LW team regarding OCP and interim comp motions (0.2)
07/23/20	A C Davis	2.00	Communications with K. Simon regarding updates to LW retention application and Simon declaration (0.4); communications with LW attorneys regarding disclosure matters related to LW retention application (0.6); revise and update LW retention application (0.8); correspond with A. Barrett regarding connections check results (0.2)
07/24/20	K Simon	1.60	Review OCP and interim compensation motions to be filed (1.6)
07/24/20	A V Reilly	.90	Attend to filing of OCP and interim compensation motions (0.4); attend to filing of LW retention application (0.3); correspond with LW team, KCC regarding service of applications (0.2)
07/24/20	S C Lee	.20	Attention to Parties in Interest list (0.2)
07/24/20	N Taousse	.90	Review and revise OCP motion in preparation for filing (0.6); correspond regarding same and interim compensation motion with LW team, HAK, PW teams (0.3)
07/24/20	A C Davis	2.00	Review and analyze additional connections check results (0.4); correspond with LW conflicts analysts regarding

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Matter Name: Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			same (0.3); update LW retention application and Simon declaration based on connections check results (0.6); correspond with K. Simon and A. Reilly regarding same (0.2); prepare LW fee application for filing (0.2); correspond with A. Harper, A. Reilly and K. Larin regarding filing of multiple retention applications for debtors' professionals (0.3)
07/30/20	A C Davis	.80	Correspond with C. Thomson regarding LW retention matters (0.4); review and analyze same (0.4)
K Simon	5.00	Hrs. @	\$ 1,365.00/hr. \$ 6,825.00
A V Reilly	2.90	Hrs. @	\$ 1,085.00/hr. \$ 3,146.50
A L Turner	6.50	Hrs. @	\$ 1,055.00/hr. \$ 6,857.50
A Attarwala	.40	Hrs. @	\$ 955.00/hr. \$ 382.00
S C Lee	4.50	Hrs. @	\$ 815.00/hr. \$ 3,667.50
N Taousse	5.70	Hrs. @	\$ 815.00/hr. \$ 4,645.50
B S Rosen	2.10	Hrs. @	\$ 695.00/hr. \$ 1,459.50
C Bernal-Ramirez	.50	Hrs. @	\$ 590.00/hr. \$ 295.00
D Yu	.40	Hrs. @	\$ 590.00/hr. \$ 236.00
E C Arnold	5.60	Hrs. @	\$ 480.00/hr. \$ 2,688.00
A C Davis	20.40	Hrs. @	\$ 850.00/hr. \$ 17,340.00
	54.00		\$ 47,542.50

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Invoice No. 2000608749

August 20, 2020

Matter Name: Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/12/20	H K Murtagh	3.50	Review and revise DIP motion, order, and declarations for filing (3.2); correspond with LW team regarding same (0.3)
07/12/20	J B Mack	1.00	Review and revise credit agreement (1.0)
07/13/20	S C Ollivierre	3.80	Prepare final draft DIP documents (3.0); correspond with LW team regarding same (0.8)
07/13/20	K Simon	2.10	Work on DIP loan documents (1.3); review updated DIP documents (0.8)
07/13/20	K Schoonveld	5.50	Attend to DIP facility closing deliverables (2.0); review and analyze DIP TL draft UCC-1s (0.5); review closing checklist (0.5); attend to borrowing request (0.5); review DIP term loan execution version closing deliverables (0.5); attend to budget certificate (0.5); review and analyze DIP ABL closing deliverables (1.0).
07/13/20	G D Grocke	.80	Review term UCC financing statements (0.5); provide comments to K. Schoonveld (0.3)
07/13/20	E Shcherbakova	1.00	Compile executed closing deliverables (0.8); correspond with LW team regarding same (0.2)
07/14/20	S C Ollivierre	2.20	Preparation of final DIP documentation (2.2)
07/14/20	K Simon	.80	Work on matters regarding DIP closing (0.8)
07/14/20	K Schoonveld	3.70	Coordinate with A&M regarding possessory collateral (0.5); teleconference with Company to discuss funds flow (0.5); attend to DIP facilities closing (2.0); attend to 8-K and coordinate with corporate team on DIP financing document requests (0.7)
07/15/20	K Schoonveld	.70	Coordinate with A&M on possessory collateral (0.2); coordinate execution of promissory note (0.3); attend to A&M request on DIP facility (0.2)
07/16/20	S C Ollivierre	1.20	Review and comment on draft 10-Q filing (1.2)
07/16/20	K Schoonveld	.60	Coordinate with A&M and corporate team on possessory collateral (0.6)
07/17/20	S R Pollack	.30	Correspond with LW team regarding preparation of new stock certificates and related documentation (0.3)
07/19/20	K Schoonveld	.30	Attend to DIP financing closing set (0.3);
07/21/20	E L Schoppe	.70	Revise stock certificates and related documentation related to debtor-in-possession collateral matters (0.5); review finance transaction documents in connection with same (0.2)

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LATHAM & WATKINS LLP

Invoice No. 2000608749

August 20, 2020

Matter Name: Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/21/20	E Shcherbakova	.90	Draft stock powers (0.4); draft collateral receipts for the distribution of possessory collateral (0.3); correspond with LW team regarding same (0.2)
07/22/20	E L Schoppe	.60	Review and revise draft stock certificates as part of the preparation of collateral (0.2); coordinate printing and transportation of same (0.4)
07/22/20	K Schoonveld	2.50	Review Stock Powers and Collateral Acknowledgment of Receipts (0.5); coordinate with STB on delivery instructions for stock certificate (0.5); coordinate with A&M regarding possessory collateral delivery instructions (1.0); prepare possessory collateral package for B. Rasmus signature (0.5)
07/23/20	K Schoonveld	1.00	Attend to possessory collateral package and coordinate execution of all ancillary materials for re-issuance of stock certificates with Company (1.0)
07/24/20	S C Ollivierre	.60	Correspond with K. Schoonveld regarding request for lien release (0.6)
07/24/20	S C Lee	2.00	Review and revise backstop motion (2.0)
07/24/20	K Schoonveld	.50	Coordinate with the Company on the stock certificate re-issuance ancillary documents (0.3); attend to lien release and asset sale basket for forklift sale (0.2)
07/25/20	S C Ollivierre	1.10	Correspond with team on final DIP order (1.1)
07/27/20	S C Ollivierre	1.00	Correspond with team on final DIP order, general financing issues (1.0)
07/27/20	K Schoonveld	.60	Coordinate with JPM and Cantor on Collateral Receipts of Acknowledgment (0.3); coordinate with STB on lien release and asset sale basket for forklift sale (0.3)
07/28/20	S C Ollivierre	1.00	Review of final DIP order ((1.0)
07/28/20	K Schoonveld	.80	Coordinate with STB on draft UCC-3 partial releases (0.3); coordinate with STB on Receipt of Acknowledgment for possessory collateral of Hi-Crush Investment Inc. (0.5)
07/29/20	K Schoonveld	.30	Coordinate with STB on draft UCC-3 partial releases (0.3)
07/29/20	G D Grocke	.40	Prepare UCC partial releases; forward same to K. Schoonveld for review (0.4)
07/30/20	K Simon	1.20	Work on issues regarding final DIP hearing (1.2)
07/30/20	K Schoonveld	.70	Coordinate with STB and corporate team to get possessory collateral re-cut for Hi-Crush Investment Inc. (0.7)

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Invoice No. 2000608749

August 20, 2020

Matter Name: Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/31/20	K Simon	.80	Work on issues regarding final DIP hearing (0.8)
07/31/20	A V Reilly	.30	Review objection to DIP motion (0.3)

K Simon	4.90	Hrs. @	\$ 1,365.00/hr.	\$ 6,688.50
S C Ollivierre	10.90	Hrs. @	\$ 1,145.00/hr.	\$ 12,480.50
A V Reilly	.30	Hrs. @	\$ 1,085.00/hr.	\$ 325.50
H K Murtagh	3.50	Hrs. @	\$ 1,055.00/hr.	\$ 3,692.50
S R Pollack	.30	Hrs. @	\$ 1,055.00/hr.	\$ 316.50
E L Schoppe	1.30	Hrs. @	\$ 995.00/hr.	\$ 1,293.50
S C Lee	2.00	Hrs. @	\$ 815.00/hr.	\$ 1,630.00
K Schoonveld	17.20	Hrs. @	\$ 815.00/hr.	\$ 14,018.00
J B Mack	1.00	Hrs. @	\$ 695.00/hr.	\$ 695.00
G D Grocke	1.20	Hrs. @	\$ 435.00/hr.	\$ 522.00
E Shcherbakova	1.90	Hrs. @	\$ 260.00/hr.	\$ 494.00
	<u>44.50</u>			<u>\$ 42,156.00</u>

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Invoice No. 2000608749
 August 20, 2020
 Matter Name: Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/13/20	B T Denton	2.20	Prepare for first day hearing (1.0); attend first day hearing (1.2)
07/13/20	A R DeLisi	2.50	Finalize witness outlines and circulate same to witnesses and B. Denton (1.3); prepare for and participate in first-day hearing (1.2)
07/13/20	C R Jones	1.70	Finalize DIP declarant witness outlines (0.5); attend first-day hearing (1.2)
07/14/20	B T Denton	.20	Attend to financial projections (0.2)
07/14/20	C R Jones	.30	Confer with A. Reilly and A. Attarwala regarding case strategy (0.3)
07/22/20	A V Reilly	.20	Update suggestion of bankruptcy and correspond with M. Skolos regarding same (0.2)

B T Denton	2.40	Hrs. @	\$ 1,180.00/hr.	\$ 2,832.00
A V Reilly	.20	Hrs. @	\$ 1,085.00/hr.	\$ 217.00
A R DeLisi	2.50	Hrs. @	\$ 995.00/hr.	\$ 2,487.50
C R Jones	<u>2.00</u>	Hrs. @	\$ 895.00/hr.	<u>\$ 1,790.00</u>
	7.10			\$ 7,326.50

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Invoice No. 2000608749

August 20, 2020

Matter Name: Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/13/20	H K Murtagh	.40	Call regarding blowout (0.4)
07/14/20	K Simon	.70	Teleconference with certain creditors regarding filing and first days (0.7)
07/14/20	A V Reilly	1.00	Review bar date notice and attend to publication issues (0.5); correspond with LW team and advisors regarding inquiries from creditors (0.5)
07/15/20	K Simon	.50	Teleconference with certain creditors regarding filing and first days (0.5)
07/15/20	A V Reilly	.80	Correspond with LW team regarding utility requests (0.2); correspond with M. Skolos regarding creditor inquiry (0.6)
07/15/20	B S Rosen	.20	Attend to correspondence concerning 341 meeting (0.2)
07/15/20	N Taousse	.30	Correspond with lien claimant, A&M regarding lien claimant issue (0.3)
07/16/20	N Taousse	.10	Correspond with K. Larin regarding lien claimant matter, OCPs (0.1)
07/17/20	A V Reilly	1.60	Review trade agreement and emails with company regarding same (1.0); correspond with A&M regarding creditor inquiries (0.6)
07/17/20	B S Rosen	.60	Correspond with Verizon concerning utility issue (0.6)
07/20/20	A L Steiger	.40	Intake creditor call (.4)
07/22/20	N Taousse	.30	Correspond with A. Steiger regarding stakeholder inbound call (0.1); teleconference with A. Steiger, stakeholder regarding case-related inquiries (0.2)
07/22/20	A L Steiger	.40	Intake call for potential creditor (.4)
07/24/20	A V Reilly	.20	Correspond with K. Simon regarding indenture trustee letter (0.2)
07/24/20	N Taousse	.20	Address stakeholder inbound calls (.2)
07/27/20	A L Steiger	.90	Draft Response Letter to US Bank (0.9)
07/28/20	A V Reilly	.50	Correspond with LW team regarding lease issue (0.2); correspond with HAK regarding creditor inquiries (0.3)
07/28/20	N Taousse	.20	Teleconference with stockholder regarding inquiry (0.1); correspond with LW team regarding same (0.1)
07/29/20	N Taousse	.40	Correspond and teleconference with A. Steiger regarding inbound inquiries (0.3); teleconference with stockholder

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Matter Name: Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			regarding inbound inquiry (0.1)
07/29/20	A L Steiger	.30	Prepare for creditor intake calls with N. Taousse (0.2); attend creditor intake call (0.1)
07/30/20	N Taousse	.50	Teleconference with LW team, PW team regarding CHK amendment (0.4); correspond with PW team regarding NDA matter (0.1)
07/31/20	A V Reilly	.50	Review updated NDA with noteholders (0.5)
07/31/20	B S Rosen	.10	Coordinate additional adequate assurance request (0.1)
07/31/20	N Taousse	.90	Review long-term NDA received from PW (0.8); correspond with LW team regarding same (0.1)

K Simon	1.20	Hrs. @	\$ 1,365.00/hr.	\$ 1,638.00
A V Reilly	4.60	Hrs. @	\$ 1,085.00/hr.	\$ 4,991.00
H K Murtagh	.40	Hrs. @	\$ 1,055.00/hr.	\$ 422.00
N Taousse	2.90	Hrs. @	\$ 815.00/hr.	\$ 2,363.50
B S Rosen	.90	Hrs. @	\$ 695.00/hr.	\$ 625.50
A L Steiger	<u>2.00</u>	Hrs. @	\$ 590.00/hr.	<u>\$ 1,180.00</u>
	12.00			\$ 11,220.00

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 August 20, 2020
 Matter Name: Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/13/20	A V Reilly	2.50	Review ballots (0.9); revise disclosure statement motion (1.6)
07/14/20	K Simon	2.30	Review and comment on plan and related documents (0.8); work on issues regarding disclosure statement and solicitation issues (0.9); correspond with team regarding same (0.6)
07/14/20	A V Reilly	3.60	Review and revise ballots and plan notices (2.2); Correspond with LW team regarding plan timeline (0.5); Correspond with corporate team regarding rights offering and backstop commitment agreement (0.9)
07/14/20	A Attarwala	.90	Review and revise plan (0.9)
07/14/20	K Richardson	.90	Review and edit backstop agreement and rights offering procedures (0.7); email correspondence with working group regarding the same (0.2)
07/14/20	D Yu	.40	Participate in teleconference with LW bankruptcy team regarding the plan and next steps with case documents (0.4)
07/15/20	K Simon	3.30	Review and comment on plan and related documents (0.9); work on issues regarding disclosure statement and solicitation issues (1.0); correspond with team regarding same (0.5); teleconference with noteholder counsel, Lazard, A&M regarding related matters (0.9)
07/15/20	A V Reilly	3.90	Review and revise ballots and notices (1.4); Correspond with LW team regarding same (0.2); review KCC comments to same (0.2); prepare solicitation timeline (0.8); call with PW and HAK regarding same (0.5); teleconference with LW, HAK, and KCC regarding updated proposed timeline (0.5); correspond with HAK regarding opt out procedures (0.1); teleconference with K. Simon to discuss plan (0.2)
07/15/20	H K Murtagh	3.70	Revise chapter 11 plan (3.1); teleconference with team regarding case timing (0.6)
07/15/20	K Richardson	1.20	Attend to disclosure statement and ancillary filings (0.5); telephone conference with working group regarding the same, timing (0.7)
07/15/20	E L Schoppe	.60	Review and comment on draft disclosure statement (0.6)
07/15/20	C Bernal-Ramirez	.70	Review comments to ballots (0.7)
07/15/20	D H Lee	.70	Review, revise and distribute drafts of backstop agreement and rights offering procedures to Paul Weiss (0.7)

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07/15/20	B S Rosen	1.40	Review and revise ballots (1.4)
07/16/20	D A Hammerman	1.50	Attend to review of draft plan (1.5)
07/16/20	K Simon	5.70	Review and comment on plan and related documents (3.4); work on issues regarding disclosure statement and solicitation issues (1.6); correspond with team regarding same (0.7)
07/16/20	A V Reilly	3.60	Correspond with HAK and PW regarding disclosure statement and plan timeline (0.3); review and revise disclosure statement motion (2.0); call with LW team regarding disclosure statement and disclosure statement motion (0.5); review updated plan (0.8)
07/16/20	A Attarwala	.40	Review and revise plan (0.4)
07/16/20	K Richardson	2.00	Review and edit disclosure statement (2.0)
07/16/20	D H Lee	1.20	Review revised draft of disclosure statement (1.2)
07/16/20	B S Rosen	.60	Teleconference with A. Reilly, and N. Taousse concerning disclosure statement and solicitation (0.6)
07/16/20	N Taousse	.60	Teleconference with LW team regarding disclosure statement and disclosure statement motion (0.6)
07/17/20	C T Fenn	.60	Review joint plan of reorganization (0.6)
07/17/20	B P Lee	2.30	Review and analyze revised draft plan and disclosure statement (1.6); review and analyze revised draft transaction documents and provide comments (0.7)
07/17/20	S C Ollivierre	2.00	Review and comment to draft restructuring documents (2.0).
07/17/20	K Simon	3.90	Review and comment on disclosure statement and solicitation issues (2.7); correspond with team regarding same (0.9); teleconference with A&M regarding related matters (0.3)
07/17/20	A V Reilly	4.00	Teleconference with KCC regarding ballots (0.3); review and revise disclosure statement (3.7)
07/17/20	A Attarwala	2.50	Review and analyze disclosure statement comments (0.8); review and analyze back-stop agreement (0.4); review and revise back-stop motion (1.3)
07/17/20	K Richardson	4.00	Review and edit disclosure statement (3.5); with team regarding the same and ancillary bankruptcy matters (0.5)
07/17/20	D H Lee	2.10	Review and comment on revised draft of disclosure

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			statement (1.4); review bankruptcy code and registration exemptions and exceptions to exemptions (0.7)
07/17/20	B S Rosen	.20	Teleconference with KCC concerning notices and opt outs (0.2)
07/17/20	N Taousse	3.40	Review and revise disclosure statement (3.0); correspond with A. Reilly regarding same (0.4)
07/18/20	A V Reilly	.80	Correspond with LW team regarding disclosure statement revisions (0.8)
07/18/20	B S Rosen	4.50	Revise disclosure statement motion, ballots, and notices (4.5)
07/18/20	N Taousse	.40	Correspond with LW teams regarding disclosure statement (0.3); circulate same to same (0.1)
07/19/20	D A Hammerman	1.30	Review draft disclosure statement (1.3)
07/19/20	A V Reilly	4.80	Correspond with B. Rosen regarding Disclosure statement motion (0.3); review and revise updated disclosure statement motion and related exhibits (4.5)
07/19/20	A Attarwala	2.00	Revise back-stop motion (2.0)
07/19/20	J W Grimley	3.10	Review revised plan and disclosure statement (3.1)
07/19/20	E L Schoppe	.60	Review and comment on draft disclosure statement (0.6)
07/19/20	D H Lee	3.20	Research and review rules and available registration exemptions for securities offered pursuant to a chapter 11 reorganization plan (1.2); review and comment on revised draft of disclosure statement (2.0)
07/19/20	B S Rosen	8.00	Continue to draft disclosure statement motion and related notices and exhibits (8.0)
07/19/20	N Taousse	.30	Correspond with LW team, PW regarding disclosure statement (0.3)
07/19/20	A L Steiger	2.20	Draft Cover Letter for ballot presentation (2.2)
07/20/20	B P Lee	2.20	Review and analyze revised draft plan and disclosure statement (2.2)
07/20/20	K Simon	5.70	Review and comment on Backstop Agreement and rights offering procedures (1.7); review and comment on disclosure statement and solicitation documents (2.3); correspond with team regarding same (0.6); teleconference with A&M, client, PW regarding related matters (1.1)

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07/20/20	A V Reilly	7.20	Review and revise disclosure statement motion (1.9); correspond with company regarding plan and disclosure statement (0.2); correspond with K. Simon regarding disclosure statement exhibits (0.3); correspond with PW regarding plan timeline and related documents (0.3); review exhibits to disclosure statement motion (3.7); Correspond with LW team regarding disclosure statement motion (0.5); teleconference with B. Rosen regarding disclosure statement motion (0.3)
07/20/20	K Richardson	2.00	Review and edit disclosure statement (1.5); email correspondence regarding the same and filing matters (0.5)
07/20/20	E L Schoppe	2.50	Review and comment on draft disclosure statement (2.5)
07/20/20	B S Rosen	4.90	Review and revise disclosure statement motion and related exhibits (4.6); teleconference with A. Reilly concerning Disclosure statement motion (0.3)
07/20/20	N Taousse	.20	Correspond with LW corporate team regarding risk factors' updates to the Disclosure Statement (0.2)
07/20/20	A L Steiger	4.30	Draft Exhibit 3 Notice of Non-Voting Status to the Disclosure Statement Motion (3.2); Incorporate A. Reilly comments into the Disclosure Statement Motion (1.1)
07/21/20	C T Fenn	1.60	Review PW changes to Disclosure Statement and Plan (1.6)
07/21/20	D A Hammerman	2.00	Attention to Paul Weiss markups of plan, disclosure statement and rights offering documents (1.1); review disclosure statement motion (0.9)
07/21/20	K Simon	5.20	Review and comment on updated Backstop Agreement and rights offering procedures (1.3); review and comment on solicitation documents (2.0); correspond with team regarding same (0.8); work on related plan matters (0.7); teleconference with client regarding related matters (0.4)
07/21/20	A V Reilly	7.10	Teleconference with K. Simon regarding disclosure statement motion (0.3); review and revise backstop motion (3.6); review rights offering procedures (1.1); correspond with K. Simon regarding same (0.2); teleconference with K. Simon regarding same (0.2); review PW comments to disclosure statement (0.9); correspond with LW team regarding disclosure statement (0.1); teleconference with K. Simon regarding disclosure statement updates (0.2); review and revise updated disclosure statement motion (0.5)
07/21/20	A Attarwala	5.70	Telephone conference with LW team, A&M, Lazard, and company regarding plan and disclosure statement (0.3); telephone conference with LW team regarding same (0.3);

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Matter Name: Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			review and revise plan, disclosure statement, back-stop motion (5.1)
07/21/20	J W Grimley	5.20	Review revised plan (1.4); review revised disclosure statement (1.8); review and revise backstop agreement (1.1); review revised rights offering procedures (0.9)
07/21/20	H K Murtagh	1.70	Review and comment on revised disclosure statement exhibits (0.9); teleconference with team regarding liquidation analysis (0.8)
07/21/20	K Richardson	3.00	Review and edit disclosure statement (2.0); teleconference with team regarding filing matters and status (0.5); correspond with team regarding the foregoing (0.5)
07/21/20	E L Schoppe	2.10	Review and revise draft disclosure statement (1.6); review precedent disclosure statements and company's public filings in connection with same (0.5)
07/21/20	C Bernal-Ramirez	1.60	Review comments to Disclosure Statement Motion (1.6)
07/21/20	D H Lee	1.70	Review and comment on revised draft of disclosure statement (1.7)
07/21/20	S C Lee	5.30	Review and revise backstop motion (5.3)
07/21/20	B S Rosen	2.30	Review and revise disclosure statement motion (2.3)
07/21/20	Y X Standley	.20	Review disclosure statement (0.2)
07/21/20	N Taousse	4.20	Review and update disclosure statement (3.3); correspond with A. Reilly regarding same (0.2); correspond with Lazard, LW corporate team regarding same (0.2); teleconference with client, LW team regarding plan and related documents (0.3); teleconference with LW team regarding Disclosure statement Motion (0.2)
07/21/20	A L Steiger	.70	Incorporate A. Reilly's comments to Disclosure Statement Motion (0.7)
07/22/20	T J Lavelle	3.70	Review and comment on disclosure statement and correspondence regarding same (3.7)
07/22/20	B P Lee	1.80	Review and analyze revised draft plan and disclosure statement (1.1); provide comments (0.7)
07/22/20	K Simon	4.90	Attend weekly working group teleconference regarding work in progress (0.7); review and comment on updated Backstop Agreement and rights offering procedures (1.0); review and comment on disclosure statement exhibits and solicitation documents (1.1); correspond with team

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			regarding same (0.7); work on related plan matters (0.5); attend conference call regarding exhibits (0.9)
07/22/20	A V Reilly	5.80	Review backstop agreement (0.8); update rights offering procedures (0.6); correspond with corporate team regarding same (0.2); review comments from KCC on rights offering procedures (0.4); review and revise notices for disclosure statement motion (1.2); revise disclosure statement (2.1); review PW comments to disclosure statement motion (0.5)
07/22/20	A Attarwala	1.60	Review and revise plan and back-stop motion (1.6)
07/22/20	K Richardson	3.30	Review and edit disclosure statement and rights offering documents (1.9); correspond with team regarding the same and ancillary filing matters (1.4)
07/22/20	D H Lee	5.20	Telephone conference with LW team to discuss revised drafts of transaction documents (0.4); review and revise draft of disclosure statement (1.2); review revised draft of rights offering procedures (0.4); review and comment on revised draft of backstop agreement (3.2)
07/22/20	S C Lee	6.40	Review and revise backstop motion (3.3); conduct research on backstop motion (3.1)
07/22/20	J B Mack	1.70	Review and revise backstop agreement (0.4); review and revise disclosure statement (1.3)
07/22/20	B S Rosen	2.40	Review and revise disclosure statement motion and related notices (2.4)
07/22/20	N Taousse	1.90	Review and revise disclosure statement (1.5); correspond with A. Reilly, LW tax and LW securities regarding same (0.4)
07/22/20	A L Steiger	3.00	Discuss Backstop Motion with S. Lee (0.5); conduct preliminary research for Backstop Motion (0.4); incorporate A. Reilly comments to Disclosure Statement Motion (2.1)
07/23/20	D A Hammerman	.50	Review Paul Weiss comments to disclosure statement motion and related exhibits (0.3); teleconference with A. Reilly regarding backstop agreement (0.2)
07/23/20	T J Lavelle	4.00	Review and comment on disclosure statement and correspondence regarding same (2.0); analyze backstop agreement and correspondence regarding same (2.0)
07/23/20	K Simon	4.00	Review disclosure statements to be filed (1.2); attend teleconference with team regarding open plan and disclosure statement issues (0.7); work on same (0.7); review updated documents (1.4)

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT
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LATHAM & WATKINS LLP

Invoice No. 2000608749
 August 20, 2020
 Matter Name: Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/23/20	A V Reilly	7.30	Teleconference with KCC and corporate team regarding rights offering procedures (0.5); review and revise backstop motion (2.4); review updated disclosure statement (1.5); review updated ballots and notices (1.1); correspond with company regarding plan (0.2); review backstop purchase agreement (0.9); correspond with LW team and advisors regarding filing of plan related documents (0.7)
07/23/20	A Attarwala	2.00	Review and revise plan and back-stop motion (1.7); correspond with LW team and lenders regarding same (0.3)
07/23/20	K Richardson	4.00	Review and edit backstop agreement and rights offering procedures (1.3); teleconferences with working group regarding the same (1.2); correspond with team regarding the foregoing (1.5)
07/23/20	E L Schoppe	1.20	Review and revise draft disclosure statement (0.9); review related backstop agreements and procedures in connection with same (0.3)
07/23/20	E L Schoppe	2.90	Review and revise draft backstop agreement (2.3); review precedent and company organizational documents in connection with same (0.6)
07/23/20	C Bernal-Ramirez	.30	Review comments to Disclosure Statement Motion (0.3)
07/23/20	D H Lee	7.40	Teleconference with E. Schoppe regarding backstop agreement (0.4); telephone conference with KCC regarding transaction documents (0.5); teleconference with K. Richardson regarding rights offering procedures (0.2); review KCC comments to draft of rights offering procedures (0.2); review and revise draft of rights offering procedures (1.5); review and revise draft of backstop agreement (2.9); review and analyze precedent agreements (0.9); teleconference with LW team regarding issues list to backstop agreement (0.8)
07/23/20	S C Lee	6.00	Review and revise backstop motion (5.4); review research on backstop motion citations (0.6)
07/23/20	J B Mack	2.10	Review and revise disclosure statement (0.4); review and revise backstop agreement (1.7)
07/23/20	B S Rosen	3.50	Review and revise disclosure statement motion (3.1); teleconference with A. Steiger to discuss opt out forms (0.4)
07/23/20	N Taousse	4.30	Review and revise disclosure statement (3.9); correspond with LW team regarding same (0.2); teleconference with LW, A&M teams regarding revised deal documents (0.2)

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August 20, 2020

Matter Name: Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/23/20	A L Steiger	10.20	Research Backstop Order precedent for S. Lee (4.4); draft Beneficial Holder Opt-Out Form, Master Opt-Out Form and Registered Holder Opt-Out Form (5.8)
07/24/20	D A Hammerman	.10	Attention to e-mails with E. Ripley regarding Chevron contract issues in confirmation order (0.1)
07/24/20	T J Lavelle	4.00	Review backstop agreement and rights offering procedures and analyze related issues (2.0); telephone conferences and correspondence regarding same (2.0)
07/24/20	K Simon	3.50	Attend teleconference regarding open plan and disclosure statement issues (0.5); work on same (0.9); review solicitation documents (2.1)
07/24/20	A V Reilly	6.90	Review and revise updated opt out forms (1.5); teleconference with PW regarding backstop agreement (0.5); teleconference with PW and KCC regarding rights offering procedures (0.7); call with K. Simon regarding filing logistics (0.5); review updated disclosure statement motion and disclosure statement (1.1); review and revise exhibits to disclosure statement motion (1.4); review PW comments to disclosure statement and backstop motion (1.0); correspond with S. Lee regarding same (0.2)
07/24/20	A Attarwala	.90	Review and revise plan and back-stop motion (0.8); correspond with LW team regarding same (0.1)
07/24/20	K Richardson	5.20	Review and edit backstop agreement, rights offering procedures and disclosure statement (2.8); teleconferences with working group regarding the same (1.2); correspond with team regarding the foregoing (1.2)
07/24/20	E L Schoppe	3.10	Review and revise draft backstop agreement and backstop procedures (2.2); teleconference with M. Skolos regarding same (0.2); review diligence materials in connection with same (0.7)
07/24/20	D H Lee	2.60	Prepare for and participate in telephone conference with PW regarding backstop agreement (0.7); telephone conference with KCC and PW regarding rights offering procedures (0.4); review revised draft of backstop agreement and disclosure requirements (1.1); telephone conference with E. Schoppe regarding backstop agreement (0.2); telephone conference with K. Richardson and E. Schoppe regarding disclosures schedules (0.2)
07/24/20	J B Mack	1.00	Prepare for and participate in call with KCC and PW regarding rights offering procedures (0.4); Prepare for and participate in backstop agreement discussion with PW (0.6)

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/24/20	B S Rosen	3.40	Draft ballots and opt out forms (2.9); correspond with A. Steiger concerning both (0.5)
07/24/20	N Taousse	.70	Teleconferences with LW, PW teams regarding rights offering and backstop matters (.7)
07/24/20	A L Steiger	3.90	Update and edit ballots and opt-out forms to Disclosure Statement motion (3.9)
07/25/20	D A Hammerman	1.30	Attention to revised rights offering documents (0.2); attention to revised disclosure statement, related motion and related exhibits in preparation for filing (1.1)
07/25/20	A V Reilly	4.20	Review and revise updated drafts of disclosure statement, disclosure statement motion, backstop motion, and related exhibits reflecting PW comments (4.2)
07/25/20	A Attarwala	2.40	Review and revise plan and backstop motion (2.4)
07/25/20	H K Murtagh	1.00	Review revised disclosure statement exhibits and circulate to RSA parties (1.0)
07/25/20	K Richardson	2.00	Review and edit backstop agreement (1.0); correspond with working group regarding the same and ancillary filing matters (1.0)
07/25/20	E L Schoppe	2.90	Review and revise draft backstop agreement and rights offering procedures (1.8); review finance documents in connection with same (0.5); correspondence with representatives at Kurtzman Carson Consultants in connection with same (0.6)
07/25/20	D H Lee	1.90	Review and revise draft of backstop agreement (1.1); review and revise draft of disclosure statement (0.8)
07/25/20	S C Lee	5.30	Review and revise backstop motion (5.3)
07/25/20	B S Rosen	1.50	Review and revise disclosure statement motion and related notices (1.5)
07/25/20	N Taousse	1.80	Update disclosure statement (1.4); correspond with LW, PW, STB teams regarding same (0.4)
07/26/20	A V Reilly	.80	Review comments to disclosure statement motion exhibits from PW (0.3); review updated backstop agreement and correspond with corporate team regarding same (0.3); correspond with LW team regarding updated disclosure statement and disclosure statement motion (0.2)
07/26/20	K Richardson	1.40	Review and edit disclosure statement and rights offering documents (1.0); email correspondence with working group

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			regarding the same and ancillary filing matters (0.4)
07/26/20	D H Lee	1.50	Revise draft of backstop agreement (0.3); review and revise draft of disclosure statement (0.4); revise draft of rights offering procedures (0.2); review current draft of plan of reorganization (0.3); communicate with LW team regarding transaction documents (0.3)
07/26/20	B S Rosen	.30	Revise disclosure statement motion (0.3)
07/26/20	A L Steiger	1.40	Incorporate comments to Disclosure Statement Motion and relevant Exhibits (1.4)
07/27/20	T J Lavelle	1.50	Review backstop agreement and rights offering procedures (1.0); correspondence regarding same (0.5)
07/27/20	K Simon	2.20	Review final documents for filing (2.2)
07/27/20	K Simon	1.30	Review plan documents to be filed (1.3)
07/27/20	A V Reilly	5.40	Correspond with LW team regarding filing of plan and disclosure statement and related documents (0.4); review updated backstop agreement (0.5); review and finalize plan, disclosure statement, disclosure statement motion, and backstop motion for filing (4.3); review disclosure statement hearing notice (0.2)
07/27/20	A Attarwala	6.00	Review and finalize plan and disclosure statement for filing (4.0); telephone conference with and correspond with LW team regarding same (2.0)
07/27/20	H K Murtagh	1.00	Finalize disclosure statement exhibits (1.0)
07/27/20	K Richardson	2.00	Review and edit plan and disclosure statement (0.5); correspond with team regarding the same and ancillary filing matters (1.5)
07/27/20	E L Schoppe	1.50	Review and review draft backstop agreement and rights offering procedures (0.6); correspondence with J. Weber at Paul Weiss Rifkind Wharton & Garrison LLP in connection with same (0.2); prepare backstop agreement and rights offering procedures document for filing (0.7)
07/27/20	D H Lee	1.00	Review and finalize forms of backstop agreement and rights offering procedures (1.0)
07/27/20	S C Lee	4.00	Review and revise backstop motion, backstop order and backstop agreement (4.0)
07/27/20	B S Rosen	3.20	Prepare disclosure statement motion and related exhibits for filing (3.2)

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/27/20	N Taousse	3.90	Review and revise disclosure statement (2.3); coordinate filing of same and exhibits (0.5); correspond with LW, A&M teams regarding same (0.3); circulate word versions of all Plan and DS-related filings to PW (0.4); correspond with Chevron counsel, A&M, LW team regarding confirmation order language proposal (0.2); review same (0.2)
07/28/20	K Simon	.80	Work on issues regarding plan documents (0.8)
07/28/20	N Taousse	.50	Correspond with A&M, P. Hedges, LW teams regarding Chevron plan confirmation order language issue (0.2); teleconference with same regarding same (0.3)
07/29/20	K Simon	.70	Work on issues regarding plan documents (0.7)
07/30/20	K Simon	.90	Work on issues regarding confirmation comments (0.9)
07/30/20	A V Reilly	.20	Correspond LW team regarding plan term sheet (0.2)
07/31/20	K Simon	.70	Work on issues regarding solicitation documents (0.7)

C T Fenn	2.20	Hrs. @	\$ 1,560.00/hr.	\$ 3,432.00
K Simon	45.10	Hrs. @	\$ 1,365.00/hr.	\$ 61,561.50
D A Hammerman	6.70	Hrs. @	\$ 1,225.00/hr.	\$ 8,207.50
S C Ollivierre	2.00	Hrs. @	\$ 1,145.00/hr.	\$ 2,290.00
T J Lavelle	13.20	Hrs. @	\$ 1,120.00/hr.	\$ 14,784.00
B P Lee	6.30	Hrs. @	\$ 1,120.00/hr.	\$ 7,056.00
A V Reilly	68.10	Hrs. @	\$ 1,085.00/hr.	\$ 73,888.50
J W Grimley	8.30	Hrs. @	\$ 1,085.00/hr.	\$ 9,005.50
K Richardson	31.00	Hrs. @	\$ 1,075.00/hr.	\$ 33,325.00
H K Murtagh	7.40	Hrs. @	\$ 1,055.00/hr.	\$ 7,807.00
E L Schoppe	17.40	Hrs. @	\$ 995.00/hr.	\$ 17,313.00
A Attarwala	24.40	Hrs. @	\$ 955.00/hr.	\$ 23,302.00
D H Lee	28.50	Hrs. @	\$ 895.00/hr.	\$ 25,507.50
S C Lee	27.00	Hrs. @	\$ 815.00/hr.	\$ 22,005.00
N Taousse	22.20	Hrs. @	\$ 815.00/hr.	\$ 18,093.00
J B Mack	4.80	Hrs. @	\$ 695.00/hr.	\$ 3,336.00
B S Rosen	36.20	Hrs. @	\$ 695.00/hr.	\$ 25,159.00
C Bernal-Ramirez	2.60	Hrs. @	\$ 590.00/hr.	\$ 1,534.00

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Y X Standley	.20	Hrs. @	\$ 590.00/hr.	\$ 118.00
A L Steiger	25.70	Hrs. @	\$ 590.00/hr.	\$ 15,163.00
D Yu	<u>.40</u>	Hrs. @	\$ 590.00/hr.	<u>\$ 236.00</u>
	379.70			\$ 373,123.50

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Invoice No. 2000608749
 August 20, 2020
 Matter Name: Relief from Stay and Adequate Protection

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/17/20	A Attarwala	.50	Teleconference with A&M and LW team regarding potential stay violations (0.5)
A Attarwala	<u>.50</u>	Hrs. @	\$ 955.00/hr. <u>\$ 477.50</u>
	.50		\$ 477.50

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 Matter Name: Reporting

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/12/20	J B Mack	1.30	Review credit agreement printer proofs (1.3)
07/12/20	J B Mack	1.00	Review 8-K and press release (1.0)
07/13/20	T J Lavelle	4.50	Review 8-K and exhibits and analyze related issues and correspondence regarding same (2.0); review restructuring support agreement and related documents and correspondence regarding same (1.0); analyze issues related to disclosure (1.5)
07/13/20	K Richardson	4.70	Draft and edit Form 8-Ks regarding bankruptcy filing, NYSE delisting and cleansing materials (3.0); teleconferences with working group regarding the same (0.5); email correspondence with working group, financial printer regarding the foregoing and ancillary filing matters (1.2)
07/13/20	E L Schoppe	1.40	Draft Form 8-K for Reg FD disclosure of company information (1.1); review and revise draft Form 8-K for the delisting of the Company's equity securities (0.3)
07/13/20	S Almousa	.50	Review and revise draft Form 3 (0.5)
07/13/20	D H Lee	3.90	Draft email correspondence to J. Mack regarding summary of disclosures and timings of Form 8-K (0.5); teleconference with A&M and Lazard regarding cleansing materials (0.4); communicate with printer to confirm filing of Form 8-K regarding chapter 11 filing (0.2); review and comment on draft Form 8-K regarding NYSE delisting and DIP credit facilities (1.4); research and review precedent disclosures (1.0); review draft of Form 8-K regarding cleansing materials (0.4)
07/13/20	J B Mack	2.20	Draft and edit delisting 8-K (2.2)
07/14/20	T J Lavelle	4.50	Review 8-K and exhibits and analyze related issues and correspondence regarding same (2.0); review DIP documents and correspondence regarding same (0.5); analyze issues related to delisting and trading of common stock and teleconferences and correspondence regarding same (2.0)
07/14/20	R J Maierson	.50	Call with HCR team to discuss financial reporting considerations (0.5)
07/14/20	A Attarwala	.20	Correspond with A&M regarding reporting requirements (0.2)
07/14/20	K Richardson	2.70	Attention to Form 8-Ks regarding DIP facilities (0.5); teleconferences with working group regarding company trading and award vesting (1.2); review and edit Form 4s

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			(0.3); email correspondence regarding the foregoing (0.7)
07/14/20	E L Schoppe	3.20	Draft Form 8-K regarding entry into the DIP Facilities and coordination preparation of the exhibits to same (3.2)
07/14/20	S Almousa	1.20	Review and revise Forms 4 (1.2)
07/14/20	D H Lee	5.70	Review and comment on draft of Form 8-K regarding NYSE notification and delisting (0.7); review and comment on draft of Form 8-K regarding entry into DIP credit facilities (0.8); review DIP credit agreement documentation in connection with same (0.5); correspond with printer regarding proofs (1.2); review precedents and rules of adequate and timely disclosures of registrants in connection with chapter 11 filings (2.1); review draft correspondence and summary of precedent analysis (0.4)
07/14/20	J B Mack	6.00	Draft and edit delisting 8-K (0.5); prepare tracker of required bankruptcy 8-Ks (2.5); draft, edit, review and revise DIP facility 8-K and associated exhibits thereto (1.0); research 8-K requirements for bankruptcy and precedent documents (2.0)
07/15/20	T J Lavelle	1.80	Review 8-K and exhibits and analyze related issues and correspondence regarding same (1.0); review DIP documents and analyze related issues (0.8)
07/15/20	S C Ollivierre	1.20	Correspondence with lenders' counsel regarding post-closing DIP obligations (1.2)
07/15/20	A V Reilly	.50	Call with A&M and LW team regarding required reporting under first day orders and MORs (0.5)
07/15/20	A Attarwala	.80	teleconference with and correspond with A&M regarding bar date, reporting requirements and case calendar (0.8)
07/15/20	E L Schoppe	.70	Review and revise draft 8-K for the entry into the DIP Facilities (0.7)
07/15/20	D H Lee	1.20	Prepare for and attend teleconference with Paul Weiss regarding preliminary timeline (0.6); teleconference with K. Richardson regarding next steps (0.1); correspondence with the LW team regarding draft of Form 8-K (0.2); review draft of Form 8-K regarding entry into DIP credit facilities (0.3)
07/15/20	J B Mack	1.40	Review and revise DIP facility 8-K (1.0); prepare for and participate in timing update call (0.4)
07/15/20	B S Rosen	.60	Call with A&M to discuss reporting and operating requirements and deadlines (0.6)

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07/16/20	R J Maierson	.90	Research summary of SEC deregistration rules for Deloitte (0.5); draft same (0.4)
07/16/20	A V Reilly	.60	Emails with LW team regarding monthly reporting requirements (0.2); review A&M reporting tracker (0.3); correspond with A&M and HAK regarding IDI (0.1)
07/16/20	D H Lee	.20	Review and comment on revised draft Form 8-K regarding DIP credit facilities (0.2)
07/16/20	J B Mack	.30	Review and revise DIP facility 8-K (0.3)
07/17/20	T J Lavelle	3.00	Review disclosure statement (1.8); review 10-Q (1.2)
07/17/20	E L Schoppe	.60	Review draft Form 10-Q and provide comment (0.6)
07/17/20	J B Mack	1.60	Review and revise 10-Q (1.6)
07/19/20	J B Mack	1.30	Review and revise 10-Q (1.3)
07/20/20	T J Lavelle	2.00	Review 10-Q (1.0); analyze issues related to earnings release and correspondence regarding same (1.0)
07/20/20	S C Ollivierre	1.50	Review and comment to draft 10-Q (1.5)
07/20/20	A Attarwala	.20	Correspond with A&M regarding reporting obligations (0.2)
07/20/20	K Richardson	3.00	Review and analyze 10-Q (1.0); correspond with team regarding the same, RSU vesting issues, earnings release, company de-registration and other ancillary bankruptcy matters (2.0)
07/20/20	E L Schoppe	1.90	Review draft Form 10-Q (1.9)
07/20/20	D H Lee	2.90	Review and comment on draft of Form 10-Q (1.5); research and review precedents of Form 10-Qs and risk factors (1.4)
07/20/20	J B Mack	3.60	Review and revise 10-Q (3.6)
07/21/20	T J Lavelle	2.20	Review 8-K and exhibits and analyze related issues and correspondence regarding same (1.0); review DIP documents and correspondence regarding same (0.7); analyze related issues (0.5)
07/21/20	A V Reilly	.80	Review IDI materials (0.4); attend IDI meeting with UST and company (0.4)
07/21/20	K Richardson	1.80	Review and edit 10-Q (1.0); correspond with working group regarding the same (0.8)
07/21/20	E L Schoppe	2.20	Review and revise draft Form 10-Q (1.4); review

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			company's public filings and organizational documents in connection with same (0.8)
07/21/20	D H Lee	2.30	Continue reviewing and commenting on draft of Form 10-Q (1.8); research and analyze precedents (0.5)
07/21/20	J B Mack	2.20	Review and revise 10-Q (2.2)
07/22/20	T J Lavelle	1.00	Review 10-Q and analyze related issues (1.0)
07/22/20	J B Mack	.70	Review and revise 10-Q (0.7)
07/24/20	D H Lee	.40	Discuss with J. Mack analysis of disclosure obligations in connection with transaction (0.4)
07/24/20	J B Mack	1.70	Draft, edit, review and revise 8-K (1.7)
07/25/20	D H Lee	.20	Review disclosure requirements in connection with filing of Plan and Disclosure Statement (0.2)
07/25/20	J B Mack	1.40	Research 8-K requirements for filing certain documentation with the bankruptcy court (1.4)
07/26/20	E L Schoppe	.80	Research securities laws relating to disclosure requirement and Regulation FD matters (0.8)
07/26/20	D H Lee	.80	Review precedent disclosures (0.3); review 8-K instructions and articles regarding disclosures in connection with chapter 11 (0.5)
07/26/20	J B Mack	2.60	Research 8-K requirements for filing certain documentation with the bankruptcy court (2.6)
07/27/20	A Attarwala	.20	Correspond with A&M team regarding schedules (0.2)
07/28/20	E L Schoppe	.80	Review draft Form 10-Q and provide comment (0.6); review company's organizational documents in connection with same (0.2)
07/28/20	D H Lee	.30	Review and prepare correspondence in connection with questions from client regarding Form 10-Q (0.3)
07/29/20	D H Lee	.50	Research and review precedents of Form 10-Q (0.5)
07/31/20	A V Reilly	.20	Correspond with A. Attarwala regarding schedules and statements (0.2)

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R J Maierson	1.40	Hrs. @	\$ 1,455.00/hr.	\$ 2,037.00
S C Ollivierre	2.70	Hrs. @	\$ 1,145.00/hr.	\$ 3,091.50
T J Lavelle	19.00	Hrs. @	\$ 1,120.00/hr.	\$ 21,280.00
A V Reilly	2.10	Hrs. @	\$ 1,085.00/hr.	\$ 2,278.50
K Richardson	12.20	Hrs. @	\$ 1,075.00/hr.	\$ 13,115.00
E L Schoppe	11.60	Hrs. @	\$ 995.00/hr.	\$ 11,542.00
A Attarwala	1.40	Hrs. @	\$ 955.00/hr.	\$ 1,337.00
D H Lee	18.40	Hrs. @	\$ 895.00/hr.	\$ 16,468.00
S Almousa	1.70	Hrs. @	\$ 815.00/hr.	\$ 1,385.50
J B Mack	27.30	Hrs. @	\$ 695.00/hr.	\$ 18,973.50
B S Rosen	<u>.60</u>	Hrs. @	\$ 695.00/hr.	<u>\$ 417.00</u>
	98.40			\$ 91,925.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT
 PLEASE REFERENCE INVOICE # 2000608749 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK

LATHAM & WATKINS LLP

Invoice No. 2000608749
 August 20, 2020
 Matter Name: Tax

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
07/14/20	J W Grimley	.90	Attend to correspondence regarding tax analysis (0.9)
07/15/20	J W Grimley	.60	Analyze claims ownership concentration (0.4); correspond with PwC regarding same (0.2)
07/21/20	B P Lee	2.30	Review and analyze revised draft transaction documents (1.4); analyze anticipated tax consequences of proposed transaction structure (0.9)
07/22/20	Y X Standley	2.70	Analyze and review issues regarding allocation of principal and interest (2.7)
07/31/20	B T Denton	.10	Correspond with team regarding tax lien motion (0.1)

B T Denton	.10	Hrs. @	\$ 1,180.00/hr.	\$ 118.00
B P Lee	2.30	Hrs. @	\$ 1,120.00/hr.	\$ 2,576.00
J W Grimley	1.50	Hrs. @	\$ 1,085.00/hr.	\$ 1,627.50
Y X Standley	2.70	Hrs. @	\$ 590.00/hr.	\$ 1,593.00
	<u>6.60</u>			<u>\$ 5,914.50</u>

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LATHAM & WATKINS LLP

53rd at Third
885 Third Avenue
New York, New York 10022-4834
Tel: +1 212 906 1200 Fax: +1 212 751 4864
www.lw.com

INVOICE

August 20, 2020

Hi-Crush Inc.
1330 Post Oak Blvd., Suite 600
Houston, TX 77056
Attn: Mark C. Skolos

Please identify your payment with the following:

Invoice No. 2000608749
Matter Number 066254-1001

Tax Identification No.: 95-2018373

Remittance Instructions

REDACTED

REMITTANCE COPY

Asset Disposition; Assumption and Rejection of Leases and Contracts; Budgeting (Case); Business Operations; Case Administration; Claims Administration and Objections; Corporate Governance and Board Matters; Employee Benefits and Pensions; Employment and Fee Applications; Financing and Cash Collateral; Litigation; Meetings and Communications with Creditors; Plan and Disclosure Statement; Relief from Stay and Adequate Protection; Reporting; Tax

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Balance Due</u>
<u>Current Invoice</u>		
08/20/2020	2000608749	<u>738,672.00</u>
Balance Due		<u>\$ 738,672.00</u>

LATHAM & WATKINS LLP

53rd at Third
 885 Third Avenue
 New York, New York 10022-4834
 Tel: +1 212 906 1200 Fax: +1 212 751 4864
 www.lw.com

INVOICE

September 25, 2020

Hi-Crush Inc.
 1330 Post Oak Blvd., Suite 600
 Houston, TX 77056
 Attn: Mark C. Skolos

Please identify your payment with the following:

Invoice No. 2000610071
 Matter Number 066254-1001

Tax Identification No.: 95-2018373

Remittance Instructions

REDACTED

For professional services rendered through August 31, 2020

	<u>Services</u>	<u>Costs</u>	<u>Total</u>
Asset Analysis and Recovery	316.50		\$ 316.50
Asset Disposition	325.50		325.50
Assumption and Rejection of Leases and Contracts	45,237.00		45,237.00
Business Operations	13,393.00		13,393.00
Case Administration	34,304.50		34,304.50
Claims Administration and Objections	9,557.00		9,557.00
Corporate Governance and Board Matters	6,413.00		6,413.00
Employee Benefits and Pensions	1,234.50		1,234.50
Employment and Fee Applications	20,543.00		20,543.00
Employment and Fee Application Objections	1,385.50		1,385.50
Financing and Cash Collateral	31,109.50		31,109.50
Litigation	29,986.50		29,986.50
Meetings and Communications with Creditors	10,307.50		10,307.50
Plan and Disclosure Statement	124,395.50		124,395.50
Relief from Stay and Adequate Protection	22,277.50		22,277.50
Reporting	19,103.50		19,103.50
Tax	94,475.00		94,475.00
Total Services and Costs	464,364.50	0.00	\$ 464,364.50

Total Due**\$ 464,364.50**

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LATHAM & WATKINS LLP

Invoice No. 2000610071
 September 25, 2020
 Matter Name: Asset Analysis and Recovery

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/13/20	H K Murtagh	.30	Attention to asset-sale inquiry from company (0.3)

H K Murtagh	<u>.30</u>	Hrs. @	\$ 1,055.00/hr.	<u>\$ 316.50</u>
	.30			\$ 316.50

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Invoice No. 2000610071
 September 25, 2020
 Matter Name: Asset Disposition

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/28/20	A V Reilly	.30	Correspond with LW and A&M team regarding sale of obsolete assets (0.2); correspond with PW regarding same (0.1)

A V Reilly	<u>.30</u>	Hrs. @	\$ 1,085.00/hr.	<u>\$ 325.50</u>
	.30			\$ 325.50

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LATHAM & WATKINS LLP

Invoice No. 2000610071

September 25, 2020

Matter Name: Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/02/20	H K Murtagh	2.40	Telephone conference and correspond with railcar lessor counsel (1.0); telephone conference with office lessor counsel (0.5); draft slides for 8/4 presentation on rejections (0.9);
08/03/20	A Attarwala	.50	Review and analyze lease rejection issues (0.5)
08/03/20	H K Murtagh	6.70	Telephone conference and correspond with railcar lessor counsel regarding assumption/rejection (0.6); revise railcar order (0.5); draft and revise presentation slides (2.6); telephone conference with A&M and company regarding same (0.8); finalize Trinity new lease and guarantee (0.4); revise rejection and railcar orders (0.4); finalize same for filing (0.2); correspond with RSA parties regarding same (0.2); prepare points and arguments for hearing (1.0)
08/03/20	S C Lee	.10	Review and analyze omnibus contract rejection order (0.1)
08/04/20	A Attarwala	.70	Review and analyze lease rejection issues (0.7)
08/04/20	H K Murtagh	4.10	Review and revise new lease guaranty (0.4); telephone conference with A&M regarding open issues for hearing (0.3); telephone conference with company regarding same (0.3); review and analyze updated car-location data (0.2); correspond with objector regarding lease rejection (0.3); complete preparation for and present contract motions at 8/4 hearing (1.6); revise Trinity lease/riders (0.7); follow-up correspondence with A&M (0.3)
08/05/20	H K Murtagh	.50	Telephone conference with A&M regarding further contract assumptions/rejections (0.5)
08/06/20	H K Murtagh	2.20	Review trailer lease contracts (1.7); telephone conference with A&M regarding same (0.2); telephone conference with A&M and company regarding railcar leases (0.3)
08/10/20	A V Reilly	.20	Review and analyze order regarding omnibus rejection motion (0.2)
08/10/20	H K Murtagh	5.40	Correspond with rejected railcar lessors regarding storage/return deals (0.4); revise new MUL lease and correspond with company regarding same (1.8); revise storage/return term sheet (0.5); revise Greenbrier lease, schedule, and storage agreement (2.7)
08/11/20	H K Murtagh	.90	Telephone conference with A&M and company regarding railcars (0.5); follow-up regarding office lease payment (0.4)
08/13/20	H K Murtagh	.40	Telephone conference with company regarding railcars status (0.2); correspond with Trinity counsel regarding

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LATHAM & WATKINS LLP

Invoice No. 2000610071

September 25, 2020

Matter Name: Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			finalizing schedules (0.2)
08/14/20	H K Murtagh	.30	Telephone conference with A&M regarding trailer contracts (0.3)
08/17/20	H K Murtagh	1.20	Draft Trinity lease schedules (0.7); revise MUL lease/schedules (0.5)
08/18/20	H K Murtagh	1.60	Correspond with Trinity counsel regarding assumption/rejection matters (0.1); edits to MUL documents (0.5); telephone correspondence with A&M and company regarding railcar status (1.0)
08/20/20	A V Reilly	.90	Correspond with LW team regarding rejected lease (0.3); review omnibus rejection motion (0.6)
08/20/20	A Attarwala	.60	Review and analyze cure dispute issues (.6)
08/20/20	H K Murtagh	1.20	Review and analyze Caterpillar correspondence (0.2); telephone conference with A&M regarding assumption/cure (0.7); telephone conference with A&M and company regarding railcars (0.3)
08/21/20	A V Reilly	.50	Review POC filed by contract counterparty (0.3); correspond with LW team regarding rejection status (0.2)
08/21/20	H K Murtagh	.30	Telephone correspondence with A&M regarding trailer leases (0.3)
08/24/20	N Taousse	.20	Correspond with LW, HAK, A&M teams regarding assumption/rejection matter (0.2)
08/25/20	H K Murtagh	3.40	Review trailer financing documents and security/perfection regarding same(1.5); review trailer lessor proofs of claim (0.4); analyze railcar issues (0.9), telephone conference with company & A&M regarding same (0.4); telephone conference regarding railcars (0.2)
08/26/20	H K Murtagh	.30	Review MUL lease correspondence (0.2), correspond with Trinity regarding same (0.1)
08/27/20	H K Murtagh	.80	Telephone conference with trailer lease counterparty (0.5); telephone conference with A&M and company regarding railcars (0.3)
08/28/20	A V Reilly	.70	Telephone conference with A&M, LW, and HAK teams regarding cure schedule, rejected contracts list, and potential rejection motion (0.5); follow up call with HAK regarding same (0.2)
08/28/20	A Attarwala	.40	Review and analyze cure schedule and rejection issues

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LATHAM & WATKINS LLP

Invoice No. 2000610071
 September 25, 2020
 Matter Name: Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			(0.3); correspond with LW team regarding same (0.1)
08/28/20	H K Murtagh	.80	Telephone conference with A&M and company regarding railcar issues (0.3); telephone conference with A&M regarding contract rejections (0.5)
08/28/20	N Taousse	.40	Teleconference with team regarding Endeco matter (0.4)
08/29/20	H K Murtagh	2.50	Draft trailer lease amendment (2.5)
08/30/20	A Attarwala	.20	Correspond with LW team regarding contract assumption and assignment issues (0.2)
08/30/20	H K Murtagh	1.30	Continue drafting trailer lease amendment (1.3)
08/31/20	H K Murtagh	1.50	Continue drafting trailer lease amendment (1.5)

A V Reilly	2.30	Hrs. @	\$ 1,085.00/hr.	\$ 2,495.50
H K Murtagh	37.80	Hrs. @	\$ 1,055.00/hr.	\$ 39,879.00
A Attarwala	2.40	Hrs. @	\$ 955.00/hr.	\$ 2,292.00
S C Lee	.10	Hrs. @	\$ 815.00/hr.	\$ 81.50
N Taousse	.60	Hrs. @	\$ 815.00/hr.	\$ 489.00
	<u>43.20</u>			<u>\$ 45,237.00</u>

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LATHAM & WATKINS LLP

Invoice No. 2000610071
 September 25, 2020
 Matter Name: Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/03/20	A Attarwala	.70	Review and analyze vendor and utility issues (0.7)
08/04/20	A Attarwala	.40	Review and analyze utility objection (0.4)
08/04/20	A L Steiger	2.60	Draft Settlement Motion (2.6)
08/05/20	A Attarwala	.60	Review and analyze vendor issues (0.6)
08/05/20	B S Rosen	.50	Review additional adequate assurance request (0.5)
08/05/20	N Taousse	.20	Correspond with LW team regarding utilities matters regarding utility provider's attorney inbound (0.2)
08/06/20	N Taousse	.20	Correspond with LW team regarding utility provider inbound (0.2)
08/07/20	B S Rosen	.60	Review additional adequate assurance request (0.6)
08/07/20	N Taousse	.20	Communications with LW team regarding utility provider inbound (0.2)
08/10/20	A V Reilly	1.00	Review draft of 9019 motion (0.5): review state court documents in connection with same (0.5)
08/10/20	N Taousse	.10	Correspond with LW team regarding utilities matter (0.1)
08/11/20	A V Reilly	2.40	Review and revise 9019 motion (2.4)
08/11/20	A Attarwala	.90	Review and revise 9019 motion (0.9)
08/11/20	A L Steiger	1.20	Update BMS Settlement Motion (1.2)
08/12/20	A V Reilly	.20	Correspond with LW and A&M teams regarding utility demands (0.2)
08/12/20	B S Rosen	.20	Coordinate concerning adequate assurance requests (0.2)
08/12/20	A L Steiger	1.20	Incorporate changes to BMS Settlement Motion (1.2)
08/13/20	B S Rosen	.80	Correspond with utility provider concerning adequate assurance (0.8)
08/20/20	A L Steiger	.90	Revise BMS settlement motion (0.9)
08/21/20	A V Reilly	1.20	Telephone conference with L. Dempsey regarding accounts receivable claim (0.3); review docket for customer bankruptcy case (0.7); email L. Dempsey regarding same (0.2)
08/21/20	A Attarwala	.20	Review and finalize BMS 9019 motion for filing (0.2)

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Invoice No. 2000610071
September 25, 2020
Matter Name: Business Operations

A V Reilly	4.80	Hrs. @	\$ 1,085.00/hr.	\$ 5,208.00
A Attarwala	2.80	Hrs. @	\$ 955.00/hr.	\$ 2,674.00
N Taousse	.70	Hrs. @	\$ 815.00/hr.	\$ 570.50
B S Rosen	2.10	Hrs. @	\$ 695.00/hr.	\$ 1,459.50
A L Steiger	5.90	Hrs. @	\$ 590.00/hr.	\$ 3,481.00
	<u>16.30</u>			<u>\$ 13,393.00</u>

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LATHAM & WATKINS LLP

Invoice No. 2000610071
 September 25, 2020
 Matter Name: Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/03/20	K Simon	.90	Telephone conference with A&M regarding case status (0.3); review and analyze follow-up issues (0.6)
08/03/20	H K Murtagh	.60	Review and analyze amended agenda, updated filings (0.6)
08/03/20	A L Steiger	.90	Review and update Case Calendar (0.2); review documents and precedent relevant to drafting Settlement Motion (0.7)
08/04/20	D A Hammerman	.30	Attend part of Second Day Hearing (0.3)
08/04/20	K Simon	1.30	Prepare for and attend second day hearing (1.3)
08/04/20	A Attarwala	1.10	Prepare for and telephonically attend Second Day hearing (1.1)
08/04/20	J W Grimley	.50	Prepare for and attend hearing (0.5)
08/04/20	K Richardson	.60	Attend part of second day hearing (0.6)
08/04/20	D H Lee	.30	Attend via teleconference second day hearing (0.3)
08/04/20	B S Rosen	.10	Review and analyze case calendar (0.1)
08/04/20	N Taousse	.70	Teleconference with advisors regarding work in progress and status (0.4); communications with K. Simon, PW, M. Skolos regarding long term NDA (0.3)
08/04/20	A L Steiger	1.50	Update Case Calendar (0.4); attend case strategy call with advisors (0.5); attend second day hearing (0.4); review intake issues (0.2)
08/05/20	K Simon	.90	Review and comment on documents to be filed (0.9)
08/06/20	K Simon	1.30	Review and comment on documents to be filed (0.7); correspond with team regarding same (0.6)
08/06/20	S C Lee	3.60	Review and revise parties in interest list (3.6)
08/10/20	S C Lee	.10	Analyze parties in interest list (0.1)
08/10/20	B S Rosen	.10	Review and revise case calendar (0.1)
08/10/20	A L Steiger	2.50	Contact potential creditor for inquiry intake (0.2); update case calendar (0.4); update BMS Settlement Motion (1.9)
08/11/20	A V Reilly	1.60	Telephone conference with advisors regarding status of open items (0.3); telephone conference with K. Simon regarding same (0.4); review and revise case calendar (0.2); review and comment on witness and exhibit list (0.2); attend status telephone conference with LW and other advisors (0.5)

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LATHAM & WATKINS LLP

Invoice No. 2000610071
 September 25, 2020
 Matter Name: Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/11/20	A Attarwala	.40	Prepare for and attend telephone conference with LW team and other advisors regarding work in process (0.4)
08/11/20	H K Murtagh	.30	Telephone conference with LW team and other advisors regarding work in progress (0.3)
08/11/20	S C Lee	.30	Conference call with A&M and Lazard regarding case status (0.3)
08/11/20	N Taousse	.30	Teleconference with advisors regarding work in progress (0.3)
08/11/20	A L Steiger	.90	Update case calendar (0.9)
08/12/20	A V Reilly	.50	Prepare for weekly status call (0.2); review and comment on witness and exhibit list (0.3)
08/14/20	W R Baker III	.40	Review Reuters article (0.2); correspond with K. Simon and C. Homer (0.2)
08/14/20	C Homer	.60	Prepare for telephone conference regarding the legal strategy for addressing skewed Reuters coverage of Hi-Crush financials (0.2); participate on telephone conference regarding the legal strategy for addressing skewed Reuters coverage of Hi-Crush financials (0.4)
08/17/20	B S Rosen	.10	Review case calendar (0.1)
08/17/20	A L Steiger	.70	Revise case calendar (0.7)
08/18/20	A V Reilly	.70	Review and comment on case calendar (0.2); attend weekly status telephone conference with advisors (0.5)
08/18/20	A Attarwala	.40	Communications with LW team regarding case status and next steps (0.4)
08/18/20	K Richardson	.40	Telephone conference with working group regarding bankruptcy matters (0.4)
08/18/20	N Taousse	.40	Teleconference with advisors regarding work in progress (0.4)
08/18/20	A L Steiger	1.90	Update case calendar (1.9)
08/21/20	K Simon	.80	Telephone conference with client (0.5); correspond with team regarding next steps (0.3)
08/21/20	R C Weber-Levine	.80	Telephone conference with LW team regarding confirmation process (0.6); related communications with LW team regarding same (0.2)
08/24/20	K Simon	.70	Telephone conference with client (0.4); correspond with

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LATHAM & WATKINS LLP

Invoice No. 2000610071
 September 25, 2020
 Matter Name: Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			team regarding next steps (0.3)
08/25/20	K Simon	.40	Phone call with client (0.4)
08/25/20	A V Reilly	.60	Review and revise case calendar (0.3); correspond with A. Attarwala regarding status and open items (0.3)
08/25/20	A Attarwala	.60	Telephone conference with LW team, A&M, Lazard regarding status and next steps (0.6)
08/25/20	K Richardson	.30	Correspond with working group regarding bankruptcy matters (0.3)
08/25/20	A L Steiger	.40	Update case calendar (0.4)
08/26/20	K Simon	.90	Review documents to be filed (0.9)
08/27/20	K Simon	.80	Review documents to be filed (0.8)
08/28/20	K Simon	.90	Review documents to be filed (0.9)
08/28/20	A V Reilly	.10	Review case calendar (0.1)
08/28/20	E P Hall	1.50	Attend to correspondence regarding case administration matters (0.4); prepare emergence checklist (1.1)

W R Baker III	.40	Hrs. @	\$ 1,515.00/hr.	\$ 606.00
K Simon	8.90	Hrs. @	\$ 1,365.00/hr.	\$ 12,148.50
D A Hammerman	.30	Hrs. @	\$ 1,225.00/hr.	\$ 367.50
A V Reilly	3.50	Hrs. @	\$ 1,085.00/hr.	\$ 3,797.50
J W Grimley	.50	Hrs. @	\$ 1,085.00/hr.	\$ 542.50
K Richardson	1.30	Hrs. @	\$ 1,075.00/hr.	\$ 1,397.50
H K Murtagh	.90	Hrs. @	\$ 1,055.00/hr.	\$ 949.50
C Homer	.60	Hrs. @	\$ 995.00/hr.	\$ 597.00
A Attarwala	2.50	Hrs. @	\$ 955.00/hr.	\$ 2,387.50
D H Lee	.30	Hrs. @	\$ 895.00/hr.	\$ 268.50
S C Lee	4.00	Hrs. @	\$ 815.00/hr.	\$ 3,260.00
N Taousse	1.40	Hrs. @	\$ 815.00/hr.	\$ 1,141.00
B S Rosen	.30	Hrs. @	\$ 695.00/hr.	\$ 208.50
R C Weber-Levine	.80	Hrs. @	\$ 695.00/hr.	\$ 556.00

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Invoice No. 2000610071
September 25, 2020
Matter Name: Case Administration

E P Hall	1.50	Hrs. @	\$ 590.00/hr.	\$ 885.00
A L Steiger	<u>8.80</u>	Hrs. @	\$ 590.00/hr.	<u>\$ 5,192.00</u>
	36.00			\$ 34,304.50

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LATHAM & WATKINS LLP

Invoice No. 2000610071
 September 25, 2020
 Matter Name: Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/10/20	A Attarwala	.90	Review and analyze claim settlement issues (0.9)
08/17/20	A Attarwala	.70	Review and analyze claim issues regarding rights offering (0.7)
08/19/20	A V Reilly	2.50	Review claims register and prepare summary of material claims in connection with rights offering mechanics (2.2); emails with K. Simon and A&M regarding same (0.3)
08/20/20	A V Reilly	.30	Correspondence with HAK regarding response to bar date question (0.3)
08/24/20	A V Reilly	.30	correspond with A&M regarding filed claims (0.3)
08/27/20	A V Reilly	3.20	Telephone conference with PW regarding claims analysis for purposes of rights offering (0.6); review proofs of claim and summary chart (1.4); follow up with A&M regarding lien release (0.2); correspond with KCC regarding proofs of claim (0.3); telephone conference with A&M regarding claims analysis (0.7)
08/28/20	A V Reilly	.60	Telephone conference with M. Skolos regarding proof of claim filed by litigation counterparty (0.4); follow up with A&M regarding same (0.2)
08/31/20	A V Reilly	.50	Correspond with A&M regarding general unsecured claims (0.2); revise claims analysis chart (0.3)

A V Reilly	7.40	Hrs. @	\$ 1,085.00/hr.	\$ 8,029.00
A Attarwala	<u>1.60</u>	Hrs. @	\$ 955.00/hr.	<u>\$ 1,528.00</u>
	9.00			\$ 9,557.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT
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LATHAM & WATKINS LLP

Invoice No. 2000610071
 September 25, 2020
 Matter Name: Corporate Governance and Board Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/04/20	T J Lavelle	1.00	Attend virtual hearing and review case calendar (1.0)
08/05/20	T J Lavelle	.80	Review Form 10-Q (0.8)
08/13/20	R J Maierson	.50	Review Reuters article; call with HCR team to discuss (0.5)
08/20/20	D H Lee	.70	Review Colorado and Texas limited liability companies act (0.4); review organizational documents (0.3)
08/21/20	D H Lee	.50	Review organizational documents of subsidiaries in connection with exit financing (0.5)
08/24/20	D H Lee	.40	Review organizational materials in connection with exit financing (0.2); telephone discussion with Latham finance team to discuss opinions (0.2)
08/26/20	D H Lee	.60	Review existing LLC agreement for Hi-Crush Holdings (0.4); draft email correspondence regarding checklist (0.2)
08/28/20	D H Lee	1.40	Review and revise draft checklist (1.0); review transaction documents in connection with same (0.4)
08/31/20	D H Lee	.50	Correspond with E. Schoppe regarding corporate deliverables checklist (0.3); research SEC guidance on and precedents of Form T-3 (0.2)

R J Maierson	.50	Hrs. @	\$ 1,455.00/hr.	\$ 727.50
T J Lavelle	1.80	Hrs. @	\$ 1,120.00/hr.	\$ 2,016.00
D H Lee	<u>4.10</u>	Hrs. @	\$ 895.00/hr.	<u>\$ 3,669.50</u>
	6.40			\$ 6,413.00

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LATHAM & WATKINS LLP

Invoice No. 2000610071
 September 25, 2020
 Matter Name: Employee Benefits and Pensions

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/03/20	B Williamson	.30	Conduct analysis regarding RSU issues (0.3)
08/04/20	B Williamson	.30	Communication with L. Segall regarding RSU issues (0.1); conduct analysis regarding RSU issues (0.2)
08/04/20	L J Segall	.30	Correspond with B. Williamson regarding RSUs (0.1); follow up regarding same (0.2)

B Williamson	.60	Hrs. @	\$ 1,515.00/hr.	\$ 909.00
L J Segall	<u>.30</u>	Hrs. @	\$ 1,085.00/hr.	<u>\$ 325.50</u>
	.90			\$ 1,234.50

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LATHAM & WATKINS LLP

Invoice No. 2000610071
 September 25, 2020
 Matter Name: Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/03/20	A C Davis	.60	Correspond with K. Simon regarding retention matters (0.2); review and analyze materials regarding same (0.2); correspond with M. Stubbs regarding same (0.2)
08/05/20	A C Davis	.20	Correspond with A. Reilly regarding status of retention application and parties in interest list (0.2)
08/06/20	N Taousse	.30	Correspond with A&M, HAK, LW teams regarding OCP matters and UST comments regarding same (0.1); review same (0.2)
08/06/20	A C Davis	.30	Correspond with S. Lee regarding updates to interested parties list and LW connections check (0.3)
08/07/20	A C Davis	1.10	Review US Trustee's comments on LW retention order (0.2); correspond with K. Simon regarding same (0.2); revise LW retention order to address US Trustee's comments and review related precedent (0.5); email A. Attarwala regarding LW first monthly fee statement (0.2)
08/09/20	A C Davis	.30	Revise LW retention order based on edits from K. Simon (0.1); correspond with K. Simon regarding same (0.1); correspond A. Harper regarding same (0.1)
08/10/20	A V Reilly	.20	Correspond with A. Davis regarding retention application (0.2)
08/10/20	A C Davis	.20	Telephone conference with K. Simon regarding UST comments on LW retention order (0.1); correspond with A. Attarwala regarding LW first monthly fee application (0.1)
08/11/20	A V Reilly	.80	Telephone conference with A. Attarwala and A. Davis regarding fee applications (0.3); correspond with billing regarding pro formas (0.1); correspond with LW and A&M team regarding OCP order (0.2); review pro formas (0.2)
08/11/20	A Attarwala	.30	Telephone conference with A. Reilly and A. Davis regarding fee applications and reporting (0.3)
08/11/20	A C Davis	.40	Telephone conference with A. Reilly and A. Attarwala regarding preparation of monthly fee statements (0.3); correspond with same regarding same (0.1)
08/12/20	A V Reilly	2.60	Review and revise pro formas (2.6)
08/14/20	A C Davis	.30	Review and analyze updated LW connections check results (0.2); email A. Reilly regarding same (0.1)
08/18/20	A Attarwala	.80	Draft fee statement template (0.8)
08/19/20	K Simon	.90	Analyze monthly fee statement (0.9)

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Invoice No. 2000610071
 September 25, 2020
 Matter Name: Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/19/20	A V Reilly	.40	Review updated pro formas for LW fee statement (0.4)
08/19/20	N Taousse	5.20	Review invoice for privilege and UST guidelines (5.2)
08/20/20	K Simon	.80	Analyze monthly fee statement (0.8)
08/20/20	N Taousse	.40	Review final LW invoice draft (0.3); correspond with LW team regarding same (0.1)
08/20/20	A C Davis	.30	Correspond with LW team and C. Thomson regarding first monthly fee application (0.3)
08/25/20	A Attarwala	.50	Draft fee statement (0.5)
08/25/20	A C Davis	.20	Correspond with A. Attarwala and LW support staff regarding preparation of monthly fee statement (0.2)
08/25/20	N E Stevenson	1.00	Prepare finance reports to support bankruptcy fee application (1.0)
08/26/20	A V Reilly	.40	Review OCP declaration of disinterestedness (0.2); correspondence with LW and HAK regarding same (0.2)
08/26/20	B S Rosen	.10	Review conflicts question (0.1)
08/26/20	N Taousse	.40	Correspond with A. Reilly, HAK regarding declaration of disinterestedness (0.2); review same (0.2)
08/26/20	N E Stevenson	1.00	Complete preparing financial reports to support bankruptcy fee application (1.0)
08/27/20	A Attarwala	2.00	Draft and revise monthly fee application (1.5); correspond with LW team regarding process (0.5)
08/27/20	A C Davis	.30	Correspond with A. Attarwala and LW support staff regarding LW first monthly fee statement (0.3)
08/28/20	A Attarwala	.30	Review and finalize monthly fee statement (0.3)
08/28/20	A C Davis	.20	Correspond with LW staff and A. Attarwala regarding first monthly fee statement (0.2)

K Simon	1.70	Hrs. @	\$ 1,365.00/hr.	\$ 2,320.50
A V Reilly	4.40	Hrs. @	\$ 1,085.00/hr.	\$ 4,774.00
A Attarwala	3.90	Hrs. @	\$ 955.00/hr.	\$ 3,724.50
N Taousse	6.30	Hrs. @	\$ 815.00/hr.	\$ 5,134.50
B S Rosen	.10	Hrs. @	\$ 695.00/hr.	\$ 69.50

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LATHAM & WATKINS LLP

Invoice No. 2000610071
September 25, 2020
Matter Name: Employment and Fee Applications

A C Davis	4.40	Hrs. @	\$ 850.00/hr.	\$ 3,740.00
N E Stevenson	<u>2.00</u>	Hrs. @	\$ 390.00/hr.	<u>\$ 780.00</u>
	22.80			\$ 20,543.00

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LATHAM & WATKINS LLP

Invoice No. 2000610071
 September 25, 2020
 Matter Name: Employment and Fee Application Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/11/20	N Taousse	.50	Correspond with HAK and LW teams regarding UST's informal comments to OCP motion (0.1); review same comments (0.2); review correspondence regarding same (0.2)
08/12/20	N Taousse	1.20	Correspond with LW, A&M, HAK regarding UST's informal objections to OCP motion (0.3); prepare for and attend teleconference with UST regarding same (0.7); follow-up correspond with team regarding same (0.2)
N Taousse	<u>1.70</u>	Hrs. @	<u>\$ 815.00/hr.</u>
	1.70		\$ 1,385.50

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LATHAM & WATKINS LLP

Invoice No. 2000610071
 September 25, 2020
 Matter Name: Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/02/20	S R Pollack	.20	Correspond with LW team regarding coordination of financing closing deliverables, including preparation of insurance certificates (0.2)
08/03/20	K Simon	.70	Review and analyze issues regarding 2nd day hearing (0.7)
08/03/20	A Attarwala	.20	Correspond with lenders regarding final DIP issues (0.2)
08/03/20	K Schoonveld	.70	Attention to JPM lost certificate affidavit (0.4); coordinating with paralegal to file UCC-3 partial releases for asset sale (0.3)
08/03/20	G D Grocke	.10	Arrange for filing of UCC amendments (0.1)
08/04/20	A Attarwala	.40	Review and analyze final DIP issues (0.4)
08/04/20	E L Schoppe	.60	Review and revise certificates related to the issuance of stock certificates to serve as collateral (0.6)
08/04/20	K Schoonveld	1.00	Correspond with L. Dempsey to obtain original signatures on possessory collateral and coordinate delivery to STB (0.6); participate in second day hearing (0.4)
08/04/20	G D Grocke	.10	Review and analyze file-stamped UCC amendments and forward same to K. Schoonveld (0.1)
08/05/20	K Schoonveld	.30	Correspond with L. Dempsey and M. Skolos on delivery of possessory collateral for Company signatures (0.3)
08/10/20	S C Ollivierre	1.50	Correspond with A&M, Company on reporting package (0.4); review of credit documentation regarding same(1.1)
08/11/20	K Schoonveld	.20	Correspond with L. Dempsey on delivery of possessory collateral for Company signatures (0.2);
08/13/20	S C Ollivierre	.50	Correspond with H. Murtagh regarding case timing (0.5)
08/13/20	K Schoonveld	.50	Review and analyze partial UCC-3 release (0.2); correspond with STB regarding inquiry regarding FL stamp tax (0.3)
08/13/20	G D Grocke	.40	Prepare UCC partial release amendments (0.3); forward same to K. Schoonveld for review (0.1)
08/14/20	K Schoonveld	.30	Participate in Disclosure Statement Hearing (0.3)
08/14/20	G D Grocke	.20	Arrange for filing of UCC partial release (0.2)
08/17/20	G D Grocke	.10	Review file-stamped UCC partial release (0.1)
08/18/20	S C Ollivierre	1.00	Correspond with LW team regarding exit financing, schedules, exhibits (1.0)

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Invoice No. 2000610071
 September 25, 2020
 Matter Name: Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/18/20	K Schoonveld	.80	Participate in 341 meeting (0.6); confirming receipt of acknowledgement for possessory collateral from STB (0.2)
08/20/20	S C Ollivierre	1.40	Review and comment to closing checklist, schedules, opinion (1.4)
08/20/20	K Schoonveld	1.50	Correspond with corporate team on clean-up items for organizational documents under ABL Exit facility (0.5); attention to ABL Exit Facility schedules (0.2); attention to organizational documents (0.8)
08/21/20	K Schoonveld	1.00	Coordinate with corporate team on clean-up items for organizational documents under ABL Exit facility (0.5); attention to ABL Exit checklist (0.5)
08/24/20	S C Ollivierre	1.20	Review and analyze credit documents (1.2)
08/24/20	K Schoonveld	2.10	Coordinate with corporate team on clean-up items for organizational documents under ABL Exit facility (0.5); Coordinating with the Company on ABL Exit schedules and materiality of entities for local counsel opinions (0.6); attention to ancillary documents for ABL Exit facility (1.0)
08/25/20	S C Ollivierre	1.00	Telephone conference with L&W team regarding financing issues (1.0)
08/25/20	K Schoonveld	2.50	Coordinate with paralegals to place orders for lien searches and organizational documents (0.5); coordinate with company on insurance certificates and organizational documents (0.4); review and analyze ABL Exit ancillary documents (1.6)
08/25/20	R Deleon	.30	Review correspondence from K. Schoonveld regarding lien searches (0.1); correspond with service company regarding same (0.1); review cost estimate for lien searches and correspond with K. Schoonveld attaching same (0.1)
08/25/20	E Shcherbakova	1.00	Review organizational documents (0.4); correspond with vendor regarding organizational documents (0.2); compile governing documents (0.3); in-firm correspondence regarding organizational and governing documents (0.1)
08/26/20	S C Ollivierre	1.50	Telephone conference with LW team regarding financing issues (1.5)
08/26/20	K Schoonveld	3.60	Attention to insurance certificates and updated organizational documents (0.8); attention to Latham legal opinion and backup certificates (1.5); attention to ancillary documents for ABL Exit facility (0.8); telephone conference with L. Dempsey regarding outstanding debt requests (0.3); coordinate with LW corporate team on A&R

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Invoice No. 2000610071
 September 25, 2020
 Matter Name: Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			LLCA for Hi-Crush Holdings LLC (0.2)
08/26/20	R Deleon	.30	Correspond with K. Schoonveld regarding scope of lien searches (0.3)
08/27/20	K Schoonveld	1.40	Coordinate with company on outstanding debt requests (0.6); coordinate with local counsel on opinions (0.5); attention to Latham legal opinion (0.3)
08/28/20	S C Ollivierre	1.00	Review documents regarding financing matters (1.0)
08/28/20	S R Pollack	.20	Correspond with local counsels to coordinate local counsel opinions (0.2)
08/28/20	K Schoonveld	2.90	Coordinate with company on outstanding debt requests (0.9); coordinate with local counsel on opinions (1.1); attention to Latham legal opinion (0.3); attention to insurance certificates (0.6)
08/28/20	N Taousse	.30	Correspond with LW Banking regarding exit ABL opinion (0.3)
08/28/20	E Shcherbakova	.10	Correspondence regarding organizational documents (0.1)
08/31/20	E L Schoppe	1.40	Research securities law matters as related to the rights offering and issuance of notes (0.9); review precedent in connection with same (0.5)
08/31/20	K Schoonveld	.30	Coordinating with A&M on compliance certificates (0.3)
K Simon	.70	Hrs. @	\$ 1,365.00/hr. \$ 955.50
S C Ollivierre	9.10	Hrs. @	\$ 1,145.00/hr. \$ 10,419.50
S R Pollack	.40	Hrs. @	\$ 1,055.00/hr. \$ 422.00
E L Schoppe	2.00	Hrs. @	\$ 995.00/hr. \$ 1,990.00
A Attarwala	.60	Hrs. @	\$ 955.00/hr. \$ 573.00
K Schoonveld	19.10	Hrs. @	\$ 815.00/hr. \$ 15,566.50
N Taousse	.30	Hrs. @	\$ 815.00/hr. \$ 244.50
R Deleon	.60	Hrs. @	\$ 435.00/hr. \$ 261.00
G D Grocke	.90	Hrs. @	\$ 435.00/hr. \$ 391.50
E Shcherbakova	1.10	Hrs. @	\$ 260.00/hr. \$ 286.00
	<u>34.80</u>		<u>\$ 31,109.50</u>

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Invoice No. 2000610071
 September 25, 2020
 Matter Name: Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/02/20	B T Denton	.30	Attend to second day hearing preparation (0.3)
08/04/20	B T Denton	.70	Prepare for and participate in second day hearing (0.7)
08/04/20	A R DeLisi	.70	Review docket for potential litigation issues and confer with bankruptcy team regarding same (0.5); attend second day hearing to monitor for litigation issues (0.2)
08/04/20	C Bernal-Ramirez	.30	Attend second day hearing (0.3)
08/07/20	H K Murtagh	.80	Review Wisconsin tort complaints and discuss with LW team (0.8)
08/10/20	E C Arnold	.70	Attention to research regarding docket (0.4); correspond with A. Reilly and V. Towns regarding same (0.3)
08/10/20	V Towns	.70	Research and transmit Harris County District Court docket and documents in Black Mountain Sand v. FB Industries for E. Arnold (.7)
08/17/20	B T Denton	.10	Emails regarding Wisconsin Tort Claimants (0.1)
08/17/20	A V Reilly	.50	Review motion to lift stay filed by tort claimants (0.5)
08/18/20	B T Denton	1.50	Prepare for and participate in telephone conference regarding Wisconsin tort claimants (0.5); correspond with N. Taousse regarding same (0.3); correspond with LW team regarding same (0.7)
08/18/20	A R DeLisi	.70	Telephone conference with LW team regarding strategy to respond to objection (0.5); correspond with same regarding same (0.2)
08/19/20	B T Denton	1.00	Prepare for and participate in telephone conference with team regarding Wisconsin tort claimants' discovery requests (1.0)
08/19/20	A V Reilly	.90	Telephone conference with company and local counsel regarding stay relief motion and discovery request (0.7); review discovery request (0.2)
08/19/20	A R DeLisi	.90	Telephone conference with HCR local Wisconsin counsel for procedural background on plaintiffs who filed objection and to discuss strategy of objection (0.9)
08/20/20	B T Denton	.30	Correspond with team regarding Wisconsin discovery and response to plaintiff (0.3)
08/20/20	A R DeLisi	.30	Prepare for and participate in telephone conference with LW team regarding strategy in how to respond to plaintiff's counsel motion to lift stay (0.3)

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 Matter Name: Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/21/20	B T Denton	.30	Attend to discovery requests and document production (0.3)
08/23/20	A R DeLisi	1.40	Revise draft objection to Wisconsin Tort Claimants' motion to lift the stay (1.4)
08/24/20	A R DeLisi	.90	Review and analyze Wisconsin Tort Claimant's' objection and discovery demands and Debtors' insurance policies for background on objection (0.9)
08/25/20	B T Denton	.20	Correspond with LW Team regarding proposed response to Wisconsin tort claimants (0.2)
08/25/20	A R DeLisi	1.70	Revise draft objection to Wisconsin Tort Claimants' motion to lift stay and confer with R. Jones regarding same (1.2); prepare for and participate in telephone conference with P. Hughes and bankruptcy team regarding discovery exchanges and motion to lift stay (0.5)
08/26/20	B T Denton	1.80	Draft and revise brief in opposition to lifting stay (1.8)
08/26/20	A R DeLisi	1.30	Revise draft opposition to Wisconsin Tort Claimant's' motion to lift stay (1.0); confer with B. Denton regarding same (0.3)
08/27/20	B T Denton	.70	Attend to brief and declaration in opposition to motion to lift stay (0.7)
08/28/20	A R DeLisi	2.60	Revise draft objection brief to Wisconsin Tort Claimants' motion to lift stay and draft declaration from local Wisconsin counsel in support of same (2.6)
08/29/20	B T Denton	1.20	Revise brief and declaration in opposition to motion to lift stay (1.2)
08/29/20	A V Reilly	.70	Review lift stay objection (0.7)
08/30/20	B T Denton	.30	Revise objection to motion to lift stay (0.3)
08/30/20	A R DeLisi	.50	Revise draft objection to lift stay motion and supporting declaration and circulate revised drafts of same (0.5)
08/31/20	B T Denton	1.70	Telephone conference with local counsel and team regarding motion to lift stay (0.7); attend to edits to brief and strategic issues (1.0)
08/31/20	A V Reilly	.50	Correspond with LW and HAK teams regarding lift stay motion (0.5)
08/31/20	A R DeLisi	2.70	Prepare for and participate in telephone conference with K. Simon, T. Davidson, and team regarding strategy on opposition to lift-stay motion (0.6); revise draft objection to

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 Matter Name: Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>		
			incorporate edits from team (2.1)		
B T Denton	10.10	Hrs. @	\$ 1,180.00/hr.		\$ 11,918.00
A V Reilly	2.60	Hrs. @	\$ 1,085.00/hr.		\$ 2,821.00
H K Murtagh	.80	Hrs. @	\$ 1,055.00/hr.		\$ 844.00
A R DeLisi	13.70	Hrs. @	\$ 995.00/hr.		\$ 13,631.50
C Bernal-Ramirez	.30	Hrs. @	\$ 590.00/hr.		\$ 177.00
E C Arnold	.70	Hrs. @	\$ 480.00/hr.		\$ 336.00
V Towns	<u>.70</u>	Hrs. @	\$ 370.00/hr.	<u></u>	<u>\$ 259.00</u>
	28.90				\$ 29,986.50

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Invoice No. 2000610071

September 25, 2020

Matter Name: Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/06/20	A V Reilly	.50	Correspond with HAK and A&M regarding creditor inquiries (0.5)
08/07/20	N Taousse	.50	Review inbound from litigation parties' attorney regarding extension of bar date (0.1); correspond with LW team, PW regarding same (0.4)
08/10/20	A V Reilly	1.10	Attention to emails regarding status of creditor inquiries (0.6); review proposed responses to creditor inquiries (0.5)
08/10/20	N Taousse	2.50	Review creditor bar date extension request and background documents regarding creditor's tort claims (1.1); correspond with LW, A&M teams regarding same (0.6); correspond with A. Steiger regarding creditor communication inbound (0.1); teleconference with P. Hughes, PW regarding bar date extension request (0.4); follow-up correspond with LW team, P. Hughes regarding same (0.3)
08/11/20	N Taousse	.20	Correspond with A&M, LW teams regarding creditor inbound (0.2)
08/12/20	A V Reilly	.50	Attention to negotiations with tort claimants (0.3); correspond with A&M regarding 341 meeting (0.2)
08/12/20	N Taousse	2.80	Review creditor inbound (0.2); correspond with LW, A&M, company regarding same (0.1); teleconference with same regarding same (0.3); review plan regarding same (0.2); review and analyze rights offering procedures regarding same (1.4); correspond with A. Reilly regarding same (0.2); teleconferences with creditor regarding same (0.4)
08/17/20	A V Reilly	.50	Call with HAK, A&M, and company regarding 341 meeting (0.5)
08/17/20	A Attarwala	.20	Telephone conference with creditor regarding GUC recoveries (0.2)
08/18/20	A V Reilly	1.20	Attend 341 meeting (0.7); follow up call with company and advisors regarding same (0.5)
08/18/20	N Taousse	.70	Attend 341 meeting (0.7)
08/18/20	A L Steiger	.30	Attend 341 meeting partially (0.3)
08/31/20	A Attarwala	.30	Telephone conference with A. Reilly and PW regarding plan supplement and next steps (0.3)
08/31/20	B S Rosen	.10	Attend to filing regarding interest holder letter (0.1)

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LATHAM & WATKINS LLP

Invoice No. 2000610071
 September 25, 2020
 Matter Name: Meetings and Communications with Creditors

A V Reilly	3.80	Hrs. @	\$ 1,085.00/hr.	\$ 4,123.00
A Attarwala	.50	Hrs. @	\$ 955.00/hr.	\$ 477.50
N Taousse	6.70	Hrs. @	\$ 815.00/hr.	\$ 5,460.50
B S Rosen	.10	Hrs. @	\$ 695.00/hr.	\$ 69.50
A L Steiger	<u>.30</u>	Hrs. @	\$ 590.00/hr.	<u>\$ 177.00</u>
	11.40			\$ 10,307.50

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LATHAM & WATKINS LLP

Invoice No. 2000610071
 September 25, 2020
 Matter Name: Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/03/20	K Simon	.60	Work on issues regarding plan documents (0.6)
08/04/20	A V Reilly	.20	Correspond with KCC regarding Disclosure statement motion and bar date issues (0.2)
08/04/20	A Attarwala	.10	Correspond with LW team regarding disclosure statement (0.1)
08/05/20	K Simon	.80	Analyze plan matters and next steps (0.8)
08/06/20	D H Lee	.40	Review case calendar and right offering procedures (0.4)
08/10/20	A Attarwala	.20	Correspond with LW team regarding disclosure statement hearing preparation (0.2)
08/11/20	B T Denton	.30	Attend to disclosure statement (0.3)
08/11/20	A Attarwala	.90	Review and analyze plan and disclosure statement issues in advance of disclosure statement hearing (0.7); correspond with LW team regarding same (0.2)
08/11/20	B S Rosen	.40	Revise disclosure statement notice (0.4)
08/12/20	K Simon	1.40	Review and comment on plan documents to be filed (0.9); correspond with team regarding same (0.5)
08/12/20	A V Reilly	3.70	Review precedent confirmation documents (0.8); correspond with LW team regarding confirmation documents (0.5); correspond with PW regarding disclosure statement hearing (0.3); prepare for hearing (2.1)
08/12/20	A Attarwala	1.80	Review and analyze plan and disclosure statement comments in advance of disclosure statement hearing (1.8)
08/12/20	H K Murtagh	1.10	Review surety disclosure statement objection (0.4), research regarding same (0.5), correspond with LW team regarding same (0.2)
08/12/20	A K Fatheazam	.50	Telephone conference with LW team regarding confirmation workstreams (0.5)
08/12/20	B S Rosen	.70	Revise disclosure statement order and exhibits (0.7)
08/12/20	N Taousse	.50	Teleconference with LW team regarding plan confirmation workstreams (0.5)
08/12/20	R C Weber-Levine	1.20	Telephone conference with LW team regarding confirmation order and briefing and related issues (0.6); review Lexon's objection to disclosure statement (0.3); update spreadsheet regarding: objections to Disclosure Statement(0.3)

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Invoice No. 2000610071
 September 25, 2020
 Matter Name: Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/13/20	K Simon	3.30	Review and comment on plan documents to be filed (1.7); correspond with team regarding same (0.6); prepare for hearing (1.0)
08/13/20	A V Reilly	7.10	Review and comment on objection tracking chart (0.2); review and revise disclosure statement cover letter (0.5); telephone conference with HAK regarding disclosure statement hearing (0.5); telephone conference with PW regarding hearing (0.3); correspond with LW team regarding resolutions to objections (0.5); review agenda (0.2); attention to revised disclosure statement and disclosure statement order (1.9); prepare for disclosure statement hearing (3.0)
08/13/20	A Attarwala	2.80	Review and analyze Disclosure statement objections (0.8); respond to same (1.2); prepare for hearing (.8)
08/13/20	H K Murtagh	1.40	Telephone conference and correspond with surety bond counsel regarding Disclosure statement motion objection (0.6); draft disclosure statement inserts (0.3); correspond with LW team and plan sponsors (0.5)
08/13/20	A K Fatheazam	1.00	Review and analyze disclosure statement regarding deal terms and potential confirmation issues (1.0)
08/13/20	B S Rosen	.80	Revise proposed disclosure statement order (0.8)
08/13/20	N Taousse	4.10	Correspond with LW team regarding confirmation order requested comments, Disclosure statement comments (0.3); revise and update the Disclosure statement (1.9); correspond with LW team regarding same (0.4); revise same per LW team comments (0.7); compile same (0.8)
08/13/20	R C Weber-Levine	.30	Update spreadsheet regarding informal objections to Confirmation (0.3)
08/14/20	B T Denton	.40	Attend disclosure statement hearing (0.4)
08/14/20	T J Lavelle	2.00	Review disclosure statement (0.5); attend disclosure statement hearing (0.5); review backstop agreement and related correspondence (1.0)
08/14/20	K Simon	1.40	Prepare for and attend hearing (0.6); work on follow up matters for solicitation (0.8)
08/14/20	A V Reilly	7.40	Prepare for disclosure statement hearing (4.6); attend disclosure statement hearing (0.3); review and comment on solicitation versions of plan and disclosure statement (2.5)
08/14/20	A Attarwala	.90	Review and finalize solicitation version of plan (0.9)

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/14/20	J W Grimley	.20	Attend disclosure statement hearing (0.2)
08/14/20	K Richardson	.20	Attend disclosure statement hearing (0.2)
08/14/20	K Richardson	.20	Correspondence with LW team regarding backstop agreement and ancillary bankruptcy matters (0.2)
08/14/20	D H Lee	.20	Attend disclosure statement hearing by teleconference (0.2)
08/14/20	D H Lee	.40	Review backstop agreement and prepare signature page for execution (0.4)
08/14/20	B S Rosen	3.60	Participate telephonically in disclosure statement hearing (0.2); prepare notices and ballots for solicitation (3.4)
08/14/20	N Taousse	2.20	Attend disclosure statement hearing (0.2); correspond with LW team regarding same (0.3); prepare solicitation version of the disclosure statement for filing (1.4); correspond with PW, LW teams regarding same (0.3)
08/14/20	R C Weber-Levine	.20	Review communications with Chevron regarding: confirmation and docket entries (0.2)
08/14/20	A L Steiger	.30	Attend Disclosure Statement Hearing (0.3)
08/15/20	A V Reilly	3.50	Review and comment on final solicitation versions of ballots and non-voting notices (2.8); correspond with LW and HAK team regarding filing of solicitation versions of documents (0.7)
08/15/20	A Attarwala	.20	Correspond with LW team regarding solicitation (0.2)
08/15/20	B S Rosen	.50	Review and revise various notices and ballots for solicitation (0.5)
08/15/20	N Taousse	1.00	Attend to solicitation version of disclosure statement (0.8); coordinate filing of same (0.2)
08/16/20	B S Rosen	.10	Review confirmation hearing publication notice (0.1)
08/17/20	T J Lavelle	2.00	Review backstop agreement (1.0); review correspondence regarding backstop agreement (0.5); review 8-K (0.5)
08/17/20	K Simon	1.10	Work on plan and solicitation issues (1.1)
08/17/20	A V Reilly	1.00	Review solicitation service plan from KCC (0.8); emails with LW team and KCC regarding solicitation issues (0.2)
08/17/20	A Attarwala	1.00	Review and analyze plan and disclosure statement solicitation issues (1.0)
08/17/20	D H Lee	.40	Review and finalize draft of Backstop Agreement (0.4)

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/17/20	B S Rosen	1.30	Review solicitation documentation and process (1.3)
08/18/20	T J Lavelle	.50	Review backstop agreement (0.5)
08/18/20	K Simon	.80	Work on plan and solicitation issues (0.8)
08/18/20	H K Murtagh	.50	Review cure claims notice draft (0.2); correspond with A&M regarding cure claim schedule (0.2); correspond with A. Attarwala regarding plan supplement (0.1)
08/18/20	R C Weber-Levine	.80	Review precedent confirmation briefing (0.3); conduct related case law research (0.3); conduct related communications with LW team (0.2)
08/19/20	K Simon	1.20	Work on plan supplement and solicitation issues (1.2)
08/19/20	H K Murtagh	.70	Telephone conference with company and local counsel regarding tort lift-stay and other plan/confirmation issues (0.7)
08/19/20	R C Weber-Levine	1.50	Draft confirmation briefing (1.0); conduct related case law research (0.3); conduct related communications with LW team (0.2)
08/20/20	K Simon	.90	Analyze plan supplement and solicitation issues (0.9)
08/20/20	A Attarwala	2.30	Review and analyze plan supplement deliverables (1.3); telephone conference with LW team regarding same (0.5); correspond with same regarding same (0.5)
08/20/20	H K Murtagh	.50	Teleconference with LW team regarding plan/confirmation workstreams (0.5)
08/20/20	A K Fatheazam	.50	Telephone conference with LW team regarding plan supplement (0.5)
08/20/20	N Taousse	.50	Teleconference with LW team regarding plan supplement tasks (0.5)
08/20/20	R C Weber-Levine	3.50	Communications with LW team regarding confirmation hearing and briefing (0.5); draft confirmation brief (1.4); review DOJ confirmation request (0.3); revise objection tracker (0.3); review precedent confirmation order and briefing (0.5); attend teleconference with LW team regarding confirmation next steps (0.5)
08/20/20	A L Steiger	.60	Telephone conference with LW team regarding plan supplement issues (0.6)
08/21/20	K Simon	1.10	Work on plan supplement and solicitation issues (1.1)
08/21/20	A Attarwala	.50	Telephone conference with LW team regarding plan

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			supplement tasks (0.5)
08/21/20	H K Murtagh	.80	Telephone conference with LW team regarding plan confirmation workstreams (0.8)
08/21/20	A K Fatheazam	6.60	Attend telephone conference with LW team regarding plan supplement and confirmation workstreams (0.3); review plan supplement workstream list (0.3); review confirmation objection chart (0.1); draft confirmation order (5.9)
08/21/20	N Taousse	.40	Teleconference with LW team regarding plan supplement task division (0.4)
08/22/20	A K Fatheazam	5.70	Revise confirmation order (3.9); review objections and correspondence on objections regarding same (0.6); review plan and disclosure statement regarding same (1.2)
08/24/20	K Simon	.90	Work on plan supplement and solicitation issues (0.9)
08/24/20	A Attarwala	1.00	Review and comment on confirmation order (1.0)
08/24/20	R C Weber-Levine	2.60	Review and analyze communications with Texas comptroller (0.3); update disclosure statement objection tracker accordingly (0.3); review and revise same (0.3); draft confirmation brief (0.7); review case law and incorporate into confirmation brief (1.0)
08/24/20	A L Steiger	.40	Correspond with LW team regarding retained causes of action schedule (0.4)
08/25/20	K Simon	1.20	Work on plan supplement issues (0.8); attend conference call regarding same (0.4)
08/25/20	A Attarwala	2.70	Review and analyze plan supplement issues (0.7); telephone conference with PW regarding same (0.3); correspond with K. Simon regarding same (0.4); review and comment on confirmation order (1.3)
08/25/20	D H Lee	.60	Prepare emergence checklist (0.6)
08/25/20	R C Weber-Levine	3.00	Review and analyze disclosure statement and plan (0.5); draft preliminary statement to confirmation brief (0.5); review first day declaration and related documents (0.5); review and revise confirmation brief (1.0); conduct related communications with LW team (0.5)
08/26/20	K Simon	1.30	Work on plan supplement issues (0.7); correspond with LW team regarding same (0.6)
08/26/20	A Attarwala	.80	Review and analyze plan supplement issues (0.2); correspond with LW team regarding same (0.6)

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/26/20	E P Hall	.60	Prepare emergence checklist (0.6)
08/26/20	R C Weber-Levine	1.50	Review and revise confirmation brief per Southern District of Texas precedent (1.0); conduct case law research regarding same (0.5)
08/27/20	K Simon	1.00	Work on plan supplement issues (0.5); correspond with LW team regarding same (0.5)
08/27/20	A Attarwala	1.40	Review and analyze plan supplement issues (0.4); comment on confirmation order (1.0)
08/27/20	H K Murtagh	.30	Telephone conference with LW team regarding plan confirmation workstreams (0.3)
08/27/20	E P Hall	2.30	Prepare emergence checklist (2.3)
08/27/20	J L Sherman	.40	Review and revise emergence checklist (0.4)
08/27/20	N Taousse	.40	Communications with LW team regarding status of plan supplement documents (0.4)
08/27/20	R C Weber-Levine	2.20	Review and revise confirmation brief (1.2); conduct case law research regarding same (0.5); summarize confirmation challenges (0.5)
08/28/20	K Simon	.80	Work on plan supplement issues (0.8)
08/28/20	A Attarwala	4.40	Correspond with LW team regarding plan supplement issues (1.1); review and comment on confirmation order (3.3)
08/28/20	R C Weber-Levine	.50	Update confirmation brief per new notices (0.3); conduct related communications with LW team (0.2)
08/29/20	A K Fatheazam	.90	Revise confirmation order (0.7); correspond with A. Attarwala regarding same (0.2)
08/31/20	K Simon	.70	Work on plan supplement issues (0.7)
08/31/20	K Simon	.70	Telephone conference regarding documents to file and next steps (0.7)
08/31/20	A V Reilly	.50	Correspond with corporate team regarding rights offering materials (0.1); review rights offering documents in advance of call with corporate team (0.2); telephone conference with PW regarding plan supplement documents (0.2)
08/31/20	A Attarwala	.30	Review and analyze outstanding plan issues (.3)
08/31/20	K Richardson	.20	Telephone conference with D. Lee regarding rights offering

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			(0.2)
08/31/20	R C Weber-Levine	.70	Review docket entries and shareholder objection (0.3); update confirmation objection tracker regarding same (0.2); conduct related communications with LW team (0.2)
K Simon	19.20	Hrs. @	\$ 1,365.00/hr. \$ 26,208.00
B T Denton	.70	Hrs. @	\$ 1,180.00/hr. \$ 826.00
T J Lavelle	4.50	Hrs. @	\$ 1,120.00/hr. \$ 5,040.00
A V Reilly	23.40	Hrs. @	\$ 1,085.00/hr. \$ 25,389.00
J W Grimley	.20	Hrs. @	\$ 1,085.00/hr. \$ 217.00
K Richardson	.60	Hrs. @	\$ 1,075.00/hr. \$ 645.00
H K Murtagh	5.30	Hrs. @	\$ 1,055.00/hr. \$ 5,591.50
A Attarwala	21.30	Hrs. @	\$ 955.00/hr. \$ 20,341.50
D H Lee	2.00	Hrs. @	\$ 895.00/hr. \$ 1,790.00
N Taousse	9.10	Hrs. @	\$ 815.00/hr. \$ 7,416.50
A K Fatheazam	15.20	Hrs. @	\$ 695.00/hr. \$ 10,564.00
B S Rosen	7.40	Hrs. @	\$ 695.00/hr. \$ 5,143.00
R C Weber-Levine	18.00	Hrs. @	\$ 695.00/hr. \$ 12,510.00
E P Hall	2.90	Hrs. @	\$ 590.00/hr. \$ 1,711.00
J L Sherman	.40	Hrs. @	\$ 590.00/hr. \$ 236.00
A L Steiger	1.30	Hrs. @	\$ 590.00/hr. \$ 767.00
	<u>131.50</u>		<u>\$ 124,395.50</u>

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Invoice No. 2000610071

September 25, 2020

Matter Name: Relief from Stay and Adequate Protection

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/10/20	A Attarwala	.50	Review and analyze lift stay request (0.5)
08/17/20	A Attarwala	.60	Review and analyze lift stay motion (0.4); correspond with LW team regarding same (0.2)
08/17/20	N Taousse	2.40	Attend to lift stay issue with tort claimants (2.4)
08/18/20	K Simon	1.20	Review lift-stay pleadings filed (0.7); correspond with team regarding same (0.5)
08/18/20	A Attarwala	.50	Review and analyze request to lift stay (0.3); correspond with LW team regarding same (0.2)
08/18/20	C R Jones	.40	Confer with client regarding motion to lift automatic stay (0.4)
08/18/20	N Taousse	1.80	Teleconference with team regarding tort claimants lift stay motion (0.4); attend to lift stay issue (1.4)
08/18/20	A L Steiger	.40	Telephone conference with LW team regarding Wisconsin Torts Claims matter (0.4)
08/19/20	C R Jones	.90	Confer with Wisconsin counsel regarding claims underlying claims in motion to lift automatic stay (0.9)
08/20/20	N Taousse	1.20	Teleconference with client, LW team, HAK, local counsel regarding tort claimants' lift stay matter (0.9); attend to lift stay issue (0.3)
08/21/20	C R Jones	3.50	Research and draft objection to Wisconsin plaintiffs' motion to lift automatic stay (3.5)
08/24/20	C R Jones	1.00	Conduct research into 5th Circuit case law relating to objection to motion to lift stay (1.0)
08/24/20	N Taousse	.10	Correspond with LW team, P. Hughes regarding lift stay and 3018 issues (0.1)
08/25/20	C R Jones	4.50	Research and draft objection to Wisconsin tort claimants' motion to lift stay (3.4); incorporate comments from A. Delisi and circulate draft objection to motion to stay to B. Denton (0.6); confer with Haynes & Boone regarding motion to lift stay and 3018 issues (0.5)
08/25/20	N Taousse	1.10	Correspond with K. Simon, LW litigation team regarding lift stay matter (0.7); teleconference with P. Hughes, LW team, HAK regarding lift stay and 3018 issues (0.4)
08/26/20	N Taousse	.50	Teleconference with K. Simon regarding tort claimants lift stay and 3018 matter (0.2); correspond with A&M, KCC regarding related issues (0.2); correspond with tort claimants' attorneys regarding lift stay and related matters

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Invoice No. 2000610071
 September 25, 2020
 Matter Name: Relief from Stay and Adequate Protection

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			(0.1)
08/27/20	N Taousse	1.60	Teleconference with J. Weber regarding tort claimants' lift stay matter (0.3); correspond with M. Skolos, Michael Best regarding same and insurance information (0.3); review and provide comments on lift stay objection (0.9); correspond with KCC regarding tort claimants' claims (0.1)
08/28/20	N Taousse	.70	Correspond with M. Skolos regarding tort claimants' lift stay matter (0.1); teleconference with same regarding same (0.3); correspond with Michael Best regarding objection draft (0.1); correspond with K. Simon regarding lift stay matter (0.2)
08/29/20	N Taousse	.30	Correspond with J. Weber regarding tort claimants lift stay matter (0.1); schedule teleconference with tort claimants' attorneys to discuss lift stay and related matters (0.1); correspond with LW team regarding lift stay objection (0.1)
08/30/20	N Taousse	.20	Correspond with team regarding lift stay matter with tort claimants (0.2)
08/31/20	C R Jones	.50	Confer with client regarding draft objection to motion to lift stay (0.5)
08/31/20	N Taousse	1.40	Teleconference with LW, HAK teams regarding objection to tort claimants' lift stay motion (0.5); teleconference with tort claimants regarding settlement negotiations regarding same (0.2); correspond with LW, HAK teams regarding same (0.3); correspond with P. Hughes regarding coverage and lift stay-related matters (0.2); teleconference with PW regarding related matters (0.2)

K Simon	1.20	Hrs. @	\$ 1,365.00/hr.	\$ 1,638.00
A Attarwala	1.60	Hrs. @	\$ 955.00/hr.	\$ 1,528.00
C R Jones	10.80	Hrs. @	\$ 895.00/hr.	\$ 9,666.00
N Taousse	11.30	Hrs. @	\$ 815.00/hr.	\$ 9,209.50
A L Steiger	.40	Hrs. @	\$ 590.00/hr.	\$ 236.00
	<u>25.30</u>			<u>\$ 22,277.50</u>

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 Matter Name: Reporting

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/03/20	A Attarwala	.70	Review and comment on schedules and global notes (0.7)
08/04/20	A Attarwala	.50	Review and comment on schedule and SOFA global notes (0.5)
08/05/20	A V Reilly	2.30	Review and revise global notes for schedules and statements (1.8); correspond with LW and A&M team regarding SOFAs (0.5)
08/05/20	D H Lee	.50	Review revised draft of Form 10-Q (0.5)
08/05/20	A C Davis	1.60	Correspond with A. Attarwala and A. Reilly regarding professional fee payments for SOFA schedule (0.4); review and analyze information related to same (0.7); communications with LW staff regarding same (0.5)
08/10/20	A V Reilly	1.80	Review updated global notes and schedules and statements (1.8)
08/10/20	D H Lee	.60	Analyze no action letters and rules regarding deregistration of shares during Chapter 11 (0.6)
08/11/20	A V Reilly	.40	Review updated schedules and statements (0.4)
08/11/20	A Attarwala	.60	Review and analyze final schedules and statements (0.6)
08/14/20	D H Lee	.20	Discuss SEC disclosure requirements with K. Richardson (0.2)
08/16/20	E L Schoppe	1.10	Review and revise draft Form 8-K relating to the backstop agreement (0.6); review executed agreement and precedent in connection with same (0.5)
08/16/20	D H Lee	4.60	Draft Form 8-K regarding disclosure of Backstop Agreement (3.1); review transaction documents in connection with same (0.4); research and analyze precedents in connection with same (0.5); telephone discussion with E. Schoppe in connection with same (0.5); coordinate with printer (0.1)
08/17/20	A V Reilly	.40	Review draft 8K (0.3); correspond with company regarding same (0.1)
08/17/20	K Richardson	1.20	Correspond with LW team regarding backstop agreement, Form 8-K and ancillary bankruptcy matters (1.2)
08/17/20	D H Lee	1.90	Review and comment on printer proof of 8-K (1.1); coordinate with client, Paul Weiss and printer to finalize 8-K (0.8)
08/19/20	D H Lee	.30	Review regulation S-T (0.3)

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/20/20	D H Lee	.20	Research precedent transactions (0.2)
08/21/20	D H Lee	.40	Review disclosure requirements and precedent bankruptcy filings (0.4)
08/25/20	D H Lee	.60	Review Form T-3 instructions and SEC rules to determine required filings (0.6)

A V Reilly	4.90	Hrs. @	\$ 1,085.00/hr.	\$ 5,316.50
K Richardson	1.20	Hrs. @	\$ 1,075.00/hr.	\$ 1,290.00
E L Schoppe	1.10	Hrs. @	\$ 995.00/hr.	\$ 1,094.50
A Attarwala	1.80	Hrs. @	\$ 955.00/hr.	\$ 1,719.00
D H Lee	9.30	Hrs. @	\$ 895.00/hr.	\$ 8,323.50
A C Davis	<u>1.60</u>	Hrs. @	\$ 850.00/hr.	<u>\$ 1,360.00</u>
	19.90			\$ 19,103.50

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT
 PLEASE REFERENCE INVOICE # 2000610071 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK

LATHAM & WATKINS LLP

Invoice No. 2000610071
 September 25, 2020
 Matter Name: Tax

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/03/20	B P Lee	1.60	Review and analyze draft research notes related to disclosure statement comments received (1.6)
08/12/20	C T Fenn	.90	Telephone conference with A&M and LW team regarding tax analysis and related state tax issues (0.5); follow-up with same regarding latest analysis (0.4)
08/12/20	B P Lee	4.20	Prepare for and participate in teleconference with T. Fenn, J. Grimley and A&M Tax to discuss various tax issues (0.5); research regarding transaction structure inquiries from A&M Tax (3.1); review and analyze tax due diligence materials related to state and local tax issues (0.6)
08/12/20	J W Grimley	2.10	Prepare for and attend telephone conference with A&M regarding state and local tax liabilities (0.8); analyze issues related to same (0.8); conference with B. Lee regarding same (0.1); correspond with LW team regarding same (0.4)
08/12/20	Y X Standley	.20	Analyze and review issues regarding company incorporation (0.2)
08/13/20	C T Fenn	.70	Review various correspondence with Ryan Tax regarding state and local tax determinations (0.7)
08/13/20	B P Lee	3.80	Research regarding transaction structure inquiries from A&M Tax (2.9); review and analyze tax due diligence materials related to state and local tax issues (0.9)
08/13/20	A V Reilly	.50	Prepare for and attend teleconference with J. Grimley regarding tax issues (0.5)
08/13/20	J W Grimley	.70	Prepare for and attend telephone conference with A. Reilly regarding state and local tax liabilities (0.5); attend to correspondence regarding same (0.2)
08/14/20	B P Lee	3.20	Research regarding transaction structure inquiries from A&M Tax (2.4); review and analyze tax due diligence materials related to state and local tax issues (0.8)
08/14/20	A V Reilly	.20	Review tax agreement (0.2)
08/14/20	Y X Standley	6.70	Analyze and revise issues regarding reverse acquisitions and company incorporation (6.7)
08/16/20	Y X Standley	.30	Analyze issues regarding partnership incorporation and reverse acquisition (0.3)
08/17/20	C T Fenn	2.20	Telephone conference with A&M and LW team regarding state and local tax issues (0.7); research regarding same (1.5)

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LATHAM & WATKINS LLP

Invoice No. 2000610071
 September 25, 2020
 Matter Name: Tax

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/17/20	B P Lee	2.80	Teleconference with tax working group to discuss indirect tax issues (0.5); research regarding same (2.3)
08/17/20	A V Reilly	1.00	Research tax issues (0.3); teleconference with A&M and LW tax teams regarding tax issues (0.6); teleconference with LW tax team regarding same (0.1)
08/17/20	J W Grimley	3.10	Prepare for and attend telephone conference with A&M regarding state and local tax issues (0.9); telephone conference with T. Fenn, B. Lee and A. Reilly regarding same (0.2); conduct analysis regarding same (2.0)
08/17/20	B S Rosen	.90	Review tax filings (0.9)
08/18/20	C T Fenn	1.90	Conduct state sales tax analysis (1.5); telephone conference with A&M regarding same (.4)
08/18/20	B P Lee	2.40	Research regarding various indirect tax issues (1.4); prepare for and participate in teleconference with tax working group regarding same (1.0)
08/18/20	A V Reilly	1.00	Teleconference with A&M team and LW tax team regarding tax issues (0.5); call with K. Larin regarding same (0.5)
08/18/20	J W Grimley	4.60	Prepare for and attend telephone conference with A&M regarding state and local tax exposures (0.4); review memorandum and draft analysis regarding same (1.8); conference internally regarding same (0.4); review law regarding same (1.3); prepare for and attend 341 meeting (0.7)
08/18/20	Y X Standley	3.40	Analyze and research issues regarding reverse acquisitions and application to incorporation (2.3); analyze and research issues regarding sales and use tax in Texas (1.1)
08/19/20	B P Lee	1.80	Review and analyze draft analysis regarding various indirect tax issues (1.8)
08/19/20	Y X Standley	.40	Analyze and research issues regarding state and local taxes (0.4)
08/20/20	A V Reilly	.20	Correspond with KCC regarding tax notices (0.2)
08/21/20	B P Lee	1.80	Review and analyze draft file memorandum regarding reverse acquisition analysis (1.4); provide comments regarding same (0.4)
08/22/20	Y X Standley	1.60	Analyze and research issues regarding Texas state and local tax (1.6)

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Invoice No. 2000610071
 September 25, 2020
 Matter Name: Tax

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/23/20	Y X Standley	1.70	Analyze and research issues regarding implications of court decisions on state and local tax in Texas (1.7)
08/24/20	B P Lee	1.80	Attention to and analysis of indirect tax issue (1.8)
08/24/20	J W Grimley	2.60	Review and respond to analysis of reverse acquisition rules provided by M. Standley (2.6)
08/24/20	Y X Standley	4.90	Draft and revise memorandum regarding Texas state and local tax implications (4.9)
08/25/20	C T Fenn	.90	Review latest state and local analysis and spreadsheet (0.4); telephone conference with A&M and LW team regarding same (0.5)
08/25/20	B P Lee	2.80	Analyze and research indirect tax issue (1.9); prepare for and participate in teleconference with tax working group to discuss same (0.9)
08/25/20	A V Reilly	.70	Teleconference with A&M and LW tax team regarding tax issues (0.5); correspond with K. Simon regarding same (0.2)
08/25/20	J W Grimley	1.20	Prepare for and attend telephone conference regarding state tax issues (1.2)
08/25/20	Y X Standley	8.40	Analyze and compare state and local tax issues (4.3); draft and revise comparison chart (4.1)
08/26/20	B P Lee	2.90	Analyze indirect tax issue (1.8); research related to state sales tax liability and discharge (1.1)
08/26/20	A V Reilly	.40	Teleconference with K. Simon regarding tax issues (0.3); correspond with A&M team regarding same (0.1)
08/26/20	Y X Standley	7.90	Draft, revise and finalize memorandum regarding state sales tax implications in Texas (7.9)
08/27/20	B P Lee	3.80	Research and analysis related to indirect tax issues in various jurisdictions (3.2); teleconference with tax working group to discuss same (0.6)
08/27/20	J W Grimley	.80	Prepare for and attend telephone conference with LW Team regarding state taxes (0.8)
08/27/20	Y X Standley	5.50	Analyze and review issues regarding reverse acquisitions in the context of partnership incorporation (5.5)
08/31/20	B P Lee	1.60	Review and analyze draft file memorandum regarding tax diligence inquiries from A&M tax (0.9); provide comments regarding same (0.7)

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LATHAM & WATKINS LLP

Invoice No. 2000610071
 September 25, 2020
 Matter Name: Tax

C T Fenn	6.60	Hrs. @	\$ 1,560.00/hr.	\$ 10,296.00
B P Lee	34.50	Hrs. @	\$ 1,120.00/hr.	\$ 38,640.00
A V Reilly	4.00	Hrs. @	\$ 1,085.00/hr.	\$ 4,340.00
J W Grimley	15.10	Hrs. @	\$ 1,085.00/hr.	\$ 16,383.50
B S Rosen	.90	Hrs. @	\$ 695.00/hr.	\$ 625.50
Y X Standley	<u>41.00</u>	Hrs. @	\$ 590.00/hr.	<u>\$ 24,190.00</u>
	102.10			\$ 94,475.00

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LATHAM & WATKINS LLP

53rd at Third
 885 Third Avenue
 New York, New York 10022-4834
 Tel: +1 212 906 1200 Fax: +1 212 751 4864
 www.lw.com

INVOICE

September 25, 2020

Hi-Crush Inc.
 1330 Post Oak Blvd., Suite 600
 Houston, TX 77056
 Attn: Mark C. Skolos

Please identify your payment with the following:

Invoice No. 2000610071
 Matter Number 066254-1001

Tax Identification No.: 95-2018373

Remittance Instructions

REDACTED

REMITTANCE COPY

Asset Analysis and Recovery; Asset Disposition; Assumption and Rejection of Leases and Contracts; Business Operations; Case Administration; Claims Administration and Objections; Corporate Governance and Board Matters; Employee Benefits and Pensions; Employment and Fee Applications; Employment and Fee Application Objections; Financing and Cash Collateral; Litigation; Meetings and Communications with Creditors; Plan and Disclosure Statement; Relief from Stay and Adequate Protection; Reporting; Tax

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Balance Due</u>
<u>Current Invoice</u>		
09/25/2020	2000610071	464,364.50
Balance Due		\$ 464,364.50

LATHAM & WATKINS LLP

53rd at Third
 885 Third Avenue
 New York, New York 10022-4834
 Tel: +1.212.906.1200 Fax: +1.212.751.4864
 www.lw.com

INVOICE

October 26, 2020

Hi-Crush Inc.
 1330 Post Oak Blvd., Suite 600
 Houston, TX 77056
 Attn: Mark C. Skolos

Please identify your payment with the following:

Invoice No. 2000611500
 Matter Number 066254-1001

Tax Identification No.: 95-2018373

Remittance Instructions**REDACTED**

For professional services rendered through September 30, 2020

	<u>Services</u>	<u>Costs</u>	<u>Total</u>
Assumption and Rejection of Leases and Contracts	29,417.00		29,417.00
Business Operations	7,762.50		7,762.50
Case Administration	21,962.00		21,962.00
Claims Administration and Objections	21,925.00		21,925.00
Corporate Governance and Board Matters	34,886.00		34,886.00
Employee Benefits and Pensions	217.00		217.00
Employment and Fee Applications	12,188.50		12,188.50
Financing and Cash Collateral	104,212.50		104,212.50
Litigation	115,349.50		115,349.50
Meetings and Communications with Creditors	1,575.00		1,575.00
Plan and Disclosure Statement	295,088.00		295,088.00
Real Estate	286.50		286.50
Relief from Stay and Adequate Protection	30,662.50		30,662.50
Reporting	1,588.50		1,588.50
Tax	21,049.50		21,049.50
Total Services and Costs	698,170.00	0.00	\$ 698,170.00

Total Due**\$ 698,170.00**

LATHAM & WATKINS LLP

Invoice No. 2000611500

October 26, 2020

Matter Name: Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/01/20	H K Murtagh	2.80	Review CFCL lease documents (0.3); teleconference with company and A&M regarding railcars (0.3); teleconference with A&M regarding trailer leases (0.3); revise trailer lease amendment (1.3); teleconference with A&M regarding contract cure (0.4); correspond with M. Skolos regarding trailer lease amendment (0.2)
09/02/20	H K Murtagh	.70	Discuss trailer lease amendment with M. Skolos, K. Simon (0.4); review and revise cure schedule and notice (0.3)
09/03/20	A Attarwala	.90	Review and analyze cure issues (0.9)
09/03/20	H K Murtagh	.50	Correspond with rejected railcar counsel regarding railcar leases (0.5)
09/04/20	H K Murtagh	2.50	Teleconference with A&M regarding trailer lease amendment (0.2); teleconference with A&M and company regarding railcars (0.3); revise railcar agreements (1.7); teleconference with equipment financier counsel (0.3)
09/08/20	A V Reilly	.30	Review cure objection (0.1); correspond with A. Attarwala regarding same (0.2)
09/08/20	H K Murtagh	2.80	Revise CFCL lease documents (2.6); teleconference with company and A&M regarding railcars (0.2)
09/09/20	H K Murtagh	.40	Teleconference with Trinity counsel regarding lease (0.2); correspond with A&M regarding rejection list (0.2)
09/10/20	H K Murtagh	.80	Review Propx amendment markup (0.3); teleconference with A&M regarding same (0.3); review contract rejection list (0.1); correspond with A&M regarding same (0.1)
09/10/20	B S Rosen	.60	Draft motion to reject headquarters lease (0.6)
09/11/20	A Attarwala	.30	Review and analyze contract issues (0.3)
09/11/20	H K Murtagh	1.70	Revise PropX amendment (1.7)
09/11/20	B S Rosen	1.50	Continue to draft motion to reject headquarters lease (1.5)
09/14/20	A Attarwala	.70	Review and analyze cure objection issues (0.7)
09/14/20	H K Murtagh	.60	Correspond with trailer lessors regarding lease matters (0.3); teleconference with A&M regarding railcar claims (0.3)

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LATHAM WATKINS

Invoice No. 2000611500

October 26, 2020

Matter Name: Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/14/20	B S Rosen	.20	Participate in teleconference concerning lease rejection with K. Simon, A. Attarwala, N. Taousee, and A. Steiger (0.2)
09/15/20	D A Hammerman	.20	Teleconference with A. Reilly regarding PropX issues (0.2)
09/15/20	A V Reilly	.30	Attend to cure schedule issues (0.3)
09/15/20	H K Murtagh	.30	Teleconference with team regarding railcars (0.3)
09/17/20	H K Murtagh	1.30	Teleconference regarding railcars (0.1); teleconference with A&M regarding trailer lease amendment (0.3); revise markup regarding same (0.7); correspond with rejected railcar lessor counsel regarding related matters (0.2)
09/18/20	H K Murtagh	1.20	Teleconference with A&M regarding container lease cure (0.8); teleconference with lessor counsel (0.3); provide update to A&M (0.1)
09/21/20	H K Murtagh	.30	Teleconference with A&M regarding container lease (0.1); correspondence with rejected railcar lessor counsel (0.2)
09/23/20	H K Murtagh	1.70	Teleconference with rejected railcar lessor counsel (0.5); teleconference with company, and A&M regarding railcars (0.5); teleconference with T. Lambrecht regarding CFCL (0.3); correspond with company and opposing counsel regarding rejected railcar deals (0.4)
09/24/20	H K Murtagh	1.10	Revise container lease amendment (1.0); discuss same with A&M (0.1)
09/25/20	A Attarwala	.70	Review and analyze cure claim issues (0.7)
09/25/20	H K Murtagh	.40	Correspond with rejected railcar lessor counsel (0.2); follow up with company regarding same (0.2)
09/25/20	B S Rosen	.50	Revise lease rejection motion (0.5)
09/28/20	H K Murtagh	.80	Revise CFCL documents (0.8)
09/28/20	R C Weber-Levine	.60	Communications regarding cure objections (0.3); review cure claims objections (0.3)
09/29/20	H K Murtagh	.90	Teleconference with A&M and company regarding railcar issues (0.2); teleconference with CIT (0.7)
09/30/20	H K Murtagh	1.20	Revise container lease amendment (1.2)

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Invoice No. 2000611500

October 26, 2020

Matter Name: Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/30/20	B S Rosen	.20	Review and revise HQ lease rejection motion (0.2)
09/30/20	N Taousse	.40	Communications with LW team, client regarding lease rejection (0.4)

D A Hammerman	.20	Hrs. @	\$ 1,225.00/hr.	\$ 245.00
A V Reilly	.60	Hrs. @	\$ 1,085.00/hr.	\$ 651.00
H K Murtagh	22.00	Hrs. @	\$ 1,055.00/hr.	\$ 23,210.00
A Attarwala	2.60	Hrs. @	\$ 955.00/hr.	\$ 2,483.00
N Taousse	.40	Hrs. @	\$ 815.00/hr.	\$ 326.00
B S Rosen	3.00	Hrs. @	\$ 695.00/hr.	\$ 2,085.00
R C Weber-Levine	.60	Hrs. @	\$ 695.00/hr.	\$ 417.00
	<u>29.40</u>			<u>\$ 29,417.00</u>

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LATHAM & WATKINS LLP

Invoice No. 2000611500
 October 26, 2020
 Matter Name: Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/04/20	A V Reilly	.50	Correspond with company regarding bankruptcy claim related to customer (0.5)
09/15/20	B S Rosen	.70	Participate in teleconference with LW team concerning enterprise contracts and other open items (0.3); teleconference with A&M, LW team concerning Enterprise agreement (0.1); review Enterprise agreements (0.3)
09/16/20	B S Rosen	1.20	Review Enterprise contracts (0.3); participate in multiple teleconferences with Enterprise concerning lease agreement (0.5); teleconference with K. Larin and N. Taousse concerning Enterprise agreements (0.4)
09/22/20	K Richardson	2.50	Telephone conference with working group regarding bankruptcy matters and status update (0.5); telephone conference with noteholder counsel regarding rights offering (0.5); review and analyze indenture (1.0); correspond with working group regarding the foregoing (0.5)
09/22/20	E P Hall	.90	Review corporate documentation (0.3); prepare amendment to transload agreement (0.6)
09/23/20	K Richardson	.70	Review and edit amendment to transload agreement (0.5); correspond with team regarding the same (0.2)
09/23/20	E P Hall	.80	Review corporate documents (0.1); review and incorporate comments to amendment to transload agreement (0.7)
09/23/20	D H Lee	.20	Review revised draft of amendment to Sand Transload Agreement (0.2)
09/24/20	E P Hall	.80	Review corporate documents (0.1); update second amendment to transload agreement (0.7)
09/24/20	D H Lee	.90	Revise draft of amendment to sand transload agreement (0.9)

A V Reilly	.50	Hrs. @	\$ 1,085.00/hr.	\$ 542.50
K Richardson	3.20	Hrs. @	\$ 1,075.00/hr.	\$ 3,440.00
D H Lee	1.10	Hrs. @	\$ 895.00/hr.	\$ 984.50

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Invoice No. 2000611500
October 26, 2020
Matter Name: Business Operations

B S Rosen	1.90	Hrs. @	\$ 695.00/hr.	\$ 1,320.50
E P Hall	<u>2.50</u>	Hrs. @	\$ 590.00/hr.	<u>\$ 1,475.00</u>
	9.20			\$ 7,762.50

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LATHAM & WATKINS LLP

Invoice No. 2000611500
 October 26, 2020
 Matter Name: Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/15/20	W R Baker III	.50	Correspond with M. Skolos, K. Simon and C. Homer concerning response to Reuters article (0.5)
09/01/20	K Simon	.80	Attend teleconference regarding documents to file and next steps (0.8)
09/01/20	A V Reilly	.90	Attend weekly status teleconference with advisors (0.5); review and revise case calendar (0.4)
09/01/20	H K Murtagh	.50	Teleconference with A&M and Lazard regarding case status (0.5)
09/01/20	K Richardson	.60	Telephone conference with working group regarding restructuring matters and status update (0.6)
09/01/20	E P Hall	.10	Attend to corporate documentation (0.1)
09/01/20	B S Rosen	.80	Revise case calendar (0.8)
09/01/20	N Taousse	.50	Teleconference with advisors regarding open items (0.5)
09/02/20	K Richardson	.20	Correspond with working group regarding corporate documentation and indenture (0.2)
09/02/20	E P Hall	.10	Attend to corporate documentation (0.1)
09/03/20	E P Hall	.10	Attend to corporate documentation (0.1)
09/03/20	A L Steiger	2.60	Draft plan supplement notice and retained causes of action (2.6)
09/04/20	E P Hall	.10	Attend to corporate documentation (0.1)
09/07/20	E P Hall	.10	Attend to corporate documentation (0.1)
09/08/20	A V Reilly	.80	Attend weekly status teleconference with A&M and LW teams (0.5); review case calendar (0.3)
09/08/20	H K Murtagh	.40	Teleconference with A&M and Lazard regarding case status (0.4)
09/08/20	E P Hall	.70	Review corporate documentation, including indenture (0.7)
09/08/20	B S Rosen	.30	Review and revise case calendar (0.3)
09/08/20	R C Weber-Levine	1.60	Communications with A. Attarwala regarding objection tracker (0.3); review docket entries (0.3); update confirmation tracker regarding same (0.3); review cure claim objection (0.3); review and

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Invoice No. 2000611500
 October 26, 2020
 Matter Name: Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			revise objection tracker per comments from A. Attarwala (0.4)
09/08/20	A L Steiger	3.90	Update case calendar (0.8); update plan supplement (3.1)
09/09/20	H K Murtagh	.30	Attend advisors weekly teleconference (0.3)
09/09/20	E P Hall	3.70	Review corporate documentation, including revisions to indenture (3.7)
09/10/20	E P Hall	.20	Review corporate documents (0.2)
09/11/20	E P Hall	.10	Review corporate documents (0.1)
09/14/20	A Attarwala	.10	Correspond with LW team regarding case status and next steps (0.1)
09/14/20	B S Rosen	.80	Participate in update teleconference with A. Attarwala, N. Taousse, and R. Weber-Levine (0.8)
09/14/20	A L Steiger	.90	Update case calendar (0.9)
09/15/20	A V Reilly	.90	Review and revise case calendar (0.4); correspond with LW team regarding lender fees (0.2); attend status teleconference with company and advisors (0.3)
09/15/20	H K Murtagh	.50	Attend advisors update teleconference (0.5)
09/15/20	B S Rosen	.30	Participate in advisors teleconference with A&M, HAK, LW, and Lazard (0.3)
09/15/20	A L Steiger	.40	Update and distribute case calendar (0.4)
09/16/20	B S Rosen	.50	Participate in status update teleconference with K. Simon, A. Reilly, N. Taousse, A. Fatheazam, and R. Weber-Levine (0.5)
09/17/20	B S Rosen	.20	Correspond with A. Harper concerning cancellation of determination hearing (0.2)
09/22/20	A V Reilly	.20	Review case calendar (0.2)
09/22/20	A L Steiger	.50	Update and distribute case calendar (0.5)
09/24/20	A V Reilly	.20	Review case calendar (0.2)
09/27/20	E P Hall	.30	Review and revise closing checklist (0.3)
09/28/20	A V Reilly	.20	Correspond with LW team regarding closing of cases (0.2)

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LATHAM & WATKINS LLP

Invoice No. 2000611500
 October 26, 2020
 Matter Name: Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/28/20	E P Hall	.50	Review corporate documentation (0.5)
09/29/20	E P Hall	.40	Review corporate documentation (0.4)
09/29/20	B S Rosen	.70	Attend to statutory deadline extension motions (0.7)
09/29/20	N Taousse	.20	Correspond with LW team, HAK team regarding motion to close cases (0.2)
09/29/20	A L Steiger	.40	Update case calendar (0.4)
09/30/20	E P Hall	.80	Draft opinion to trustee (0.8)
09/30/20	N Taousse	.40	Correspond with HAK, LW team, A&M regarding cases to close and motion for final decree (0.4)

W R Baker III	.50	Hrs. @	\$ 1,515.00/hr.	\$ 757.50
K Simon	.80	Hrs. @	\$ 1,365.00/hr.	\$ 1,092.00
A V Reilly	3.20	Hrs. @	\$ 1,085.00/hr.	\$ 3,472.00
K Richardson	.80	Hrs. @	\$ 1,075.00/hr.	\$ 860.00
H K Murtagh	1.70	Hrs. @	\$ 1,055.00/hr.	\$ 1,793.50
A Attarwala	.10	Hrs. @	\$ 955.00/hr.	\$ 95.50
N Taousse	1.10	Hrs. @	\$ 815.00/hr.	\$ 896.50
B S Rosen	3.60	Hrs. @	\$ 695.00/hr.	\$ 2,502.00
R C Weber-Levine	1.60	Hrs. @	\$ 695.00/hr.	\$ 1,112.00
E P Hall	7.20	Hrs. @	\$ 590.00/hr.	\$ 4,248.00
A L Steiger	8.70	Hrs. @	\$ 590.00/hr.	\$ 5,133.00
	29.30			\$ 21,962.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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LATHAM & WATKINS LLP

Invoice No. 2000611500

October 26, 2020

Matter Name: Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/01/20	A V Reilly	1.60	Correspond with A&M regarding claims analysis (0.2); update claims summary chart (0.5); teleconference with PW regarding same (0.5); review updated claims register from KCC (0.2); teleconference with counsel to claimant regarding POC (0.2)
09/02/20	A V Reilly	8.30	Analyze proofs of claim filed by general unsecured claimants (2.5); correspond with KCC regarding same (0.5); teleconference with HAK regarding claims objection process (0.6); correspond with PW regarding claims objection process (0.3); teleconference with K. Simon regarding same (0.2); teleconference with A&M and company regarding claim objection (0.5); draft claims objections and related declarations (3.7)
09/02/20	A Attarwala	.40	Review and analyze claims objection issues regarding rights offering (0.4)
09/03/20	A V Reilly	3.90	Draft claims objections for rights offering purposes (2.6); incorporate comments to same from K. Simon (0.5); correspond with KCC, LW, and PW regarding claims and AI Questionnaires (0.4); teleconference with PW regarding claims objections (0.4)
09/03/20	A Attarwala	1.00	Review and analyze claims issues and revise claims objection (1.0)
09/04/20	A V Reilly	3.00	Draft claim objection for purposes of rights offering (1.8); emails with PW and LW team regarding same (0.2); correspondence with KCC, LW, and PW regarding AI Questionnaires (0.5); finalize claims objections for filing (0.5)
09/08/20	A V Reilly	1.20	Teleconference with counsel to CCA regarding claims objection (0.3); correspond with PW regarding same (0.2); review KCC AI questionnaire report (0.5); email company regarding claims resolution (0.2)
09/15/20	A V Reilly	.90	Review and revise stipulation with creditor regarding claim allowance (0.5); correspond with HAK and PW regarding same (0.1); review 3018 stipulation (0.3)
09/25/20	N Taousse	.10	Correspond with LW, HAK team regarding case closing and potential contested matter (0.1)

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 October 26, 2020
 Matter Name: Claims Administration and Objections

A V Reilly	18.90	Hrs. @	\$ 1,085.00/hr.	\$ 20,506.50
A Attarwala	1.40	Hrs. @	\$ 955.00/hr.	\$ 1,337.00
N Taousse	<u>.10</u>	Hrs. @	\$ 815.00/hr.	<u>\$ 81.50</u>
	20.40			\$ 21,925.00

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LATHAM & WATKINS LLP

Invoice No. 2000611500

October 26, 2020

Matter Name: Corporate Governance and Board Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/01/20	E L Schoppe	.90	Review and revise draft member consent and draft organizational documents in connection with corporate approval for the financing facilities (0.9)
09/01/20	D H Lee	2.20	Telephone conference with A. Reilly and K. Richardson to discuss next steps (0.3); draft amended and restated LLC agreement for Hi-Crush Holdings (1.2); draft member consent in connection with same (0.5); revise corporate closing checklist (0.2)
09/03/20	E L Schoppe	.70	Review draft organizational documents and stockholders agreement for the reorganized parent and provide comment (0.7)
09/03/20	D H Lee	2.90	Research precedents of certificate of incorporations adopted following emergence from chapter 11 (0.5); review and comment on draft of certificate of incorporation (2.2); review draft of bylaws (0.2)
09/04/20	D H Lee	4.20	Research precedents of organizational documents entered into upon emergence (0.8); review and comment on draft of certificate of incorporation (2.8); review and comment on stockholders agreement (0.6)
09/04/20	J L Sherman	1.70	Review and revise draft of amended bylaws (1.6); attend to correspondence regarding same (.1)
09/05/20	D H Lee	7.70	Review and comment on draft of stockholders agreement (2.4); review and comment on draft of certificate of incorporation (1.5); review and comment on draft of bylaws (2.6); research and analyze precedents (0.8); review Delaware General Corporation Law (0.4)
09/06/20	D H Lee	1.20	Review and comment on draft of stockholders agreement (0.9); prepare email correspondence summarizing analysis of drafts (0.3)
09/08/20	K Richardson	.90	Review and edit organizational documents (0.9)
09/08/20	D H Lee	3.90	Review draft of bylaws (0.3); revise draft of certificate of incorporation (0.4); revise draft of stockholders agreement (0.3); telephone discussion with K. Richardson in connection with organizational documents and stockholders agreement (0.5); review draft of indenture (1.5); research and review precedents of convertible notes issued in chapter 11 reorganization (0.9)

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Invoice No. 2000611500

October 26, 2020

Matter Name: Corporate Governance and Board Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/09/20	T J Lavelle	2.30	Review indenture and analyze related issues (1.5); review charter and stockholders agreement (0.8)
09/09/20	K Richardson	.70	Email correspondence with working group regarding corporate and organizational documents for issuer (0.7)
09/10/20	T J Lavelle	2.00	Review indenture (1.0); review stockholders agreement (1.0)
09/10/20	K Richardson	.50	Email correspondence with working group regarding company organizational and corporate documents (0.5)
09/11/20	T J Lavelle	1.00	Review indenture (0.5); correspondence regarding same (0.5)
09/11/20	K Richardson	.20	Review and analyze stockholders agreement and indenture (0.1); correspond with team regarding the same (0.1)
09/17/20	E L Schoppe	1.50	Review draft stockholders agreement and new notes indenture and provide comment (1.5)
09/25/20	T J Lavelle	1.00	Analyze issues related to DTC eligibility and trading restrictions (1.0)
09/29/20	D H Lee	.30	Review Plan to confirm required corporate actions (0.3)
09/30/20	T J Lavelle	.80	Analyze issues related to timing and documentation (0.8)
09/30/20	N Taousse	.40	Correspond with LW, A&M, PW teams regarding D&O insurance (0.4)

T J Lavelle	7.10	Hrs. @	\$ 1,120.00/hr.	\$ 7,952.00
K Richardson	2.30	Hrs. @	\$ 1,075.00/hr.	\$ 2,472.50
E L Schoppe	3.10	Hrs. @	\$ 995.00/hr.	\$ 3,084.50
D H Lee	22.40	Hrs. @	\$ 895.00/hr.	\$ 20,048.00
N Taousse	.40	Hrs. @	\$ 815.00/hr.	\$ 326.00
J L Sherman	1.70	Hrs. @	\$ 590.00/hr.	\$ 1,003.00
	<u>37.00</u>			<u>\$ 34,886.00</u>

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Invoice No. 2000611500
 October 26, 2020
 Matter Name: Employee Benefits and Pensions

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/10/20	A V Reilly	.20	Correspond with company regarding wages order in connection with workers' compensation claim (0.2)

A V Reilly	<u>.20</u>	Hrs. @	\$ 1,085.00/hr.	<u>\$ 217.00</u>
	.20			\$ 217.00

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LATHAM & WATKINS LLP

Invoice No. 2000611500
 October 26, 2020
 Matter Name: Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/02/20	N Taousse	.20	Review declaration of disinterestedness (0.1); correspond with A. Harper regarding same (0.1)
09/09/20	A Attarwala	1.70	Review invoice for privilege and UST guidelines (1.7)
09/09/20	A C Davis	.20	Teleconference with A. Attarwala regarding preparation of LW monthly fee application (0.2)
09/10/20	A V Reilly	.10	Correspondence with LW team regarding fee applications (0.1)
09/10/20	A Attarwala	1.50	Review invoice for privilege and UST guidelines (1.5)
09/15/20	A V Reilly	.30	Correspond with LW team regarding expenses and OCPs (0.3)
09/15/20	A C Davis	.20	Correspond with LW team regarding fee application matters (0.2)
09/21/20	N Taousse	4.10	Review and revise invoices for privilege and UST guidelines (3.6); correspond with LW team regarding same (0.5)
09/24/20	N Taousse	1.50	Review invoice in preparation for fee statement filing (1.3); correspond with LW team regarding same (0.2)
09/25/20	A Attarwala	.20	Correspond with LW team regarding fee statement (0.2)
09/25/20	N Taousse	1.20	Work on preparing monthly fee statement (0.9); correspond with LW team regarding same (0.3)
09/25/20	A C Davis	.30	Correspond with LW team regarding preparation of monthly fee statement (0.2); teleconference with N. Taousse regarding same (0.1)
09/28/20	A C Davis	.10	Correspond with LW staff regarding preparation of fee statement (0.1)
09/29/20	N Taousse	1.40	Work on monthly fee statement (1.4)
09/29/20	A C Davis	.10	Correspond with team regarding LW monthly fee application (0.1)
09/30/20	N Taousse	1.10	Finalize and coordinate filing of monthly fee statement (0.7); final review of monthly fee statement (0.3); correspond with LW, HAK regarding filing same (0.1)

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Invoice No. 2000611500
 October 26, 2020
 Matter Name: Employment and Fee Applications

A V Reilly	.40	Hrs. @	\$ 1,085.00/hr.	\$ 434.00
A Attarwala	3.40	Hrs. @	\$ 955.00/hr.	\$ 3,247.00
N Taousse	9.50	Hrs. @	\$ 815.00/hr.	\$ 7,742.50
A C Davis	<u>.90</u>	Hrs. @	\$ 850.00/hr.	<u>\$ 765.00</u>
	14.20			\$ 12,188.50

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Invoice No. 2000611500

October 26, 2020

Matter Name: Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/01/20	K Schoonveld	2.10	Coordinate with Company on ABL schedules (0.2); coordinate with local counsel on conflicts (0.7); coordinate with corporate team on A&R LLCA for Hi-Crush Holdings (0.5); attend to lien search results (0.7)
09/01/20	R Deleon	1.90	Correspond with K. Schoonveld attaching lien search results (.10); prepare lien search and summary charts (1.6); correspond with K. Schoonveld regarding same (0.2)
09/02/20	S C Ollivierre	1.90	Correspond with team on credit agreement status (1.5); review draft schedules (0.4)
09/02/20	S R Pollack	.30	Review updated lien search results (0.2); correspond with K. Schoonveld regarding the same (0.1)
09/02/20	K Schoonveld	1.10	Coordinate with Company on A&R LLCA for Hi-Crush Holdings (0.3); coordinate with local counsel on conflicts waivers (0.2); attend to draft ancillary documents (0.4); attend to Company request regarding sold equipment (0.2)
09/03/20	H H Wommack	1.00	Review and provide comments to legal opinion (1.0)
09/03/20	S R Pollack	.50	Attend closing checklist teleconference for exit financing (0.5)
09/03/20	K Schoonveld	1.50	Attend to lien search results (0.3); attend to closing checklist (0.3); participate in closing checklist teleconference (0.3); coordinate conflicts with local counsel (0.2); attend to draft ancillary documents (0.4)
09/04/20	S C Ollivierre	2.00	Review of draft ABL Exit Credit Agreement (2.0)
09/04/20	S R Pollack	.30	Draft revisions to legal opinion (0.1); correspond with T. Reems and M. Cooper regarding scope of local counsel legal opinions (0.2)
09/05/20	S C Ollivierre	2.90	Review draft ABL Exit Credit Agreement (2.9)
09/07/20	K Schoonveld	.30	Attend to Latham opinion (0.3)
09/08/20	S C Ollivierre	1.90	Review of draft indenture (1.9)
09/08/20	E Shcherbakova	.50	Review organizational documents (0.2); correspond with team regarding same (0.3)
09/09/20	S C Ollivierre	3.30	Prepare updated draft ABL exit credit agreement

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Matter Name: Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			(3.3)
09/09/20	S R Pollack	1.00	Teleconference with company deal team regarding draft exit credit agreement and issues list relating thereto (0.9); correspond with local counsels regarding revision of local counsel opinions (0.1)
09/09/20	E L Schoppe	2.90	Review and comment on draft indenture for the convertible notes (2.1); review precedent and proposed organizational documents in connection with same (0.8)
09/09/20	K Schoonveld	.30	Attend to revised organizational documents from LW corporate team (0.3)
09/09/20	J L Sherman	2.00	Review and revise draft of Indenture (2.0)
09/10/20	S C Ollivierre	3.00	Review and comment on updated draft ABL credit agreement (2.5); prepare issues list regarding indenture (0.5)
09/10/20	H K Murtagh	.30	Teleconference with Squire regarding exit opinion letters (0.3)
09/10/20	S R Pollack	.20	Email correspondence with J. Weber regarding diligence requests per S. Daniel (0.2)
09/11/20	S C Ollivierre	1.50	Review and comment to draft opinion (1.5)
09/11/20	S R Pollack	.30	Correspond with S. Daniel regarding financing diligence matters (0.2); correspond with T. Reems regarding revisions to local Colorado opinion (0.1)
09/11/20	E L Schoppe	.60	Review and comment on draft indenture for the convertible notes (0.4); review precedent in connection with same (0.2)
09/14/20	K Schoonveld	2.00	Coordinate with Company on outstanding debt requests (0.6); attend to Squire opinion (0.4); attend to closing checklist (0.4); attend to debt schedules (0.6)
09/15/20	E L Schoppe	.60	Review rights offering procedures and materials and backstop agreement in connection with the anticipated transaction closing (0.6)
09/15/20	K Schoonveld	.20	Coordinate with Company regarding outstanding debt requests (0.2)
09/16/20	S C Ollivierre	3.50	Review of revised draft credit agreement (1.5); prepare issues list regarding same (1.5); correspond with client regarding related matters

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			(0.5)
09/16/20	E L Schoppe	1.10	Review rights offering procedures and materials and backstop agreement in connection with the anticipated transaction closing (0.5); correspond with J. Weber and P. Steel at Paul Weiss regarding same (0.6)
09/16/20	K Schoonveld	3.50	Coordinate with local counsel requests (0.3); attend to ABL Exit Credit Agreement issues list (2.2); attend to Intercreditor Agreement (0.5); coordinate with Company on debt schedule requests and organizational documents for Hi-Crush Holdings LLC (0.5)
09/17/20	S C Ollivierre	3.50	Prepare revised draft credit agreement (2.0); review and comment on schedules (1.5)
09/17/20	K Schoonveld	1.70	Participate in teleconference with the Company to discuss outstanding points on Credit Agreement (0.8); attend to issues list regarding same (0.2); coordinate with STB and broker on updated insurance certificates (0.5); coordinate with local counsel on opinion (0.2)
09/18/20	S C Ollivierre	3.20	Review and comment on ABL credit agreement (2.0); review and revise bond indenture (1.2)
09/18/20	E L Schoppe	.40	Review rights offering documents and related backstop agreement (0.4)
09/18/20	K Schoonveld	.50	Attend to closing checklist (0.3); coordinate with Company on outstanding debt schedules (0.2)
09/21/20	S C Ollivierre	2.10	Correspond with HCR regarding covenant issues and related credit agreement points (2.1)
09/21/20	E L Schoppe	1.80	Review and comment on draft indenture (0.6); draft deliverables to Trustee pursuant to the indenture (1.2)
09/21/20	K Schoonveld	.20	Coordinate with STB on comments to ancillary documentation for ABL Exit (0.2)
09/22/20	S C Ollivierre	3.10	Review and comment to updated draft ABL credit agreement (2.0), security agreement (1.1)
09/22/20	E L Schoppe	1.80	Review draft indenture and provide comments (1.1); review precedent in connection with same (0.4); review plan documents in connection with same (0.3)

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/22/20	K Schoonveld	.40	Coordinate with STB on comments to ancillary documentation for ABL Exit and request on mortgages (0.4)
09/23/20	S C Ollivierre	2.30	Correspond with team regarding real estate collateral (1.3), review and comment on draft opinion (1.0)
09/23/20	K Schoonveld	.70	Participating in Confirmation Hearing (0.7)
09/24/20	S C Ollivierre	2.00	Review and comment on revised draft ABL credit agreement (1.3); correspond with Simpson Thacher on outstanding opinion points (0.7).
09/24/20	E L Schoppe	1.30	Correspondence with S. Strasburg at Paul Weiss regarding subscription rights offering, the issuance of convertible notes and other related matters (0.5); review draft amendment to commercial agreement and provide comment (0.2); review commercial agreement in connection with same (0.6)
09/24/20	K Schoonveld	3.20	Participate in teleconference with the Company to discuss final issues list in ABL Exit Credit Agreement (0.7); attend to ABL Exit Credit Agreement (0.8); coordinate with local counsel on draft loan documents from STB (0.2); attend to draft ABL Exit security agreement and guaranty agreement (0.8); attend to closing checklist (0.2); coordinate with broker on insurance certificates (0.2); attend to credit agreement schedules (0.3)
09/25/20	S C Ollivierre	3.50	Correspondence with company on real estate issues (2.0); review of updated opinion (0.5); review of comments to notes security agreement (1.0).
09/25/20	E L Schoppe	.60	Evaluate DTC eligibility issues in connection with the issuance of securities (0.3); review plan documents in connection with same (0.2); correspond with P. Walsh at Kurtzman Carson Consultants LLC regarding same (0.1)
09/25/20	K Schoonveld	.80	Attend to ABL Exit Credit Agreement (0.4); attend to Security Agreement (0.4)
09/27/20	E L Schoppe	1.70	Review draft indenture, related plan documents, and draft checklist (1.1); draft deliverables in connection with same (0.4); correspond with S. Strasburg at Paul Weiss in connection with same (0.2)
09/28/20	S C Ollivierre	3.80	Prepare updated draft ABL credit agreement (2.0),

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			correspond with company on outstanding issues and regarding same (1.8).
09/28/20	E L Schoppe	2.70	Correspond with S. Strasburg regarding the draft indenture, DTC eligibility and related deliverables (0.8); review and revise draft Form 8-K relating to the approval of the plan (1.9)
09/28/20	K Schoonveld	1.60	Coordinate with STB on Security Agreement and Fee Letter (0.4); coordinate with company on debt schedules (0.5); attend to closing checklist (0.2); attend to updated insurance certificates (0.3); attend to debt schedules (0.2)
09/29/20	S C Ollivierre	3.30	Review and comment on intercreditor agreement (1.3); review and comment on draft indenture (2.0)
09/29/20	E L Schoppe	4.50	Review draft Form 8-K relating to the confirmation of the plan (0.8); draft backstop certificate relating to the Backstop Agreement (0.3); correspond with S. Strasburg at Paul Weiss in connection with same (0.2); correspond with representatives at WSFS Institutional Services and US Bank regarding DTC eligibility matters (1.1); review draft services agreement in connection with same (2.1)
09/29/20	K Schoonveld	.40	Coordinate with local counsel on opinion (0.2); coordinate with real estate counsel on mortgages (0.2)
09/30/20	S C Ollivierre	2.70	Review of revised draft intercreditor agreement (1.0); review and revise ABL security agreement (1.7)
09/30/20	E L Schoppe	3.10	Review and revise draft certificate-deliverables under the indenture relating to the issuance of convertible notes (1.6); review and revise draft opinion to the trustee in connection with same (1.4); correspond with representatives at WSFS Institutional Services in connection with same (0.1)
09/30/20	K Schoonveld	1.80	Coordinate with real estate counsel on mortgages (0.2); provide Company counsel with update on ABL Exit process (0.3); respond to STB questions on rights offering (0.5); attend to Latham opinion (0.8);

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H H Wommack	1.00	Hrs. @	\$ 1,180.00/hr.	\$ 1,180.00
S C Ollivierre	49.50	Hrs. @	\$ 1,145.00/hr.	\$ 56,677.50
H K Murtagh	.30	Hrs. @	\$ 1,055.00/hr.	\$ 316.50
S R Pollack	2.60	Hrs. @	\$ 1,055.00/hr.	\$ 2,743.00
E L Schoppe	23.10	Hrs. @	\$ 995.00/hr.	\$ 22,984.50
K Schoonveld	22.30	Hrs. @	\$ 815.00/hr.	\$ 18,174.50
J L Sherman	2.00	Hrs. @	\$ 590.00/hr.	\$ 1,180.00
R Deleon	1.90	Hrs. @	\$ 435.00/hr.	\$ 826.50
E Shcherbakova	.50	Hrs. @	\$ 260.00/hr.	\$ 130.00
	<u>103.20</u>			<u>\$ 104,212.50</u>

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Invoice No. 2000611500
 October 26, 2020
 Matter Name: Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/01/20	B T Denton	.40	Attend to response to lift stay request (0.4)
09/01/20	A R DeLisi	1.80	Revise objection to lift-stay motion and confer with Wisconsin local counsel regarding same (1.3); review proposed confirmation language and document requests from counsel for Wisconsin Tort Claimants (0.5)
09/02/20	B T Denton	1.70	Attend to brief in opposition to motion to lift stay (1.2); prepare for and participate in strategy teleconference regarding same (0.5)
09/02/20	A V Reilly	1.70	Teleconference with LW team and local counsel regarding pending litigation with tort claimants (0.5); teleconference with K. Simon regarding same (0.2); review and revise proposed confirmation order language (1.0)
09/02/20	A R DeLisi	2.00	Prepare for and participate in telephone conference with K. Simon, B. Denton, N. Taousse, and Andrews Kurth regarding strategy of addressing tort claimants' demands (0.8); confer with R. Jones regarding same (0.2); revise draft objection to lift-stay motion to incorporate new discovery demands and edits from B. Denton (1.0)
09/03/20	B T Denton	2.30	Prepare for and participate in lift-stay opposition preparation teleconference with client (0.8); revise, finalize, and file briefing for same (1.5)
09/03/20	A R DeLisi	2.50	Prepare for and participate in telephone conference with M. Skolos, Michael Best, and B. Denton regarding factual support for burden arguments in objection to motion to lift the stay (0.7); revise draft objection to lift-stay motion to incorporate additional information from M. Skolos and edits from B. Denton (1.8)
09/07/20	B T Denton	.30	Correspond with team regarding lift stay strategy and resolution (0.3)
09/08/20	B T Denton	2.20	Prepare for lift stay hearing (1.6); attend to witness and exhibit filings from plaintiffs (0.6)
09/08/20	A R DeLisi	5.70	Review Wisconsin Tort Claimants' exhibits and witness list and confer with team regarding same (1.2); confer with B. Denton and Michael Best regarding strategy for hearing on lift-stay motion (0.4); draft direct examination outline for lift-stay motion hearing (2.7); review reclamation plan and confer with Hi-Crush and Michael Best regarding

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LATHAM & WATKINS LLP

Invoice No. 2000611500
 October 26, 2020
 Matter Name: Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			strategy for responding to Haynes & Boone environmental-based arguments (1.4)
09/09/20	B T Denton	5.60	Prepare for hearing regarding motion to lift stay (3.5); participate in meet-and-confer teleconference regarding same (0.5); participate in teleconference with Paul Weiss regarding same (0.5); coordinate with client and Wisconsin counsel regarding insurance policies for production (0.7); research expert witness issues (0.2); attend to document request responses (0.2)
09/09/20	A V Reilly	.70	Review updated discovery requests (0.2); attend teleconference with counsel to tort claimants (0.5)
09/09/20	A R DeLisi	6.40	Review insurance documents and revise direct examination outline to prepare for hearing on lift-stay motion (4.2); prepare for and participate in telephone conference meet and confer with Haynes & Boone and Latham teams regarding confirmation order insert and conversion of hearing to status conference (0.9); telephone conference with Paul Weiss regarding confirmation order insert revisions (0.4); prepare for and participate in telephone conference with Hi-Crush, Michael Best, and B. Denton regarding insurance coverage and reclamation plans (0.9)
09/10/20	B T Denton	1.00	Prepare for and participate in hearing (1.0)
09/10/20	A R DeLisi	3.80	Prepare for and participate in status conference regarding Wisconsin Tort Claimants' lift-stay motion (0.5); review and draft summary of insurance policies to assess coverage of Wisconsin sites in tort litigation; coordinate among Paul Weiss and local counsel regarding conference regarding same (3.3)
09/11/20	A V Reilly	.20	Attend to emails regarding negotiations with tort claimants (0.2)
09/11/20	A R DeLisi	1.10	Confer with K. Larin team regarding insurance policies for Whitehall and Blair (0.6); review policies from A&M team (0.5)
09/12/20	B T Denton	.40	Attend to insurance policies and issues for Wisconsin Tort Claimants (0.4)
09/12/20	A R DeLisi	.70	Summarize analysis of Hi-Crush insurance policies and send same to B. Denton (0.7)

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09/14/20	B T Denton	2.20	Attend to Wisconsin Tort Claimants' insurance policy requests (0.7); participate in teleconference with company and lenders regarding Wisconsin litigation (0.5); prepare for and participate in meet-and-confer with plaintiffs (0.5); revise responses and objections to plan discovery (0.5)
09/14/20	A R DeLisi	4.00	Prepare for and participate in telephone conference with M. Skolos, Michael Best team, Latham team, and J. Weber regarding insurance coverage and confirmation order insert (0.9); confer with R. Jones regarding responses and objections to Wisconsin Tort Claimants' discovery requests (0.3); review and summarize status of insurance policies and telephone conference with J. Scheller regarding same (2.2); confer with M. Mullervy regarding sequence of insurance coverage (0.6)
09/15/20	B T Denton	.40	Gather data in response to Wisconsin tort claimants' requests (0.4)
09/15/20	A V Reilly	.20	Attention to emails regarding discovery requests from tort claimants (0.2)
09/15/20	A R DeLisi	2.40	Revise draft responses and objections to Wisconsin Tort Claimants' document requests (1.2); review additional Hi-Crush insurance policies and confer with M. Skolos and M. Mullervy regarding same (0.8); confer with Latham team regarding strategy for Wisconsin Tort Claimants (0.4)
09/15/20	C R Jones	.50	Draft and revise declaration of R. Omohundro in support of confirmation (0.5)
09/16/20	B T Denton	1.50	Prepare for and participate in meet-and-confer with Wisconsin plaintiffs (0.5); attend to objections and extensions for Wisconsin filings (0.4); revise confirmation declarations (0.6)
09/16/20	A R DeLisi	5.60	Revise draft witness declarations for A. Lefkovits and R. Omohundro (3.4); review precedent direct examination outlines for same (0.7) telephone conference with M. Skolos regarding Wisconsin plaintiffs' request for contractors' names (0.2); prepare for and participate in telephone conference with counsel for Wisconsin Plaintiffs regarding discovery requests (0.9); coordinate responses for same (0.4)
09/16/20	C R Jones	1.60	Revise declaration of R. Omohundro to reflect comments from B. Denton (0.3); draft direct

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Invoice No. 2000611500
 October 26, 2020
 Matter Name: Litigation

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			testimony outline of R. Omohundro (1.3)
09/16/20	B S Rosen	1.30	Draft removal extension motion (1.3)
09/17/20	B T Denton	.50	Attend to confirmation declarations and hearing preparation (0.5)
09/17/20	A R DeLisi	2.40	Correspond with Latham team and Haynes & Boone regarding contractors and satisfaction of outstanding issues on confirmation order insert (0.4); revise and circulate draft confirmation declarations (0.3); draft Lazard direct examination outline (1.7)
09/17/20	C R Jones	.20	Revise declaration of R. Omohundro (0.2)
09/17/20	B S Rosen	1.00	Continue to draft motion to extend removal deadline (1.0)
09/18/20	B T Denton	.30	Attend to settlement with Wisconsin objectors (0.3)
09/18/20	A R DeLisi	2.10	Revise draft declaration of P. McCormick (0.8); revise and circulate draft direct examination outline for Lazard (1.0); confer with team regarding preparation for confirmation hearing (0.3)
09/18/20	C R Jones	1.30	Draft direct testimony outline of R. Omohundro in support of confirmation proceedings (1.3)
09/19/20	A R DeLisi	2.30	Draft and revise direct examination outlines and witness declarations for confirmation hearing; (1.8); telephone conference with B. Denton and R. Jones regarding same (0.5)
09/19/20	C R Jones	2.50	Confer with B. Denton and A. DeLisi regarding strategy for confirmation hearing testimony (0.5); draft direct testimony outline of R. Omohundro (1.5) ; revise declaration of R. Omohundro to reflect comments from B. Denton (0.5)
09/20/20	B T Denton	1.70	Draft and revise confirmation hearing direct examination outlines (1.2); revise confirmation declaration (0.3); strategize with team on hearing preparation (0.2)
09/20/20	A R DeLisi	1.70	Draft direct examination outline for P. McCormick for confirmation hearing (.7); revise direct examination outline for A. Lefkovits (1.0)
09/20/20	C R Jones	1.10	Revise direct testimony outline and declaration of R. Omohundro to reflect comments from B. Denton (1.1)

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09/21/20	B T Denton	5.50	Prepare for and participate in team confirmation preparation teleconference (0.8); prepare for and participate in direct testimony preparation teleconferences with A&M and Lazard (1.1); conduct legal research and analysis of releases (1.2); revise and finalize declarations (1.0); draft and revise direct examination outlines (1.4)
09/21/20	A R DeLisi	5.50	Prepare for and participate in teleconference with Debtors' advisors regarding preparation of confirmation hearing (0.6); revise draft direct testimony outline for A. Lefkovits (0.1); prepare for and participate in direct testimony preparation with Lazard (0.8); prepare for and participate in direct testimony preparation with A&M (0.6); revise and finalize confirmation declarations (2.0); research bankruptcy court standards for directors and officers release under Delaware law (1.1); telephone conference with counsel for former shareholder filing limited objection (0.3)
09/21/20	C R Jones	2.40	Confer with team regarding confirmation hearing preparation (0.5); confer with witness from Lazard regarding confirmation hearing preparation (0.5); conduct research into standard for fiduciary duty of loyalty in 5th Circuit (0.5); revise and finalize declaration of R. Omohundro for filing (0.9)
09/22/20	B T Denton	4.50	Prepare for and participate in confirmation preparation teleconference (0.6); prepare for and conduct witness preparation session with CFO (1.2); revise witness direct examination outlines and cross-examination topics (2.1); attend to witness and exhibit lists (0.4); strategize with local counsel regarding evidentiary issues (0.2)
09/22/20	A R DeLisi	2.20	Prepare for and participate in telephone conference with Latham team and advisors to prepare for confirmation hearing (0.3); finalize direct examination outline for A. Lefkovits confirmation hearing testimony (1.1); prepare for and participate in telephone conference with P. McCormick to prepare for confirmation (0.8)
09/22/20	C R Jones	1.00	Teleconference with financial advisors regarding confirmation hearing preparation (0.5); hearing preparation with R. Omohundro (0.5)
09/23/20	B T Denton	2.80	Prepare for confirmation hearing (1.8); participate in confirmation hearing (1.0)

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Invoice No. 2000611500
 October 26, 2020
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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/23/20	A R DeLisi	2.90	Revise draft direct examination for A. Lazard and review background materials to prepare for confirmation hearing (2.1); participate in confirmation hearing (0.8)
09/24/20	A V Reilly	.80	Correspond with K. Simon regarding pending litigation with Cisco (0.6); correspond with LW team regarding same (0.2)
09/25/20	A Attarwala	.20	Correspond with litigation team regarding post-confirmation issues (.2)
09/25/20	B S Rosen	.60	Revise removal extension motion (0.6)
09/26/20	B S Rosen	.10	Revise motion to extend removal deadline (0.1)
09/28/20	N Taousse	1.80	Correspond with LW team, client regarding potential adversary proceeding (0.9); attend teleconference with client regarding same (0.4); review materials regarding same (0.4); correspond with BakerBotts regarding effect of injunction/stay on pending litigation (0.1)
09/29/20	B T Denton	.70	Prepare for and participate in teleconference with team regarding potential adversary proceeding (0.7)
09/29/20	A R DeLisi	.30	Participate in telephone conference with N. Taousse, B. Denton, A. Harper, and T. Davidson regarding potential adversary proceeding (0.3)
09/29/20	N Taousse	.80	Communications with HAK, LW teams regarding potential contested matter (0.8)
09/30/20	B T Denton	.70	Prepare for objection to claim (0.5); attend to research for same (0.2)
09/30/20	A R DeLisi	1.50	Review counterparty contract and termination notice correspondence (1.0); confer with B. Denton and bankruptcy team regarding same (0.5)

B T Denton	34.70	Hrs. @	\$ 1,180.00/hr.	\$ 40,946.00
A V Reilly	3.60	Hrs. @	\$ 1,085.00/hr.	\$ 3,906.00
A R DeLisi	56.90	Hrs. @	\$ 995.00/hr.	\$ 56,615.50
A Attarwala	.20	Hrs. @	\$ 955.00/hr.	\$ 191.00
C R Jones	10.60	Hrs. @	\$ 895.00/hr.	\$ 9,487.00

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Invoice No. 2000611500
October 26, 2020
Matter Name: Litigation

N Taousse	2.60	Hrs. @	\$ 815.00/hr.	\$ 2,119.00
B S Rosen	<u>3.00</u>	Hrs. @	\$ 695.00/hr.	<u>\$ 2,085.00</u>
	111.60			\$ 115,349.50

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Invoice No. 2000611500
 October 26, 2020
 Matter Name: Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/01/20	N Taousse	1.40	Teleconference with K. Simon regarding communication from holder of other secured claim (0.1); teleconference with claim holder regarding treatment (0.3); correspond with claim holder, LW team regarding same (0.3); review plan for treatment of same (0.2); correspond with LW team, PW regarding lift stay objection (0.3); review correspondence from P. Hughes regarding litigation claims (0.2)
09/14/20	A V Reilly	.40	Attend teleconference with LW team and A&M regarding trailer leases (0.4)

A V Reilly	.40	Hrs. @	\$ 1,085.00/hr.	\$ 434.00
N Taousse	1.40	Hrs. @	\$ 815.00/hr.	\$ 1,141.00
	1.80			\$ 1,575.00

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Invoice No. 2000611500
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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/01/20	K Simon	.90	Work on plan supplement issues (0.9)
09/01/20	A V Reilly	.80	Teleconference with corporate team regarding rights offering and backstop documents (0.4); teleconference with A. Attarwala regarding plan supplement documents (0.2); correspond with LW team regarding confirmation objections (0.2)
09/01/20	A Attarwala	1.70	Telephone conference with LW team regarding plan supplement (0.3); review and analyze issues regarding same (1.4)
09/01/20	K Richardson	.40	Telephone conference with working group regarding rights offering (0.4)
09/01/20	A K Fatheazam	1.10	Draft declaration in support of confirmation (0.5); review precedent and Lazard filings regarding same (0.6)
09/01/20	N Taousse	.50	Correspond with LW team, A&M regarding assumption/rejection schedules (0.2); review documentation regarding same (0.3)
09/02/20	K Simon	.80	Work on plan supplement issues (0.8)
09/02/20	A Attarwala	1.70	Review and revise confirmation order (1.0); review and analyze plan supplement issues (0.7)
09/02/20	A K Fatheazam	3.00	Revise declaration in support of confirmation (2.0); review precedent regarding same (0.3); review first day declaration regarding same (0.3); review disclosure statement regarding same (0.4)
09/02/20	N Taousse	.60	Attend to cure and assumption schedule (0.6)
09/02/20	R C Weber-Levine	2.50	Create shell of confirmation declaration (1.5); review precedent confirmation declaration (0.5); revise confirmation brief (0.3); related communications (0.2)
09/03/20	K Simon	1.10	Work on plan supplement issues (0.7); teleconference with advisors regarding same (0.4)
09/03/20	A Attarwala	4.30	Review and comment on confirmation order and brief (3.8); review and analyze plan supplement issues (0.5)
09/03/20	N Taousse	2.30	Attend to cure and assumption matters (2.2); teleconference with LW team regarding same (0.1)
09/04/20	K Simon	1.80	Work on plan supplement issues (0.5); teleconference with advisors regarding same (0.4);

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Invoice No. 2000611500

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			review and comment on claims objections (0.9)
09/04/20	A Attarwala	2.80	Review and comment on confirmation brief (2.4); correspond with LW team regarding same (.4)
09/04/20	A K Fatheazam	1.00	Revise confirmation order (0.8); correspond with A. Attarwala regarding same (0.2)
09/04/20	N Taousse	2.30	Attend to cure and assumption matters (2.3)
09/04/20	R C Weber-Levine	2.90	Review objection and related docket entries (0.5); revise confirmation brief per comments from A. Attarwala (1.7); case law research regarding same (0.7)
09/05/20	A Attarwala	1.50	Review and comment on confirmation order (1.5)
09/05/20	A K Fatheazam	.80	Revise confirmation order (0.6); correspond with A. Attarwala and K. Simon regarding same (0.2)
09/07/20	A Attarwala	.40	Review and comment on confirmation brief (0.4)
09/08/20	K Simon	3.40	Work on plan supplement issues (0.7); teleconference with advisors regarding same (0.7); work on confirmation documents (2.0)
09/08/20	A Attarwala	9.00	Review and comment on confirmation brief (2.1); review and comment on confirmation declarations (2.2); review and analyze confirmation objection issues (3.4); analyze plan supplement issues (1.3)
09/08/20	A K Fatheazam	3.90	Revise Lazard declaration in support of confirmation (2.1); review prior filings on docket regarding same (0.6); revise confirmation order (0.4); review plan regarding same (0.5); review A&M declaration in support of confirmation (0.3)
09/09/20	K Simon	2.70	Work on plan supplement issues (0.8); teleconference with advisors regarding same (0.5); work on confirmation documents (1.4)
09/09/20	A V Reilly	1.40	Correspondence with PW and KCC regarding rights offering (0.3); review rights offering service matrix (1.1)
09/09/20	A Attarwala	3.70	Review and analyze plan supplement issues (3.1); correspond with PW regarding same (.6)
09/09/20	A K Fatheazam	3.30	Revise confirmation order (1.0); review precedent regarding same (0.3); review RSA and Plan regarding same (0.4); correspond with LW team regarding same (0.4); further revise confirmation

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Invoice No. 2000611500

October 26, 2020

Matter Name: Plan and Disclosure Statement

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			order (0.6); review proposed confirmation order language and related correspondence (0.6)
09/09/20	R C Weber-Levine	2.60	Revise confirmation brief per comments from A. Attarwala (1.2); review ballots, disclosure statement motion, and related docket entries (0.4); related communications (0.2); Review cure notice objection (0.3); review and revise objection tracker regarding same (0.3); conduct related communications with LW team regarding foregoing (0.2)
09/10/20	K Simon	3.20	Work on confirmation documents (1.6); teleconference regarding same (0.6); review and comment on plan supplement documents (1.0)
09/10/20	A V Reilly	2.00	Teleconference with LW team regarding confirmation order and brief (0.5); review updated confirmation order (1.5)
09/10/20	A Attarwala	7.50	Review and analyze plan supplement issues (4.0); review and analyze confirmation objection issues (3.5)
09/10/20	A K Fatheazam	3.10	Telephone conference with LW team regarding confirmation workstreams (0.4); research regarding declarations in support of confirmation (0.5); draft shell of Company declaration in support of confirmation (1.5); review precedent regarding same (0.4); correspond with LW team regarding same (0.3)
09/10/20	B S Rosen	2.00	Teleconference with A. Attarwala concerning response to 3018 motion (0.2); draft response to 3018 motion (1.8)
09/10/20	R C Weber-Levine	2.20	Revise confirmation brief per comments from A. Attarwala (.5); related communications (.2); internal teleconference regarding confirmation brief and order (0.5); revise objection tracker per updated confirmation order language and resolved objections (0.5); review creditor request and revise objection tracker regarding same (0.5)
09/11/20	K Simon	3.70	Attend board teleconference (0.6); work on plan supplement and confirmation documents (2.4); correspond with team regarding same (0.4); teleconference with A&M regarding same (0.3)
09/11/20	A V Reilly	.40	Review draft 3018 stipulation (0.4)

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Invoice No. 2000611500
 October 26, 2020
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09/11/20	A Attarwala	2.40	Review and analyze plan supplement issues (1.8); correspond with objecting parties regarding confirmation order revisions (0.6)
09/11/20	A K Fatheazam	.50	Review declarations in support of confirmation (0.3); correspond with A. Attarwala and R. Weber-Levin regarding same (0.2)
09/11/20	B S Rosen	1.00	Draft agreed order concerning 3018 motion (1.0)
09/11/20	R C Weber-Levine	.50	Review docket entries regarding confirmation brief (0.5)
09/12/20	A Attarwala	.30	Correspond with LW team regarding confirmation order comments (0.3)
09/14/20	K Simon	2.60	Work on confirmation documents (1.3); teleconference with team regarding same (0.5); work on issues regarding plan objections (0.8)
09/14/20	A V Reilly	.60	Attend teleconference with LW team regarding confirmation brief (0.4); review same (0.2)
09/14/20	A Attarwala	3.50	Review and analyze plan objection and confirmation order comments (2.7); communications with LW team regarding same (0.6)
09/14/20	A K Fatheazam	1.90	Telephone conference with LW team regarding confirmation brief (0.6); review materials on rights offering regarding same (0.2); revise confirmation order (0.7); review related correspondence and Plan regarding same (0.4)
09/14/20	B S Rosen	.40	Participate in teleconference with LW and Wisconsin tort plaintiffs concerning confirmation objections (0.4)
09/14/20	N Taousse	4.90	Correspondence and multiple conferences with LW team, A&M team, various other parties regarding resolution of confirmation issues and related items (3.7); review material and filings regarding same (1.2)
09/14/20	R C Weber-Levine	4.60	Review communications regarding cure claims objections (0.5); revise objection tracker regarding same (0.5); related communications with LW team (0.4); teleconference with A. Attarwala and N. Taousse regarding status of confirmation objection (0.5); review notice of cure amounts (0.4); teleconference with LW team regarding revisions

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October 26, 2020

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			to confirmation brief (0.5); review declarations for confirmation (0.3); revise confirmation brief per comments from K. Simon (1.0); review plan supplement and plan of reorganization regarding same (.5)
09/15/20	T J Lavelle	1.60	Analyze issues related to convertible bond mechanics (1.0); internal correspondence regarding same (0.6)
09/15/20	K Simon	2.70	Work on confirmation documents (1.1); teleconference with team regarding same (0.6); work on issues regarding plan objections (1.0)
09/15/20	A V Reilly	2.00	Teleconference with PW regarding backstop agreement and rights offering procedures (0.3); correspond with LW corporate team regarding same (0.2); teleconference with K. Simon regarding claims reserve (0.2); review updated confirmation order (0.8); correspond with LW team regarding status of confirmation objections (0.5)
09/15/20	K Richardson	1.00	Review and analyze backstop agreement (0.7); email correspondence regarding the foregoing and other bankruptcy matters (0.3)
09/15/20	A K Fatheazam	4.50	Telephone conference with N. Taousse regarding immediate workstreams (0.3); correspond with N. Taousse, A. Reilly and LW litigation team regarding filing dates (0.2); revise confirmation order (3.2); telephone conference with N. Taousse regarding same (0.1); review correspondence regarding confirmation order proposed changes (0.4); correspond with outside counsel regarding confirmation order (0.3)
09/15/20	B S Rosen	1.20	Finalize stipulation and agreed order concerning 3018 motion (1.2)
09/15/20	N Taousse	4.60	Multiple communications and teleconferences with various parties regarding confirmation issues, related matters, and proposed resolutions thereto (4.2); teleconference with advisors regarding work in progress in advance of plan confirmation (0.4)
09/15/20	R C Weber-Levine	6.30	Review precedent confirmation briefs (1.0); review plan supplement (0.3); update confirmation brief regarding same (1.0); further revise confirmation brief and review same (0.9); Review communications regarding shareholder confirmation request (0.3); revise objection tracker

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.

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LATHAM & WATKINS LLP

Invoice No. 2000611500

October 26, 2020

Matter Name: Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			regarding same (0.3); teleconference with N. Taousse, B. Rosen, and A. Fatheazam regarding case administration (0.4); teleconference with J. Mayer (on behalf of Caterpillar Financial) invoice mechanics (0.3); communications with K. Larin (A&M) regarding contract assumption and related matters (0.3); communications with local counsel regarding confirmation brief (0.3); review communications regarding cure claims objections (0.3); revise objection tracker regarding same (0.3); review and revise confirmation brief per comments from K. Simon (0.4); communications with LW team regarding related matters (0.2)
09/16/20	T J Lavelle	2.00	Analyze issues related to indenture mechanics (1.5); review stockholders agreement (0.5)
09/16/20	K Simon	2.50	Work on confirmation documents (1.4); teleconference with team regarding same (0.6); work on issues regarding plan objections (0.5)
09/16/20	A V Reilly	1.90	Attend status teleconference with LW team regarding confirmation issues (0.5); attend teleconference with tort claimants regarding confirmation objection (0.4); finalize and file stipulation with claimant regarding rights offering (0.2); communications with LW team and creditors regarding objections to confirmation and cure amounts (0.8)
09/16/20	K Richardson	2.90	Review and analyze backstop agreement, procedures (1.3); correspond with team regarding the same (0.5); telephone conference with opposing counsel regarding the same (0.4); telephone conference with KCC regarding rights offering (0.4); telephone conference with A. Reilly regarding rights offering matters and notes indenture (0.3)
09/16/20	A K Fatheazam	1.90	Revise confirmation order (0.8); correspond with Paul Weiss and LW teams regarding same (0.5); correspond with LW litigation team regarding confirmation declarations (0.2); review disclosure statement regarding same (0.4)
09/16/20	B S Rosen	.30	Participate in teleconference with Haynes and Boone concerning Wisconsin tort claimants confirmation issue (0.3)
09/16/20	N Taousse	5.90	Attend to various confirmation matters and related objections, including resolving confirmation order

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			language and multiple communications with parties, LW, A&M teams regarding related matters (5.9)
09/16/20	R C Weber-Levine	1.70	Review confirmation brief edits (0.5); internal teleconference regarding confirmation items (0.5); review vanguard and related transcripts (0.4); communications with LW team regarding related matters (0.3)
09/16/20	R C Weber-Levine	1.60	Update objection tracker (0.5); related communications with LW team regarding same (0.3); communications with Caterpillar attorney regarding cure objection (0.5); review claim withdrawals (0.3)
09/16/20	E C Arnold	.90	Attend to research regarding confirmation hearing transcript (0.7); correspond with R. Weber-Levine regarding same (0.2)
09/17/20	T J Lavelle	1.70	Review indenture (1.0); analyze issues related to deliverables (0.7)
09/17/20	K Simon	2.30	Work on confirmation documents (1.0); teleconference regarding same (0.6); work on issues regarding plan objections (0.7)
09/17/20	A V Reilly	1.90	Teleconference with K. Simon regarding confirmation (0.2); communications with parties in interest and LW team regarding confirmation and cure objections (0.7); review language for confirmation order to address objections (1.0)
09/17/20	K Richardson	2.50	Correspond with opposing counsel and working group regarding rights offering and other bankruptcy matters (1.1); review and analyze senior notes indenture and stockholders agreement (1.4)
09/17/20	A K Fatheazam	5.20	Draft company confirmation declaration (1.3); correspond with LW team regarding same (0.4); review precedent and docket regarding same (0.5); revise confirmation order (1.7); review related correspondence (0.6); correspond with N. Taousse, LW team, and Paul Weiss team regarding same (0.7)
09/17/20	N Taousse	6.90	Work to resolve multiple confirmation and cure objections, including review and revision of resolution language and numerous communications with various parties regarding

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Invoice No. 2000611500

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			same (6.9)
09/17/20	R C Weber-Levine	2.60	Communications with creditor and A&M regarding cure claim objections (0.5); internal communications regarding same (0.3); review plan objections and update objection tracker regarding same (1.5); communications with LW team regarding related matters (0.3)
09/18/20	T J Lavelle	1.00	Analyze issues related to rights offering subscription mechanics (1.0)
09/18/20	K Simon	2.80	Work on confirmation documents (1.2); teleconference with team regarding same (0.6); work on issues regarding plan objections (1.0)
09/18/20	A V Reilly	2.60	Teleconference with Akin regarding plan objection (0.3); teleconference with KCC regarding confirmation issues (0.3); teleconference with counsel to Chicago Freight regarding claim objection with respect to rights offering (0.2); teleconference with PW regarding rights offering (0.4); review confirmation brief and order (1.4)
09/18/20	K Richardson	1.50	Correspond with opposing counsel and KCC regarding rights offering and related matters (1.0); telephone conference with opposing counsel regarding the same (0.5)
09/18/20	C Bernal-Ramirez	.30	Review opt-out notice (0.3)
09/18/20	A K Fatheazam	7.60	Revise confirmation order (3.7); telephone conference with LW and Paul Weiss teams regarding confirmation order and objections (0.4); correspond with LW team regarding confirmation order, brief, and related objections (1.1); correspond with PW and other outside counsels regarding confirmation order and objections (0.8); telephone conference with N. Taousse regarding confirmation order revisions (0.4); review precedent proposed orders and exhibits and correspond with N. Taousse regarding same (0.5); compile filing version of confirmation order (0.4); correspond with HAK regarding same (0.1); correspond with LW litigation team and K. Simon regarding confirmation declarations (0.2)
09/18/20	B S Rosen	.30	Participate in teleconference concerning confirmation hearing with KCC team and LW team (0.3)

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/18/20	N Taousse	9.10	Multiple communications with client, A&M, LW, opposing counsel regarding confirmation objections and related matters regarding resolution of same (7.2); review and revise confirmation order resolution inserts (1.9)
09/18/20	R C Weber-Levine	3.00	Review voting spreadsheet (0.3); review filed objections (0.5); update objection tracker (0.4); communications with counsel to creditors regarding confirmation brief (0.3); communications with financial consultants regarding cure objections (0.3); communications with creditors regarding cure objections (0.3); teleconference with KCC regarding confirmation items (0.5); teleconference with Paul Weiss regarding objections (0.4)
09/19/20	B T Denton	1.80	Revise P. McCormick confirmation declaration (0.6); prepare for and participate in teleconference with team regarding confirmation preparation (0.7); emails with team regarding same (0.5)
09/19/20	N Taousse	1.60	Review confirmation objections (0.4); summarize same for client (0.6); correspond with client, LW team regarding same (0.4); correspond with objectors regarding objections (0.2)
09/20/20	A V Reilly	1.10	Teleconference with K. Simon regarding confirmation brief (0.2); teleconference with LW team regarding same (0.4); review updated confirmation brief (0.5)
09/20/20	A K Fatheazam	.50	Telephone conference with LW team regarding upcoming confirmation workstreams (0.3); review related correspondence (0.2)
09/20/20	N Taousse	.90	Review objection chart (0.4); correspond with LW regarding confirmation objections (0.2); teleconference with same regarding same (0.3)
09/20/20	R C Weber-Levine	3.80	Teleconference with LW team regarding plan confirmation and related objections (0.5); communications with K. Larin (A&M) regarding outstanding cure objections (0.3); communications with LW team regarding related matters(0.2); revise confirmation brief per comments from A. Attarwala and N. Taousse (1.0); construct exhibits to the confirmation brief (1.0); review and revise same (0.8)
09/21/20	T J Lavelle	1.00	Analyze issues related to indenture and related

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			documents (1.0)
09/21/20	K Simon	5.40	Work on confirmation documents (2.0); teleconference with team regarding same (0.8); work on issues regarding plan objections (1.4); attend teleconferences regarding related matters (1.2)
09/21/20	A V Reilly	3.50	Correspondence with LW team and creditors regarding confirmation and cure objections (0.8); teleconference with LW team and advisors regarding confirmation hearing (0.5); review updated brief (1.2); teleconference with counsel to claimant regarding rights offering (0.2); review objections (0.4); review and revise voting declaration (0.4)
09/21/20	A Attarwala	7.70	Review and analyze plan confirmation issues (4.0); assist LW team with confirmation hearing preparation (3.7)
09/21/20	H K Murtagh	.40	Teleconference with bondholder counsel regarding exit documents (0.4)
09/21/20	K Richardson	1.20	Telephone conference with working group regarding confirmation hearing and status updates (0.5); telephone conference with noteholder counsel regarding rights offering and backstop agreement (0.5); email correspondence regarding the foregoing (0.2)
09/21/20	A K Fatheazam	2.40	Telephone conferences with LW team regarding confirmation workstreams (0.8); review confirmation brief regarding confirmation issues (0.5); review and revise confirmation order (1.1)
09/21/20	D H Lee	1.40	Telephone conference with Lazard and A&M regarding confirmation preparation (0.5); telephone conference with Paul Weiss and KCC regarding backstop agreement (0.4); review draft of indenture to confirm closing deliverables (0.4); discuss closing deliverables with E. Schoppe (0.1)
09/21/20	B S Rosen	.60	Participate in confirmation hearing preparation teleconference with LW, Lazard, A&M, KCC, and HAK teams (0.6)
09/21/20	N Taousse	5.90	Attend to various confirmation objections, including multiple communications with LW team, A&M, various parties regarding same (5.9)

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09/21/20	R C Weber-Levine	7.00	Revise exhibit chart and brief per comments from N. Taousse (0.7); teleconference with advisors regarding hearing preparation (0.5); phone call with KCC regarding vote tabulation (0.5); review comments to brief from Paul Weiss and Simpson Thacher (0.4); revise confirmation brief and exhibits thereto per comments from K. Simon, A. Attarwala, and Paul Weiss (3.2); draft plan supplement notice and supporting material (0.8); review and revise same (0.4); communications with LW team regarding related matters (0.5)
09/21/20	A L Steiger	1.50	Draft plan supplement covers (1.5)
09/22/20	T J Lavelle	1.20	Analyze issues related to backstop allocations (1.2)
09/22/20	K Simon	6.60	Work on confirmation documents for filing (2.3); teleconference regarding same (0.5); work on issues regarding plan objections (1.2); attend teleconferences (1.6); prepare for hearing (1.0)
09/22/20	A V Reilly	3.10	Teleconference with LW team regarding confirmation brief (0.3); teleconference with LW team and advisors regarding confirmation preparations (0.4); email K. Simon summary of rights offering process (0.2); attend to updated plan language from parties in interest (0.9); teleconferences with K. Simon regarding brief and confirmation order (0.3); review confirmation brief and attend to filing of same (0.7); teleconference with claimant regarding confirmation order language (0.3)
09/22/20	A Attarwala	3.90	Review and analyze confirmation issues (3.5); prepare for confirmation hearing (0.4)
09/22/20	A K Fatheazam	4.10	Telephone conferences with LW team regarding confirmation workstreams (0.5); telephone conference with LW and Paul Weiss teams regarding confirmation objections (0.3); correspond with PW and LW teams regarding confirmation objections (1.3); review, revise confirmation order (1.4); review related correspondence (0.6)
09/22/20	D H Lee	2.30	Telephone conference with Lazard and A&M to discuss confirmation preparation (0.2); review Plan and Rights Offering Procedures to confirm authority to amend or waive procedures (0.3); review email correspondence and existing Sand Transload Agreement (0.7); review and comment on draft of amendment to Sand Transload

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			Agreement (1.1)
09/22/20	B S Rosen	.30	Participate in advisors teleconference concerning confirmation with Lazard, HAK, A&M, and LW (0.3)
09/22/20	N Taousse	6.90	Attend to various confirmation objections including multiple communications with LW team, parties regarding resolution of same (6.2); attend confirmation preparation teleconference with LW team, client (0.7)
09/22/20	R C Weber-Levine	5.10	Revise confirmation brief and exhibits thereto per comments from K. Simon and Simpson Thacher (1.7); confer with K. Simon regarding same (0.3); draft third plan supplement (0.5); teleconference with N. Taousse regarding brief revisions (0.3); related communications (0.3); internal conference regarding confirmation brief edits (0.4); teleconference with advisors regarding confirmation next steps (0.4); review docket entries (0.3); email correspondence with local counsel regarding filings (0.3); teleconference with Endeco attorney and counsel to ad hoc group regarding objection resolution (0.3); revise objection tracker (0.3)
09/22/20	A L Steiger	.70	Draft plan supplement covers (0.7)
09/23/20	K Simon	3.50	Prepare for hearing (2.2); attend hearing (0.7); work on post-hearing issues (0.6)
09/23/20	A V Reilly	1.20	Prepare for and attend confirmation hearing (1.2)
09/23/20	A Attarwala	.80	Prepare for and telephonically attend confirmation hearing (0.8)
09/23/20	H K Murtagh	.70	Attend confirmation hearing (0.7)
09/23/20	A K Fatheazam	2.80	Review and revise confirmation order (1.5); compile drafting version of same (0.4); correspond with LW team and HAK regarding same (0.4); telephonically attend confirmation hearing (0.5)
09/23/20	C R Jones	.70	Attend confirmation hearing (0.7)
09/23/20	D H Lee	.60	Attend confirmation hearing by telephone (0.6)
09/23/20	B S Rosen	.60	Participate in telephonic confirmation hearing (0.6)
09/23/20	N Taousse	5.00	Attend to confirmation objections, including communications with parties regarding resolution

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			of same (2.3); review and prepare for filing confirmation pleadings (2.2); prepare for and attend confirmation hearing (0.5)
09/23/20	R C Weber-Levine	.60	Attend confirmation hearing (0.6)
09/24/20	K Simon	.70	Work on post-hearing issues (0.4); teleconference with client regarding same (0.3)
09/24/20	A V Reilly	.40	Teleconference with noteholder regarding rights offering (0.2); correspond with K. Simon and PW regarding same (0.2)
09/24/20	A K Fatheazam	1.30	Draft notice of confirmed plan and correspond with HAK regarding same (0.5); review docket, correspondence, and Company documents regarding proof of admin claim form (0.8);
09/24/20	D H Lee	.30	Telephone discussion with S. Strasburg at Paul Weiss to discuss convertible notes (0.3)
09/24/20	N Taousse	1.40	Correspond with H. Murtagh, K. Larin, counterparties regarding plan treatment of trailer leases (0.5); review and answer client question regarding impact of plan injunction on certain litigation matters (0.9)
09/26/20	N Taousse	.10	Correspond with client, LW team, HAK regarding potential adversary proceeding matter (0.1)
09/28/20	K Simon	1.50	Review documents regarding post-confirmation matters (0.8); teleconference with client regarding related matters (0.2); correspond with team regarding related matters (0.5)
09/28/20	A V Reilly	.30	Correspond with team regarding plan and rights offering in connection with 8-K filing (0.3)
09/28/20	A Attarwala	.20	Review and analyze effective date issues (0.2)
09/28/20	D H Lee	.80	Telephone conference with K. Richardson and E. Schoppe to discuss deliverables (0.4); prepare for and attend telephone conference with S. Strasburg of Paul Weiss to discuss deliverables (0.4)
09/28/20	S C Lee	.10	Attend to backstop order (0.1)
09/28/20	N Taousse	.30	Correspond with K. Larin, H. Murtagh, trailer lease counterparty regarding plan treatment of counterparty (0.3)
09/29/20	K Simon	1.10	Review documents regarding post-confirmation

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			matters (0.7); correspond with team regarding same (0.4)
09/29/20	A Attarwala	.20	Correspond with LW team regarding plan issues (0.2)
09/30/20	K Simon	1.70	Review documents regarding post-confirmation matters (0.8); correspond with team regarding same (0.3); teleconference with client regarding related matters (0.6)
09/30/20	A Attarwala	.60	Review and analyze closing matters (0.6)
09/30/20	K Richardson	.40	Correspond with team regarding closing matters (0.4)

K Simon	51.00	Hrs. @	\$ 1,365.00/hr.	\$ 69,615.00
B T Denton	1.80	Hrs. @	\$ 1,180.00/hr.	\$ 2,124.00
T J Lavelle	8.50	Hrs. @	\$ 1,120.00/hr.	\$ 9,520.00
A V Reilly	23.20	Hrs. @	\$ 1,085.00/hr.	\$ 25,172.00
K Richardson	9.90	Hrs. @	\$ 1,075.00/hr.	\$ 10,642.50
H K Murtagh	1.10	Hrs. @	\$ 1,055.00/hr.	\$ 1,160.50
A Attarwala	52.20	Hrs. @	\$ 955.00/hr.	\$ 49,851.00
C R Jones	.70	Hrs. @	\$ 895.00/hr.	\$ 626.50
D H Lee	5.40	Hrs. @	\$ 895.00/hr.	\$ 4,833.00
S C Lee	.10	Hrs. @	\$ 815.00/hr.	\$ 81.50
N Taousse	59.20	Hrs. @	\$ 815.00/hr.	\$ 48,248.00
A K Fatheazam	48.90	Hrs. @	\$ 695.00/hr.	\$ 33,985.50
B S Rosen	6.70	Hrs. @	\$ 695.00/hr.	\$ 4,656.50
R C Weber-Levine	47.00	Hrs. @	\$ 695.00/hr.	\$ 32,665.00
C Bernal-Ramirez	.30	Hrs. @	\$ 590.00/hr.	\$ 177.00
A L Steiger	2.20	Hrs. @	\$ 590.00/hr.	\$ 1,298.00
E C Arnold	.90	Hrs. @	\$ 480.00/hr.	\$ 432.00
	<u>319.10</u>			<u>\$ 295,088.00</u>

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Invoice No. 2000611500
 October 26, 2020
 Matter Name: Real Estate

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/09/20	A Attarwala	.30	Correspond with A&M regarding office lease issues (0.3)

A Attarwala	<u>.30</u>	Hrs. @	\$ 955.00/hr.	<u>\$ 286.50</u>
	.30			\$ 286.50

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Invoice No. 2000611500
 October 26, 2020
 Matter Name: Relief from Stay and Adequate Protection

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/02/20	K Simon	1.50	Attend teleconference regarding documents to file and next steps (0.7); review and comment on objection (0.8)
09/02/20	C R Jones	.60	Confer with A. Delisi regarding objection to motion to lift stay (0.6)
09/02/20	N Taousse	1.70	Teleconference with LW, HAK teams regarding litigation tort claimants (0.5); correspond with PW regarding same (0.3); provide mark up to litigation claimants language insert (0.7); correspond with LW team regarding same (0.2)
09/03/20	K Simon	1.40	Attend teleconference regarding documents to file and next steps (0.9); review and comment on objection (0.5)
09/03/20	C R Jones	2.50	Revise and finalize objection to motion to lift stay and provide to local counsel for filing (2.5)
09/03/20	N Taousse	.90	Attend to tort litigation claimants' language insert and related matters (0.9)
09/03/20	D Gaynair	2.80	Review draft brief (2.8)
09/04/20	K Simon	.60	Review final objection documents to be filed (0.6)
09/04/20	N Taousse	.10	Correspond with PW regarding tort litigation claimants' insert (0.1)
09/05/20	N Taousse	.60	Update language insert from litigation claimants (0.3); correspond with LW team, P. Hughes regarding same (0.3)
09/07/20	N Taousse	.20	Correspond with LW team regarding tort claimants' 3018 and lift stay motion and related matter (0.2)
09/08/20	K Simon	.90	Review documents for upcoming hearing (0.9)
09/08/20	D Gaynair	3.90	Confer with A. Delisi regarding lift stay mater (0.4); prepare hearing binder for B. Denton regarding same (3.5)
09/09/20	K Simon	.80	Review documents for upcoming hearing (0.8)
09/09/20	A Attarwala	1.60	Review and analyze Wisconsin tort issues (0.6); telephone conference with LW team and tort claimants regarding lift stay issues (0.5); telephone conference with LW team regarding same (0.5)
09/09/20	C R Jones	3.50	Confer with counsel for Wisconsin Tort Claimants

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 Matter Name: Relief from Stay and Adequate Protection

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			regarding discovery issues and potential resolution of lift stay motion (0.6); confer with Paul Weiss regarding same (0.5); confer with M. Skolos regarding same (0.5); conduct research into expert witness disclosure requirements in contested matters (1.0); review Hi-Crush insurance policies (0.9)
09/10/20	K Simon	.90	Attend lift stay hearing (0.3); work on follow-up issues (0.6)
09/10/20	C R Jones	4.70	Confer with A. Delisi regarding case strategy and insurance policy review (0.6); review Hi-Crush insurance policies (1.9); summarize insurance policy coverage (1.2); attend hearing regarding motion to lift stay (1.0)
09/10/20	B S Rosen	.20	Participate in telephonic status conference concerning lift stay motion (0.2)
09/11/20	C R Jones	.60	Draft summary of Hi-Crush insurance coverage (0.6)
09/14/20	C R Jones	4.90	Review and summarize insurance policies received from client (1.0); confer with Haynes & Boone regarding objection from Wisconsin state court litigants (0.5); confer with client and local counsel regarding same (0.5); draft responses and objections to Wisconsin Tort Claimants' second requests for production (2.9)

K Simon	6.10	Hrs. @	\$ 1,365.00/hr.	\$ 8,326.50
A Attarwala	1.60	Hrs. @	\$ 955.00/hr.	\$ 1,528.00
C R Jones	16.80	Hrs. @	\$ 895.00/hr.	\$ 15,036.00
N Taousse	3.50	Hrs. @	\$ 815.00/hr.	\$ 2,852.50
B S Rosen	.20	Hrs. @	\$ 695.00/hr.	\$ 139.00
D Gaynair	6.70	Hrs. @	\$ 415.00/hr.	\$ 2,780.50
	<u>34.90</u>			<u>\$ 30,662.50</u>

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Invoice No. 2000611500
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 Matter Name: Reporting

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/28/20	D H Lee	.50	Discuss draft of 8-K (0.3); review draft of 8-K (0.2)
09/28/20	N Taousse	1.40	Review and revise 8-K (1.1); correspond with LW team regarding same (0.3)

D H Lee	.50	Hrs. @	\$ 895.00/hr.	\$ 447.50
N Taousse	<u>1.40</u>	Hrs. @	\$ 815.00/hr.	<u>\$ 1,141.00</u>
	1.90			\$ 1,588.50

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LATHAM WATKINS

Invoice No. 2000611500
 October 26, 2020
 Matter Name: Tax

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/09/20	B P Lee	1.30	Attention to transaction structure inquiry from A&M and related response (1.3)
09/09/20	J W Grimley	.40	Attend to correspondence with Alvarez & Marsal regarding tax treatment of debt for equity exchange (0.4)
09/17/20	B P Lee	2.20	Review and analyze draft indenture and related credit documents (2.2)
09/17/20	Y X Standley	.30	Review indenture (0.3)
09/21/20	Y X Standley	2.70	Review and revise indenture (2.7)
09/22/20	J W Grimley	1.30	Initial review of indenture (1.3)
09/22/20	Y X Standley	4.80	Review and revise indenture and stockholders agreement (4.8)
09/23/20	J W Grimley	.90	Prepare for and attend confirmation hearing (0.9)
09/24/20	B P Lee	1.80	Review and analyze draft indenture and provide comments (1.8)
09/29/20	J W Grimley	2.50	Review and revise indenture (1.5); review and revise shareholders agreement (1.0)
09/29/20	Y X Standley	.70	Revise tax comments on indenture and stockholder agreement (0.7)
09/30/20	C T Fenn	.50	Review and revise Stockholder Agreement (0.5)
09/30/20	B P Lee	2.80	Review, analyze and comment on draft Indenture and Shareholder Agreement (1.5); analyze anticipated tax consequences of transaction structure (1.3)
09/30/20	Y X Standley	1.10	Revise tax comments on indenture and stockholder agreement (1.1)

C T Fenn	.50	Hrs. @	\$ 1,560.00/hr.	\$ 780.00
B P Lee	8.10	Hrs. @	\$ 1,120.00/hr.	\$ 9,072.00
J W Grimley	5.10	Hrs. @	\$ 1,085.00/hr.	\$ 5,533.50
Y X Standley	9.60	Hrs. @	\$ 590.00/hr.	\$ 5,664.00
	23.30			\$ 21,049.50

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53rd at Third
 885 Third Avenue
 New York, New York 10022-4834
 Tel: +1.212.906.1200 Fax: +1.212.751.4864
 www.lw.com

LATHAM & WATKINS LLP

INVOICE

November 10, 2020

Hi-Crush Inc.
 1330 Post Oak Blvd., Suite 600
 Houston, TX 77056
 Attn: Mark C. Skolos

Please identify your payment with the following:

Invoice No. 2000612188
 Matter Number 066254-1001

Tax Identification No.: 95-2018373

Remittance Instructions

REDACTED

[Redacted remittance instructions]

For professional services rendered through October 9, 2020

	<u>Services</u>	<u>Costs</u>	<u>Total</u>
Assumption and Rejection of Leases and Contracts	14,305.50		14,305.50
Business Operations	7,990.50		7,990.50
Case Administration	4,338.50		4,338.50
Claims Administration and Objections	435.50		435.50
Corporate Governance and Board Matters	30,794.50		30,794.50
Employment and Fee Applications	933.50		933.50
Financing and Cash Collateral	95,633.50		95,633.50
Litigation	27,455.00		27,455.00
Plan and Disclosure Statement	34,934.50		34,934.50
Real Estate	3,797.50		3,797.50
Reporting	27,443.50		27,443.50
Tax	39,230.50		39,230.50
Total Services and Costs	287,292.50	0.00	\$ 287,292.50

Total Due **\$ 287,292.50**

LATHAM & WATKINS LLP

Invoice No. 2000612188

November 10, 2020

Matter Name: Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/20	K Simon	.30	Review lease documents (0.3)
10/01/20	H K Murtagh	.80	Teleconference with team regarding railcars (0.2); finalize container lease amendment (0.6)
10/01/20	B S Rosen	1.50	Review and revise HQ lease rejection motion (1.3); draft 365(d)(4) extension motion (0.2)
10/01/20	N Taousse	1.20	Multiple communications with PW, client, LW team regarding potential lease rejection matter (1.2)
10/02/20	B S Rosen	2.00	Review and revise HQ lease rejection motion (1.1); continue to draft 365(d)(4) motion (0.9)
10/02/20	N Taousse	.80	Communications with client, PW, LW, A&M regarding lease matter (0.8)
10/03/20	A V Reilly	.30	Correspond with corporate team regarding closing deliverables (0.3)
10/04/20	B S Rosen	.20	Review lease rejection research (0.2)
10/05/20	A V Reilly	.30	Follow up with LW team regarding rejection motions (0.3)
10/05/20	H K Murtagh	.60	Review new lease rejection issues (0.4); call with A&M regarding same (0.2)
10/05/20	B S Rosen	1.60	Attention to rejection of office leases (1.2); teleconference with H. Murtagh, N. Taousse, and A&M concerning lease rejection (0.4)
10/05/20	A L Steiger	2.30	Create draft of contract rejection motion (2.3)
10/06/20	N Taousse	.60	Correspond with K. Simon, client regarding lease rejection matter (0.2); communications with LW team, A&M regarding other potential rejection matters (0.4)
10/07/20	A V Reilly	.40	Correspond with LW team regarding contract rejection issues (0.2); teleconference with K. Simon regarding same (0.2)
10/07/20	B S Rosen	1.40	Teleconference with K. Larin and N. Taousse concerning contract and lease rejection (0.2); teleconference with K. Larin concerning lease rejection (0.1); attention to HQ lease rejection (1.1)
10/07/20	N Taousse	1.30	Correspond with LW team, PW, client, HAK team regarding HQ lease rejection (0.4); review motion regarding same (0.5); communications with K. Simon, LW team, A&M team regarding potential rejections (0.4)
10/08/20	A Attarwala	.20	Review and analyze final rejection motion (0.2)

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LATHAM & WATKINS^{LLP}

Invoice No. 2000612188

November 10, 2020

Matter Name: Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/08/20	B S Rosen	.20	Review notice of effective date (0.2)
10/08/20	B S Rosen	1.20	Review and revise HQ lease rejection motion (1.2)
10/08/20	N Taousse	1.20	Review and revise HQ lease rejection motion (0.7); correspond with LW team regarding same (0.5)

K Simon	.30	Hrs. @	\$ 1,365.00/hr.	\$ 409.50
A V Reilly	1.00	Hrs. @	\$ 1,085.00/hr.	\$ 1,085.00
H K Murtagh	1.40	Hrs. @	\$ 1,055.00/hr.	\$ 1,477.00
A Attarwala	.20	Hrs. @	\$ 955.00/hr.	\$ 191.00
N Taousse	5.10	Hrs. @	\$ 815.00/hr.	\$ 4,156.50
B S Rosen	8.10	Hrs. @	\$ 695.00/hr.	\$ 5,629.50
A L Steiger	2.30	Hrs. @	\$ 590.00/hr.	\$ 1,357.00
	<u>18.40</u>			<u>\$ 14,305.50</u>

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LATHAM & WATKINS LLP

Invoice No. 2000612188
 November 10, 2020
 Matter Name: Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/04/20	N Taousse	.30	Communications with K. Simon regarding securities matter (0.2); correspond with J. Weber regarding same (0.1)
10/06/20	A V Reilly	.60	Teleconference with A&M, company, PW, and insurance broker regarding post-effective date insurance policies (0.6)
10/07/20	K Richardson	3.60	Review and edit Form 8-K (1.5); correspond regarding the same and other bankruptcy emergence/closing matters (1.0); telephone conferences with working group regarding the same (1.1)
10/08/20	K Richardson	1.70	Correspond with working group regarding closing matters (1.0); telephone conference with working group regarding the same (0.7)
10/09/20	K Richardson	1.30	Correspond with working group regarding closing matters (1.0); telephone conference with working group regarding the same (0.3)

A V Reilly	.60	Hrs. @	\$ 1,085.00/hr.	\$ 651.00
K Richardson	6.60	Hrs. @	\$ 1,075.00/hr.	\$ 7,095.00
N Taousse	<u>.30</u>	Hrs. @	\$ 815.00/hr.	<u>\$ 244.50</u>
	7.50			\$ 7,990.50

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Invoice No. 2000612188
 November 10, 2020
 Matter Name: Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/20	N Taousse	1.20	Communications with LW, PW regarding closing items (1.2)
10/02/20	K Richardson	.50	Correspond with team regarding closing matters (0.5)
10/02/20	N Taousse	1.20	Review and revise motion for final decree (0.8); correspond with LW, HAK teams regarding same (0.4)
10/05/20	D H Lee	.80	Telephone conference with Latham team to discuss emergence deliverables (0.4); telephone conference with outside counsels and advisors to discuss deliverables (0.4)
10/07/20	D H Lee	.60	Attend daily update teleconference with advisors (0.2); attend to emergence deliverables (0.4)
10/07/20	J L Sherman	.30	Prepare signature pages for trustee (0.3)
10/08/20	E P Hall	.20	Attend to correspondence (0.2)
10/09/20	E P Hall	.20	Attend to correspondence (0.2)
10/09/20	D H Lee	.20	Attend closing call (0.2)

K Richardson	.50	Hrs. @	\$ 1,075.00/hr.	\$ 537.50
D H Lee	1.60	Hrs. @	\$ 895.00/hr.	\$ 1,432.00
N Taousse	2.40	Hrs. @	\$ 815.00/hr.	\$ 1,956.00
E P Hall	.40	Hrs. @	\$ 590.00/hr.	\$ 236.00
J L Sherman	.30	Hrs. @	\$ 590.00/hr.	\$ 177.00
	<u>5.20</u>			<u>\$ 4,338.50</u>

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Invoice No. 2000612188
 November 10, 2020
 Matter Name: Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/04/20	N Taousse	.10	Correspond with K. Larin regarding claims work (0.1)
10/09/20	A L Steiger	.60	Attend to administrative expense request (0.6)

N Taousse	.10	Hrs. @	\$ 815.00/hr.	\$ 81.50
A L Steiger	.60	Hrs. @	\$ 590.00/hr.	\$ 354.00
	.70			\$ 435.50

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Invoice No. 2000612188

November 10, 2020

Matter Name: Corporate Governance and Board Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/20	J D Cruise	.50	Teleconference with team to discuss antitrust considerations (0.5)
10/01/20	T J Lavelle	2.00	Analyze issues related to indenture (1.0); analyze issues related to new equity (1.0)
10/01/20	R J Maierson	.40	Review antitrust and competition issues associated with potential director additions (0.4)
10/01/20	K Richardson	2.70	Review and edit rights offering closing deliverables (1.2); telephone conference with working group regarding the same (0.7); email correspondence regarding the foregoing (0.8)
10/01/20	E P Hall	.20	Attend to review of corporate documents (0.2)
10/02/20	J D Cruise	.50	Teleconference to discuss antitrust analysis (0.5)
10/02/20	T J Lavelle	1.90	Review legal opinion (1.0); analyze issues related to indenture (0.9)
10/02/20	E P Hall	2.10	Attend to review of corporate documents (0.8); prepare and revise opinion to trustee (1.3)
10/02/20	D H Lee	1.90	Review plan supplement to confirm effective date and events occurring on the effective date (0.8); research and review precedents of exit credit facilities and resolutions entered into thereof to confirm governance matters (1.1)
10/03/20	N Taousse	.10	Correspond with J. Weber regarding securities matter (0.1)
10/04/20	E P Hall	.60	Attend to review of corporate documents (0.1); prepare and revise opinion to trustee (0.5)
10/05/20	K Richardson	3.50	Attention to rights offering closing deliverables (1.0); teleconferences with working group regarding the same and other closing matters (1.5); correspond with team regarding the foregoing (1.0)
10/05/20	E P Hall	.40	Attend to review of corporate documents (0.4)
10/06/20	K Richardson	1.50	Email correspondence regarding rights offering and closing matters (1.5)
10/06/20	E P Hall	.10	Attend to review of corporate documents (0.1)
10/06/20	D A Alaniz	.50	Communication with Latham Team and Capitol Services regarding pre-clearance (0.1); research Delaware website regarding preclearance costs, turn around time and requirements (0.1); distribute comments regarding same (0.3)

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Invoice No. 2000612188

November 10, 2020

Matter Name: Corporate Governance and Board Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/07/20	E P Hall	.20	Attend to review of corporate documents (0.2)
10/07/20	D H Lee	2.40	Review D&O insurance materials (0.2); review plan of reorganization to confirm authority relating to D&O insurance (0.3); research precedents of emergence resolutions (0.2); draft resolutions (1.7)
10/07/20	D A Alaniz	1.00	Communicate with Latham Team and Capitol Services regarding pre-clearance (0.3); research franchise fee based on stock numbers and distribute comments (0.4); review proposed amended and restated certificate of incorporation and distribute comments regarding same (0.3)
10/07/20	E Shcherbakova	2.30	Compile executed documents (1.2); review organizational documents (0.6); correspond regarding same (0.5).
10/08/20	A F Cohen	.80	Analyze potential going dark issues (0.6); correspond with R. Maierson regarding the same (0.2)
10/08/20	P M Dudek	.40	Correspond with R. Maierson, A. Cohen regarding SEC deregistration matters (0.4)
10/08/20	E L Schoppe	4.10	Review and revise draft articles of incorporation and stockholders agreement and correspondence regarding same with working group (2.2); review draft indenture and related certificates (1.9)
10/08/20	D H Lee	.30	Revise draft of resolutions regarding D&O insurance (0.1); review revised drafts of charter and bylaws (0.2)
10/08/20	J L Sherman	2.00	Revise certificates for trustee (0.4); attend to correspondence regarding same (0.2); prepare exhibits for printer (1.4)
10/08/20	D A Alaniz	1.30	Communicate with Latham Team and Capitol Services regarding pre-clearance (0.3); file amended and restated certificate with Delaware Secretary of State for preclearance (0.3); review and comment on preclearance letter (0.4); review and comment on final form of proposed amended and restated certificate and distribute comments (0.3)
10/08/20	E Shcherbakova	1.40	Continue to compile executed corporate-related documents (0.8); correspond with team regarding same (0.6)
10/09/20	D A Alaniz	1.00	Communications with Latham Team and Capitol Services regarding filing of amended and restated certificate of incorporation (0.5); coordinate delivery of such certificate with Delaware Secretary of State (0.5)

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Invoice No. 2000612188

November 10, 2020

Matter Name: Corporate Governance and Board Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/09/20	E Shcherbakova	.50	Review organizational documents (0.4); correspondence regarding same (0.1).
A F Cohen	.80	Hrs. @	\$ 1,630.00/hr. \$ 1,304.00
P M Dudek	.40	Hrs. @	\$ 1,455.00/hr. \$ 582.00
R J Maierson	.40	Hrs. @	\$ 1,455.00/hr. \$ 582.00
J D Cruise	1.00	Hrs. @	\$ 1,145.00/hr. \$ 1,145.00
T J Lavelle	3.90	Hrs. @	\$ 1,120.00/hr. \$ 4,368.00
K Richardson	7.70	Hrs. @	\$ 1,075.00/hr. \$ 8,277.50
E L Schoppe	4.10	Hrs. @	\$ 995.00/hr. \$ 4,079.50
D H Lee	4.60	Hrs. @	\$ 895.00/hr. \$ 4,117.00
N Taousse	.10	Hrs. @	\$ 815.00/hr. \$ 81.50
E P Hall	3.60	Hrs. @	\$ 590.00/hr. \$ 2,124.00
J L Sherman	2.00	Hrs. @	\$ 590.00/hr. \$ 1,180.00
D A Alaniz	3.80	Hrs. @	\$ 490.00/hr. \$ 1,862.00
E Shcherbakova	<u>4.20</u>	Hrs. @	<u>\$ 260.00/hr. \$ 1,092.00</u>
	36.60		\$ 30,794.50

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Invoice No. 2000612188
 November 10, 2020
 Matter Name: Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/02/20	A V Reilly	.30	Review interim compensation order (0.2); correspond with LW team regarding same (0.1)
10/05/20	N Taousse	.20	Teleconference with A. Davis regarding final fee application (0.2)
10/05/20	A C Davis	.30	Communications with N. Taousse regarding LW final fee application (0.3)
10/06/20	N Taousse	.10	Correspond with PWC, client regarding OCP matter (0.1)
10/08/20	A V Reilly	.10	Correspond with LW and A&M team regarding fee applications (0.1)

A V Reilly	.40	Hrs. @	\$ 1,085.00/hr.	\$ 434.00
N Taousse	.30	Hrs. @	\$ 815.00/hr.	\$ 244.50
A C Davis	.30	Hrs. @	\$ 850.00/hr.	\$ 255.00
	<u>1.00</u>			<u>\$ 933.50</u>

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Invoice No. 2000612188

November 10, 2020

Matter Name: Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/20	S C Ollivierre	4.00	Prepare updated draft credit documents (3.5); correspond with company, Paul Weiss regarding same (0.5)
10/01/20	E L Schoppe	3.70	Review and revise services agreement relating to the DTC-eligibility of the notes (1.2); correspond with company representatives in connection with same (0.5); review and revise deliverables relating to the issuance and authentication of senior notes (1.1); correspond with representatives at the trustee in connection with same (0.4); review and revise draft opinion to the trustee in connection with same (0.5)
10/01/20	K Schoonveld	5.30	Attend to STB comments on local counsel opinions and coordinate with local counsel to finalize drafts (0.8); attend to STB draft IP Security Agreements and coordinate with STB IP counsel on applicable trademarks and patents (1.2); coordinate with the Company on outstanding debt schedules and mortgage values (0.5); attend to Security Agreement schedules (0.3); attend to closing checklist (0.4); attend to Latham opinion (0.2); respond to STB request on real property descriptions and specific equipment liens (1.5); participate in status teleconference with Paul Weiss regarding closing matters (0.4)
10/02/20	D J Miller	1.50	Review and comment on draft LW opinion (1.5)
10/02/20	S C Ollivierre	3.50	Prepare updated draft credit documents (1.5); correspond with Hi-Crush on related issues (2.0)
10/02/20	E L Schoppe	1.50	Review and revise agreement relating to DTC eligibility of notes and coordinate preparation of related deliverables (1.1); review and revise draft opinion to trustee relating to the authentication of the notes (0.4)
10/02/20	K Schoonveld	1.50	Coordinate with local counsel and STB on legal opinions (0.7); coordinate with paralegal to order certificates of good standings (0.2); coordinate with corporate team to determine HCR organizational documents for authorization of ABL Exit facility (0.3); attend to ABL Exit schedules (0.3);
10/03/20	K Schoonveld	.50	Coordinate with bankruptcy team on ancillary documents (0.5)
10/04/20	E L Schoppe	.50	Review and revise draft opinion to the trustee relating to the authentication of the notes (0.4); correspond with representatives at the trustee in connection with same (0.1)
10/04/20	K Schoonveld	.30	Coordinate with STB and Cozen on PA local counsel opinion (0.1); attention to Indenture Security Agreement (0.2)

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Invoice No. 2000612188

November 10, 2020

Matter Name: Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/05/20	S C Ollivierre	6.00	Preparation of revised draft credit documents (2.1), opinions (1.0); review of updated draft indenture (2.0); correspond with company regarding same (0.9).
10/05/20	E L Schoppe	8.10	Review and revise deliverables relating to the rights offering and issuance of notes and related DTC-eligibility (5.4); correspond with representatives at KCC, Paul Weiss, the trustee and the company in connection with same (1.2); review related rights offering procedures and plan documents in connection with same (1.5)
10/05/20	K Schoonveld	8.60	Coordinate with Squire on Colorado local counsel opinion and good standing of Pronghorn (0.3); coordinate with Company on filing requirements for Pronghorn Logistics (0.2); attend to closing checklist (0.3); attend to STB comments on ancillaries (1.2); participate in teleconference with LW corporate and restructuring teams on signature pages and closing process (0.4); coordinate with PW and LW corporate team on resolutions and Indenture ancillary documents (1.0); attend to UCC financing statements (0.7); participate in closing checklist call with PW (0.4); attend to master signature packets (1.2); participate in closing checklist teleconference with STB (0.4); participate in teleconference with Company to discuss Pronghorn Logistics good standing and affiliate debt schedules (0.3); attend to credit agreement exhibits and updated IP Security Agreements from STB (1.5); coordinate execution of resolutions with PW (0.3); coordinate with corporate team on debt signature packets (0.4)
10/06/20	S C Ollivierre	3.60	Correspond with team on real estate issues, outstanding credit agreement points (2.1); review of updated draft indenture (1.5)
10/06/20	E L Schoppe	3.60	Review and revise draft certificates and opinion to Trustee (1.2); coordinate review and execution of services agreement to US Bank (0.8); attend to review and execution of certificates, documents and instruments relating to the issuance of notes (1.6)
10/06/20	K Schoonveld	6.30	Coordinate with the Company and V&E on good standing for Pronghorn Logistics (0.4); attend to 1L and 2L financing statements (0.5); attend to credit agreement schedules and responding to STB questions on affiliate transactions (1.0); coordinate execution of debt signature packets with the Company (0.5); attend to Indenture IP Security Agreements (0.5); attend to closing checklist (0.4); attend to security agreement schedules (0.3); participate in pre-closing update teleconference with Paul Weiss (0.4); participate in teleconference with STB and JPM to discuss

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LATHAM & WATKINS LLP

Invoice No. 2000612188

November 10, 2020

Matter Name: Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			outstanding issues on Credit Agreement (1.0); coordinate with tax team on credit agreement exhibits (0.4); coordinate with local counsel on Colorado opinion (0.3); attend to draft UCC-3 termination for DIP Term Loan facility (0.6)
10/06/20	G D Grocke	.70	Review UCC financing statements (0.6); provide comments to K. Schoonveld (0.1)
10/07/20	S C Ollivierre	3.80	Correspond with company on real estate issues (1.0); preparation of updated draft loan documents (1.3); review of indenture security documents (1.5)
10/07/20	E L Schoppe	5.60	Coordinate review of certificates, agreements and instruments relating to the issuance of senior notes (5.6)
10/07/20	K Schoonveld	7.40	Attend to Squire legal opinion (0.2); attend to closing checklist (0.5); attend to executed packets from company and coordinate on closing deliverables with PW and STB (1.0); participate in closing checklist teleconference with STB (0.4); attend to STB comments on Security Agreements and IPSA schedules (0.3); attend to DIP Term Loan, DIP ABL and ABL Pre-Petition termination statements (1.6); attend to Credit Agreement and Security Agreement schedules (1.1); coordinate with paralegal on compiling final deliverables for closing (0.8); participate in closing checklist call with PW (0.4); attend to STB comments on Credit Agreement exhibits (0.3); attend to Latham opinion (0.4); attend to final form ancillaries (0.4)
10/08/20	S C Ollivierre	4.90	Prepare final comments to credit agreement, indenture (3.0); correspond with Simpson, Paul Weiss on closing logistics (1.9).
10/08/20	K Schoonveld	8.10	Coordinate with LW tax team on comments to Credit Agreement (0.5); respond to STB requests on organizational documents (0.5); attend to final closing deliverables to send in escrow (3.5); attend to credit and security agreement schedules (1.0); coordinate with Cozen and Squire on final deliverables to get authorization for opinion release (1.2); attend to Latham opinion (0.3); participate in closing checklist teleconference with PW (0.3); attend to KYC request and borrowing base certificate (0.2); attend to STB closing deliverables (0.6)
10/09/20	S C Ollivierre	2.00	Finalizing credit documents (1.8); participate in closing teleconference with advisors (0.2)
10/09/20	E L Schoppe	5.20	Coordinate the review, revision and execution of items relating to the issuance of senior notes and the emergence from bankruptcy (3.1); coordinate the review and filing of the related Form 8-K (2.1)

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LATHAM & WATKINS^{LLP}

Invoice No. 2000612188
 November 10, 2020
 Matter Name: Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/09/20	K Schoonveld	3.10	Attend to ABL Exit closing and KYC requests on note side (2.6); attend to ABL Exit closing set (0.5)

D J Miller	1.50	Hrs. @	\$ 1,295.00/hr.	\$ 1,942.50
S C Ollivierre	27.80	Hrs. @	\$ 1,145.00/hr.	\$ 31,831.00
E L Schoppe	28.20	Hrs. @	\$ 995.00/hr.	\$ 28,059.00
K Schoonveld	41.10	Hrs. @	\$ 815.00/hr.	\$ 33,496.50
G D Grocke	<u>.70</u>	Hrs. @	\$ 435.00/hr.	<u>\$ 304.50</u>
	99.30			\$ 95,633.50

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LATHAM & WATKINS LLP

Invoice No. 2000612188
 November 10, 2020
 Matter Name: Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/20	B T Denton	1.80	Attend to preparation for adversary proceeding (1.3); participate in teleconference with client and A. DeLisi regarding same (0.5)
10/01/20	A R DeLisi	1.50	Prepare for and participate in telephone conference with M. Skolos, B. Denton, T. Davidson, A. Harper, and N. Taousse regarding potential adversary proceeding (0.6); review documents for same (0.9)
10/01/20	N Taousse	1.30	Teleconference with LW team regarding potential litigation issue (0.3); correspond with M. Skolos, LW team regarding same (0.2); correspond with A. DeLisi regarding potential adversary proceeding (0.2); teleconference with client, LW team, HAK team regarding same (0.6)
10/02/20	B T Denton	.20	Attend to potential adversary proceeding (0.2)
10/02/20	A R DeLisi	.90	Conduct legal research regarding potential adversary proceeding (0.9)
10/02/20	N Taousse	1.20	Correspond with advisors regarding potential adversary proceeding (0.7); teleconference with client, J. Cruise regarding certain potential litigation matters (0.5)
10/03/20	N Taousse	.10	Correspond with M. Skolos regarding potential adversary proceeding matter (0.1)
10/04/20	B T Denton	1.20	Attend to legal and factual research regarding potential adversary proceeding (1.2)
10/04/20	A R DeLisi	.90	Summarize research for B. Denton (0.7); confer with B. Denton regarding next steps in potential adversary proceeding (0.2)
10/05/20	B T Denton	1.80	Teleconference with A. DeLisi regarding potential adversary proceeding (0.3); attend to legal and factual research for same (1.5)
10/05/20	A R DeLisi	1.10	Teleconference with B. Denton regarding potential adversary proceeding (0.2); telephone conference with B. Davis for research on same (0.3); review and provide feedback on research (0.4); draft status report to B. Denton regarding same (0.2)
10/05/20	B A Davis	4.80	Participate in teleconference with LW team research on insolvency (0.2); review contracts and background materials for research (1.8); conduct research regarding related matters (2.8)
10/06/20	B T Denton	.80	Analyze case law and financial documents in preparation for potential adversary proceeding (0.8)

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LATHAM & WATKINS LLP

Invoice No. 2000612188
 November 10, 2020
 Matter Name: Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/06/20	A R DeLisi	2.50	Review research from B. Davis and confer with B. Davis regarding same (1.0); conduct further research in preparation for potential adversary proceeding (1.2); correspond with Latham and A&M teams regarding same (0.3)
10/06/20	B A Davis	3.10	Conduct research regarding adversary proceeding (3.1)
10/06/20	N Taousse	.20	Communications with LW, HAK teams regarding potential adversary proceeding matter (0.2)
10/07/20	B T Denton	1.70	Review cases and prepare analysis of arguments in potential dispute (1.2); prepare for and participate in teleconference with client regarding same (0.5)
10/07/20	A R DeLisi	1.90	Draft summary of adversary proceeding research for B. Denton (1.4); prepare for and participate in telephone conference with M. Skolos, T. Davidson, B. Denton, and N. Taousse regarding strategy regarding same (0.5)
10/07/20	N Taousse	.40	Teleconference with client, LW team, HAK regarding potential adversary proceeding matter (0.4)
10/08/20	B T Denton	.30	Attend to adversary proceeding research (0.3)
10/08/20	A R DeLisi	.50	Draft outline of memorandum for M. Skolos regarding assessment of potential adversary proceeding (0.5)
10/09/20	B T Denton	.20	Attend to discovery response to Wisconsin lien-claimants (0.2)
10/09/20	A R DeLisi	1.50	Draft memorandum regarding adversary proceeding (1.3); confer with B. Denton and N. Taousse regarding discovery inquiry from Wisconsin Tort Claimants' counsel (0.2)

B T Denton	8.00	Hrs. @	\$ 1,180.00/hr.	\$ 9,440.00
A R DeLisi	10.80	Hrs. @	\$ 995.00/hr.	\$ 10,746.00
N Taousse	3.20	Hrs. @	\$ 815.00/hr.	\$ 2,608.00
B A Davis	7.90	Hrs. @	\$ 590.00/hr.	\$ 4,661.00
	29.90			\$ 27,455.00

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LATHAM & WATKINS LLP

Invoice No. 2000612188
 November 10, 2020
 Matter Name: Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/20	K Simon	1.70	Work on exit documents (0.8); correspond with team regarding same (0.5); teleconference with client regarding related matters (0.4)
10/01/20	A V Reilly	1.10	Correspond with LW team and PW regarding rights offering and backstop documents (0.6); teleconference with PW team, LW team, and A&M regarding rights offering and effective date workstreams (0.5)
10/02/20	K Simon	1.70	Work on exit documents (1.0); correspond with team regarding related matters (0.5); teleconference with client regarding same (0.2)
10/02/20	A V Reilly	.70	Correspond with A&M and PW regarding rights offering and backstop documents (0.2); review backstop certification (0.3); correspond with LW team regarding closing date deliverables (0.2)
10/02/20	A V Reilly	.30	Correspond with LW team and A&M regarding contract rejection status (0.3)
10/05/20	K Simon	2.00	Work on exit documents (0.9); correspond with team regarding related matters(0.5); teleconference with advisors regarding same (0.6)
10/05/20	A V Reilly	1.70	Review conditions precedent to consummation (0.3); correspond with K. Simon regarding same (0.2); correspond with corporate and finance teams regarding closing documents (0.5); teleconference with PW and LW regarding closing (0.5); correspond with LW team regarding carve out reserve (0.2)
10/05/20	A Attarwala	.60	Review and analyze effective date issues (0.4); correspond with LW team regarding same (0.2)
10/05/20	N Taousse	1.80	Teleconference with LW team regarding organizational documents (0.2); teleconference with LW, A&M teams regarding office trailers (0.3); attend teleconferences with PW, LW teams regarding closing matters (0.5); communications with LW team, other professionals regarding closing matters (0.8)
10/06/20	K Simon	1.40	Work on exit documents (0.7); correspond with team (0.3); teleconference with advisors (0.4)
10/06/20	A V Reilly	.60	Teleconference with PW, Lazard, A&M, and Moelis regarding closing preparations (0.6)
10/06/20	A Attarwala	.50	Review and analyze effective date issues (0.5)
10/06/20	N Taousse	.50	Correspond with LW team, other professionals regarding

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Invoice No. 2000612188
 November 10, 2020
 Matter Name: Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			closing matters (0.3); teleconference with PW, LW teams regarding closing (0.2)
10/07/20	K Simon	2.20	Work on exit documents (1.0); correspond with team regarding related matters (0.6); teleconference with advisors regarding same (0.6)
10/07/20	A V Reilly	1.50	Correspond with LW team regarding closing documents (0.6); teleconference with PW and other advisors regarding closing mechanics (0.4); review updated closing checklist (0.2); teleconference with K. Simon regarding effective date open issues (0.2); correspond with E. Schoppe regarding share count (0.1)
10/07/20	A Attarwala	.30	Review and analyze effective date issues and correspond with LW team regarding same (.3)
10/07/20	B S Rosen	.50	Draft notice of effective date (0.5)
10/07/20	N Taousse	.90	Correspond with LW team, A&M regarding conditions precedent to closing (0.4); review notice of effective date (0.2); teleconference with PW, LW teams regarding closing (0.3)
10/08/20	K Simon	1.80	Work on exit documents and going effective issues (1.2); teleconference with team regarding related matters (0.6)
10/08/20	A V Reilly	.80	Attend to various closing deliverables (0.5); teleconference with PW and other advisors regarding closing (0.3)
10/08/20	A Attarwala	.70	Review and analyze effective date issues (0.7)
10/08/20	N Taousse	1.90	Review and revise notice of effective date (0.3); correspond with LW team regarding same (0.5); attend to various closing items, including communications with LW team, A&M, PW regarding same (0.8); teleconference with PW, LW teams regarding closing items (0.3)
10/09/20	K Simon	1.50	Work on exit documents and going effective issues (0.9); teleconference with team regarding related matters (0.6)
10/09/20	A V Reilly	1.80	Attend to closing date logistics (1.0); attend closing teleconference with advisors (0.3); review notice of effective date (0.2); correspond with S. Schoppe and KCC regarding note issuances (0.3)
10/09/20	A Attarwala	.20	Telephone conference with LW team, STB, PW regarding emergence (0.2)
10/09/20	B S Rosen	.50	Revise administrative proof of claim form (0.2); attention to notice of effective date (0.3)

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Invoice No. 2000612188
 November 10, 2020
 Matter Name: Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/09/20	N Taousse	2.30	Attend to effective date matters including communications with LW team, PW regarding same (2.1); teleconference with PW, LW teams regarding closing (0.2)
K Simon	12.30	Hrs. @	\$ 1,365.00/hr. \$ 16,789.50
A V Reilly	8.50	Hrs. @	\$ 1,085.00/hr. \$ 9,222.50
A Attarwala	2.30	Hrs. @	\$ 955.00/hr. \$ 2,196.50
N Taousse	7.40	Hrs. @	\$ 815.00/hr. \$ 6,031.00
B S Rosen	1.00	Hrs. @	\$ 695.00/hr. \$ 695.00
	<u>31.50</u>		<u>\$ 34,934.50</u>

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Invoice No. 2000612188
 November 10, 2020
 Matter Name: Real Estate

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/20	S E Bressler	1.20	Correspond with team regarding transaction (0.3); review and revise indenture (0.9)
10/02/20	S E Bressler	.50	Correspond with team regarding transaction and as-extracted collateral (0.3); review credit agreement (0.2)
10/05/20	S E Bressler	.50	Correspond with team regarding transaction (0.3); review schedules (0.2)
10/06/20	S E Bressler	.50	Correspond with team regarding transaction and real estate values (0.5)
10/07/20	S E Bressler	.80	Correspond with team regarding transaction and real estate values (0.3); teleconference with counsel regarding real estate deliverables (0.3); review revised indenture (0.2)

S E Bressler	<u>3.50</u>	Hrs. @	\$ 1,085.00/hr.	<u>\$ 3,797.50</u>
	3.50			\$ 3,797.50

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Invoice No. 2000612188
 November 10, 2020
 Matter Name: Reporting

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/28/20	T J Lavelle	2.90	Correspond with the company regarding press release and 8-K (1.0); analyze issues related to disclosure (0.9); review 8-K (1.0)
09/28/20	A Attarwala	.30	Review and comment on 8-K (0.3)
09/28/20	K Richardson	3.70	Attend to rights offering and deliverables required in connection therewith (1.0); review and edit form 8-K (1.2); telephone conference with working group regarding the foregoing (0.5); email correspondence regarding rights offering deliverables and closing matters (1.0)
09/28/20	J L Sherman	2.10	Draft and revise 8-K announcing approval of Plan of Reorganization (1.5); teleconference with D. Lee regarding 8-K (0.2); revise 8-K filing (0.4)
09/29/20	T J Lavelle	1.50	Review 8-K and related correspondence (1.0); analyze issues related to DTC eligibility (0.5)
09/29/20	K Richardson	.70	Correspond with team regarding Form 8-K (0.7)
09/29/20	J L Sherman	.50	Revise and instruct printer to file 8-K (0.5)
09/30/20	J L Sherman	1.30	Revise 8-K filing (0.5); draft and revise deliverables for Notes closing (0.8)
10/02/20	D H Lee	.60	Research precedent 8-Ks (0.3); correspond with Latham team summarizing required disclosures (0.3)
10/05/20	E P Hall	2.30	Prepare emergence 8-K (2.3)
10/05/20	J L Sherman	2.50	Review and revise certificates for issuance of notes (0.6); draft and revise Form 8-K for emergence (1.9)
10/06/20	E P Hall	.80	Prepare emergence 8-K (0.8)
10/06/20	D H Lee	5.00	Review and comment on draft of emergence 8-K (3.2); review transaction documents and plan of reorganization in connection with reviewing draft 8-K (1.0); research and compare precedents of emergence 8-Ks (0.8)
10/06/20	J L Sherman	1.20	Draft and revise Form 8-K for emergence (1.0); revise certificates for closing (0.2)
10/06/20	N Taousse	.70	Communications with PW, client, LW teams regarding SEC matter (0.7)
10/07/20	A V Reilly	1.00	Review and revise 8-K (1.0)
10/07/20	E L Schoppe	1.60	Review and revise draft Form 8-K and review precedent in connection with same (1.6)

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Invoice No. 2000612188
 November 10, 2020
 Matter Name: Reporting

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/07/20	E P Hall	.80	Prepare emergence 8-K (0.8)
10/07/20	D H Lee	.50	Revise draft of 8-K (0.5)
10/08/20	A V Reilly	.30	Review updated 8-K (0.3)
10/08/20	E L Schoppe	1.60	Review and revise draft Form 8-K (1.0); filing the same (0.2); review and revise draft press release (0.4)
10/08/20	D H Lee	.10	Review Paul Weiss comments to draft 8-K (0.1)

T J Lavelle	4.40	Hrs. @	\$ 1,120.00/hr.	\$ 4,928.00
A V Reilly	1.30	Hrs. @	\$ 1,085.00/hr.	\$ 1,410.50
K Richardson	4.40	Hrs. @	\$ 1,075.00/hr.	\$ 4,730.00
E L Schoppe	3.20	Hrs. @	\$ 995.00/hr.	\$ 3,184.00
A Attarwala	.30	Hrs. @	\$ 955.00/hr.	\$ 286.50
D H Lee	6.20	Hrs. @	\$ 895.00/hr.	\$ 5,549.00
N Taousse	.70	Hrs. @	\$ 815.00/hr.	\$ 570.50
E P Hall	3.90	Hrs. @	\$ 590.00/hr.	\$ 2,301.00
J L Sherman	7.60	Hrs. @	\$ 590.00/hr.	\$ 4,484.00
	<u>32.00</u>			<u>\$ 27,443.50</u>

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Invoice No. 2000612188

November 10, 2020

Matter Name: Tax

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/02/20	Y X Standley	.20	Review comments on indenture (0.2)
10/05/20	Y X Standley	1.20	Review and provide tax comments on exhibits to credit agreement (1.2)
10/06/20	B P Lee	4.80	Review and analyze draft credit facility and ancillary documents (1.6); provide comments regarding same (2.1); review, analyze and provide comments on draft documentation related to notes (1.1)
10/06/20	J W Grimley	5.40	Review and revise credit agreement and exhibits (5.4)
10/06/20	Y X Standley	5.90	Review and provide tax comments on credit agreement, exhibits, and indenture (5.9)
10/07/20	C T Fenn	3.80	Address and revise ABL Credit Agreement tax issues, including exhibits (1.9); address various communications regarding tax (1.1); review changes to stockholders agreement (0.8)
10/07/20	B P Lee	7.70	Review, analyze, and comment on draft documents related to notes (3.3); research related to notes structure (3.1); multiple teleconferences with working group regarding same (1.3)
10/07/20	J W Grimley	2.80	Research questions regarding IRC section 871(m) treatment of notes (2.3); telephone conferences regarding same (0.5)
10/07/20	Y X Standley	3.60	Review and provide tax comments on credit agreement (2.9); analyze tax issues regarding 871(m) attestation form (0.7)
10/08/20	B P Lee	1.20	Review, analyze, and provide comments on revised draft transaction documents and provide comments (1.2)
10/08/20	J W Grimley	1.50	Review indenture and notes (1.5)
10/08/20	Y X Standley	1.70	Review revised indenture and draft notes (0.9); review and provide comments on 871(m) attestation form (0.4); analyze tax issues regarding PIK notes (0.4)

C T Fenn	3.80	Hrs. @	\$ 1,560.00/hr.	\$ 5,928.00
B P Lee	13.70	Hrs. @	\$ 1,120.00/hr.	\$ 15,344.00
J W Grimley	9.70	Hrs. @	\$ 1,085.00/hr.	\$ 10,524.50
Y X Standley	12.60	Hrs. @	\$ 590.00/hr.	\$ 7,434.00
	<u>39.80</u>			<u>\$ 39,230.50</u>

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Exhibit I

Detailed Expense Statement

53rd at Third
885 Third Avenue
New York, New York 10022-4834
Tel: +1 212 906 1200 Fax: +1 212 751 4864
www.lw.com

LATHAM & WATKINS LLP

INVOICE

August 20, 2020

Hi-Crush Inc.
1330 Post Oak Blvd., Suite 600
Houston, TX 77056
Attn: Mark C. Skolos

Please identify your payment with the following:

Invoice No. 2000608756
Matter Number 066254-1023

Tax Identification No.: 95-2018373

Remittance Instructions

REDACTED

For professional services rendered through July 31, 2020

Re: Expenses

Costs and Disbursements 2,009.12

Total Due **\$ 2,009.12**

LATHAM & WATKINS LLP

Invoice No. 2000608756
August 20, 2020

Costs and Disbursements:

<u>Date</u>	<u>Description</u>	<u>Vendor</u>	<u>Amount</u>
07/30/20	Audio\ Video Conferencing Services - AT&T Teleconference Services - P.O. Box 5002 - AT&T Teleconference Charges June 2020 ANNEMARIE REILLY ID 71972	AT&T Corp.	18.53
07/30/20	Audio\ Video Conferencing Services - AT&T Teleconference Services - P.O. Box 5002 - AT&T Teleconference Charges June 2020 SHAUN LEE ID 79194	AT&T Corp.	24.56
07/30/20	Audio\ Video Conferencing Services - AT&T Teleconference Services - P.O. Box 5002 - AT&T Teleconference Charges June 2020 NACIF TAOUSSE ID 82650	AT&T Corp.	12.63
07/30/20	Audio\ Video Conferencing Services - AT&T Teleconference Services - P.O. Box 5002 - AT&T Teleconference Charges June 2020 ASIF ATTARWALA ID 82337	AT&T Corp.	16.79
Total Audio\ Video Conferencing Services			72.51
07/13/20	Document support for E. Shcherbakova; GD0304017; QJ Edit-Format		8.00
07/13/20	Document support for E. Shcherbakova; GD0304017; Set Up		8.00
07/19/20	Document support for B. Rosen; GD0304601; Proofread - Slug		24.00
07/19/20	Document support for B. Rosen; GD0304601; Set Up		8.00
07/19/20	Document support for B. Rosen; GD0304601; Create/Convert		88.00
07/20/20	Document support for E. Schoppe; GD0304695; Set Up		16.00
07/20/20	Document support for B. Rosen; GD0304721; Set Up		8.00
07/20/20	Document support for B. Rosen; GD0304721; Revise		40.00
07/20/20	Document support for B. Rosen; GD0304721; Blackline		8.00
07/21/20	Document support for E. Schoppe; GD0304695; Create/Convert		248.00
07/21/20	Document support for E. Schoppe; GD0304695; Proofread - Full Read		24.00
07/21/20	Document support for E. Schoppe; GD0304695; Revise		8.00
Total Document Processing			488.00
07/23/20	Messenger/Courier - Recipient: ROBERT E RASMUS - 175 SHERIDAN RD WINNETKA, IL 60093 on 23-Jul-2020 - AB #: 395083023977 - Inv #: 708152873 - Sender: Kevin Schoonveld - 885 Third Avenue NEW YORK, NY 10022		18.66
07/24/20	Messenger/Courier - Recipient: ANDREW G RAY - 2200 ROSS AVE, 9 FLOOR DALLAS, TX 75201 on 24-Jul-2020 - AB #: 395083541260 - Inv #: 708152873 - Sender: Kevin Schoonveld - 885 Third Avenue NEW YORK, NY 10022		13.35

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT
PLEASE REFERENCE INVOICE # 2000608756 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK

LATHAM & WATKINS LLP

Invoice No. 2000608756
August 20, 2020

<u>Date</u>	<u>Description</u>	<u>Vendor</u>	<u>Amount</u>
07/24/20	Messenger/Courier - Recipient: B YOUNG HI CRUSH DIP - 900 W TRADE ST STE 725 CHARLOTTE, NC 28202 on 24-Jul-2020 - AB #: 395083714294 - Inv #: 708152873 - Sender: Kevin Schoonveld - 885 Third Avenue NEW YORK, NY 10022		13.35
	Total Federal Express & Messenger		45.36
07/16/20	Laser Copy 066254-1023		116.25
	Total Laser Copy		116.25
07/17/20	Westlaw (West Publishing) - Search on: 17-Jul-2020 - Westlaw ID: 12323671 - Request by: Murtagh, Hugh K 78626 - Grp: 1000427646		128.70
07/25/20	Westlaw - West Publishing - Search on: 25-Jul-2020 - Westlaw ID: - Request by: Lee, Shaun C 79194 - Grp: 1000427646		1,158.30
	Total Legal Research		1,287.00
	Total Costs and Disbursements:		\$ 2,009.12
Costs and Disbursements:			
	Audio\ Video Conferencing Services		72.51
	Document Processing		488.00
	Federal Express & Messenger		45.36
	Laser Copy		116.25
	Legal Research		1,287.00
	Total Costs and Disbursements:		\$ 2,009.12

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT
PLEASE REFERENCE INVOICE # 2000608756 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK

53rd at Third
885 Third Avenue
New York, New York 10022-4834
Tel: +1 212 906 1200 Fax: +1 212 751 4864
www.lw.com

LATHAM & WATKINS LLP

INVOICE

August 20, 2020

Hi-Crush Inc.
1330 Post Oak Blvd., Suite 600
Houston, TX 77056
Attn: Mark C. Skolos

Please identify your payment with the following:

Invoice No. 2000608756
Matter Number 066254-1023

Tax Identification No.: 95-2018373

Remittance Instructions

REDACTED

REMITTANCE COPY

Expenses

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Balance Due</u>
<u>Current Invoice</u>		
08/20/2020	2000608756	2,009.12
Balance Due		\$ 2,009.12

53rd at Third
885 Third Avenue
New York, New York 10022-4834
Tel: +1 212 906 1200 Fax: +1 212 751 4864
www.lw.com

LATHAM & WATKINS LLP

INVOICE

September 25, 2020

Hi-Crush Inc.
1330 Post Oak Blvd., Suite 600
Houston, TX 77056
Attn: Mark C. Skolos

Please identify your payment with the following:

Invoice No. 2000610074
Matter Number 066254-1023

Tax Identification No.: 95-2018373

Remittance Instructions

REDACTED

For professional services rendered through August 31, 2020

Re: Expenses

Costs and Disbursements	3,144.91
-------------------------	----------

Total Due	\$ 3,144.91
------------------	--------------------

LATHAM & WATKINS LLP

Invoice No. 2000610074
September 25, 2020

Costs and Disbursements:

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Vendor</u>	<u>Amount</u>
08/31/20	Audio\ Video Conferencing Services - AT&T Teleconference Services - P.O. Box 5002 - AT&T Teleconference Charges July 2020 ASIF ATTARWALA ID 82337	A Attarwala	AT&T Corp.	2.08
Total Audio\ Video Conferencing Services				2.08
08/22/20	Document support for A. Fatheazam; GD0308170; QJ Edit-Format	Y D Powell		8.00
08/22/20	Document support for A. Fatheazam; GD0308170; Set Up	Y D Powell		8.00
08/26/20	Document support for D. Lee; GD0308572; Proofread - Slug	R Conner		16.00
08/26/20	Document support for D. Lee; GD0308572; Create/Convert	J Mayse		64.00
08/26/20	Document support for D. Lee; GD0308572; Create/Convert	T J Michael		48.00
08/27/20	Document support for R. Weber-Levine; GD0308639; Revise	A Tangredi		128.00
08/27/20	Document support for R. Weber-Levine; GD0308639; Proofread - Check Revisions	M H Hendrickson		224.00
08/27/20	Document support for D. Lee; GD0308572; Set Up	F Diaz		8.00
08/27/20	Document support for D. Lee; GD0308572; Proofread - Slug	D Harrison		40.00
08/27/20	Document support for D. Lee; GD0308572; Revise	A West		24.00
08/27/20	Document support for R. Weber-Levine; GD0308639; Set Up	H Dempsey		8.00
08/28/20	Document support for R. Weber-Levine; GD0308639; Revise	N N Onuora		48.00
08/28/20	Document support for R. Weber-Levine; GD0308639; Revise	H E Williams		16.00
Total Document Processing				640.00
08/05/20	Messenger/Courier - Recipient: Mark Skolos - 121 PARK PL EAU CLAIRE, WI 54701 on 05-Aug- 2020 - AB #: 395504669934 - Inv #: 709445148 - Sender: Kevin Schoonveld - 885 Third Avenue NEW YORK, NY 10022	K Schoonveld		18.66

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT
PLEASE REFERENCE INVOICE # 2000610074 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK

LATHAM & WATKINS LLP

Invoice No. 2000610074
September 25, 2020

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Vendor</u>	<u>Amount</u>
08/06/20	Messenger/Courier - Recipient: Lawrence Dempsey - 1330 POST OAK BLVD STE 600 HOUSTON, TX 77056 on 06-Aug-2020 - AB #: 395504843399 - Inv #: 709445148 - Sender: Kevin Schoonveld - 885 Third Avenue NEW YORK, NY 10022	K Schoonveld		13.35
08/13/20	Messenger/Courier - Recipient: Lauren Moran - 1 FEDERAL ST BOSTON, MA 02110 on 13-Aug-2020 - AB #: 395791843544 - Inv #: 710077798 - Sender: Keith Simon - 885 Third Avenue NEW YORK, NY 10022	K Simon		13.35
Total Federal Express & Messenger				45.36
08/05/20	Filing Fees - Cogency Global, Inc. - Filing fees	G D Grocke	Cogency Global, Inc.	348.00
08/20/20	Filing Fees - Cogency Global, Inc. - Filing fees	G D Grocke	Cogency Global, Inc.	74.00
Total Filing Fees				422.00
08/07/20	Other Database Research - Chapter 11 Dockets - INVOICE: 111215 Chapter 11 Dockets usage for July 2020.	S C Lee		34.90
08/18/20	Westlaw (West Publishing) - Search on: 18-Aug-2020 - Westlaw ID: - Request by: Steiger, Aubrey Leigh 80210 - Grp: 1000427646	A L Steiger		820.80
08/18/20	Westlaw - West Publishing - Search on: 18-Aug-2020 - Westlaw ID: - Request by: Taousse, Nacif 82650 - Grp: 1000427646	N Taousse		386.10
08/26/20	Lexis Nexis 26-Aug-2020 - Bill Group: 130GNJ - Lexis ID: ALEXDE - - DeLisi, Alexander Richard 08844 - Reporting Week: 03-Aug-2020	A R DeLisi		178.20
08/27/20	Westlaw - West Publishing - Search on: 27-Aug-2020 - Westlaw ID: - Request by: Taousse, Nacif 82650 - Grp: 1000427646	N Taousse		128.70
08/28/20	Lexis Nexis 28-Aug-2020 - Bill Group: 130GNJ - Lexis ID: ALEXDE - - DeLisi, Alexander Richard 08844 - Reporting Week: 03-Aug-2020	A R DeLisi		267.30
Total Legal Research				1,816.00
08/18/20	Records Retrieval - Capitol Services, Inc. - Document retrieval	D A Alaniz	Capitol Services, Inc.	150.64
08/18/20	Records Retrieval - Capitol Services, Inc. - Document retrieval	D A Alaniz	Capitol Services, Inc.	68.83

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT
PLEASE REFERENCE INVOICE # 2000610074 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK

LATHAM & WATKINS LLP

Invoice No. 2000610074
 September 25, 2020

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Vendor</u>	<u>Amount</u>
	Total Records Retrieval			219.47
				<hr/>
	Total Costs and Disbursements:			<u><u>\$ 3,144.91</u></u>
 Costs and Disbursements:				
	Audio\ Video Conferencing Services			2.08
	Document Processing			640.00
	Federal Express & Messenger			45.36
	Filing Fees			422.00
	Legal Research			1,816.00
	Records Retrieval			219.47
				<hr/>
	Total Costs and Disbursements:			<u><u>\$ 3,144.91</u></u>

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT
 PLEASE REFERENCE INVOICE # 2000610074 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK

53rd at Third
885 Third Avenue
New York, New York 10022-4834
Tel: +1 212 906 1200 Fax: +1 212 751 4864
www.lw.com

LATHAM & WATKINS LLP

INVOICE

September 25, 2020

Hi-Crush Inc.
1330 Post Oak Blvd., Suite 600
Houston, TX 77056
Attn: Mark C. Skolos

Please identify your payment with the following:

Invoice No. 2000610074
Matter Number 066254-1023

Tax Identification No.: 95-2018373

Remittance Instructions

REDACTED

REMITTANCE COPY

Expenses

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Balance Due</u>
<u>Current Invoice</u>		
09/25/2020	2000610074	3,144.91
Balance Due		\$ 3,144.91

LATHAM & WATKINS LLP

53rd at Third
885 Third Avenue
New York, New York 10022-4834
Tel: +1.212.906.1200 Fax: +1.212.751.4864
www.lw.com

INVOICE

October 26, 2020

Hi-Crush Inc.
1330 Post Oak Blvd., Suite 600
Houston, TX 77056
Attn: Mark C. Skolos

Please identify your payment with the following:

Invoice No. 2000611507
Matter Number 066254-1023

Tax Identification No.: 95-2018373

Remittance Instructions

REDACTED

For professional services rendered through September 30, 2020

Re: **Expenses**

Costs and Disbursements 6,686.57

Total Due **\$ 6,686.57**

LATHAM & WATKINS LLP

Invoice No. 2000611507
 October 26, 2020

Costs and Disbursements:

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Vendor</u>	<u>Amount</u>
09/02/20	Audio\ Video Conferencing Services - AT&T Teleconference Services - P.O. Box 5002 - AT&T Teleconference Charges July 2020 SHAUN LEE ID 79194	S C Lee	AT&T Corp.	7.89
09/02/20	Audio\ Video Conferencing Services - AT&T Teleconference Services - P.O. Box 5002 - AT&T Teleconference Charges July 2020 ANNEMARIE REILLY ID 71972	A V Reilly	AT&T Corp.	5.25
Total Audio\ Video Conferencing Services				13.14
09/30/20	Docket Research/NY Account: 2591476	C R Jones		19.88
Total Docket				19.88
09/11/20	Document Copies - Cogency Global, Inc. - Certified Copies	E Shcherbakova	Cogency Global, Inc.	1,270.42
09/11/20	Document Copies - Cogency Global, Inc. - Certified Copies	E Shcherbakova	Cogency Global, Inc.	1,399.86
09/11/20	Document Copies - Cogency Global, Inc. - Certified Copies	E Shcherbakova	Cogency Global, Inc.	580.48
09/11/20	Document Copies - Cogency Global, Inc. - Certified Copies	E Shcherbakova	Cogency Global, Inc.	1,379.17
Total Document Copies				4,629.93
09/03/20	Document support for N. Taousse; GD0309278; Revise	J B Chaplin		8.00
09/03/20	Document support for N. Taousse; GD0309278; Set Up	J B Chaplin		8.00
09/04/20	Document support for D. Lee; GD0309470; Revise	B E Rowe		40.00
09/05/20	Document support for D. Lee; GD0309470; Set Up	F Diaz		8.00
09/08/20	Document support for D. Lee; GD0309739; Blackline	R Conner		16.00
09/08/20	Document support for D. Lee; GD0309748; Blackline	M Flood		96.00
09/09/20	Document support for R. Weber-Levine; GD0309853; Set Up	A Tangredi		8.00
09/09/20	Document support for R. Weber-Levine; GD0309853; Proofread - Full Read	R Conner		48.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
 PLEASE REFERENCE INVOICE # 2000611507 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK.

LATHAM & WATKINS LLP

Invoice No. 2000611507
 October 26, 2020

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Vendor</u>	<u>Amount</u>
09/09/20	Document support for R. Weber-Levine; GD0309853; TOA and TOC	J Baughman		144.00
09/09/20	Document support for E. Schoppe; GD0309847; Blackline	N F Francisco		16.00
09/09/20	Document support for D. Lee; GD0309739; Set Up	R Conner		8.00
09/09/20	Document support for D. Lee; GD0309748; Set Up	R Conner		8.00
09/09/20	Document support for E. Schoppe; GD0309847; Set Up	A Tangredi		8.00
09/10/20	Document support for A. Fatheazam; GD0309967; Revise	A Tangredi		16.00
09/10/20	Document support for A. Fatheazam; GD0309967; Set Up	A Tangredi		8.00
09/15/20	Document support for R. Weber-Levine; GD0310497; Revise	R Conner		48.00
09/15/20	Document support for R. Weber-Levine; GD0310497; Proofread - Check Revisions	M H Hendrickson		224.00
09/15/20	Document support for R. Weber-Levine; GD0310497; Set Up	M Swanson		8.00
09/16/20	Document support for R. Weber-Levine; GD0310497; Revise	W L Chiu-Lei		32.00
09/16/20	Document support for R. Weber-Levine; GD0310497; Revise	E Wilson		16.00
09/21/20	Document support for R. Weber-Levine; GD0310497; Revise	J L Reese		40.00
09/22/20	Document support for E. Hall; GD0311327; Set Up	Y D Powell		8.00
09/22/20	Document support for E. Hall; GD0311327; QJ Edit-Format	Y D Powell		16.00
	Total Document Processing			832.00
09/08/20	Messenger/Courier - Recipient: Blake Denton - 6 OAKWOOD CT HOLMDEL, NJ 07733 on 08-Sep-2020 - AB #: 396616285152 - Inv #: 712007017 - Sender: Damon Gaynair - 885 Third Avenue NEW YORK, NY 10022	D Gaynair		23.03
	Total Federal Express & Messenger			23.03
09/08/20	Laser Copy 066254-0000	B N Y William Lea - Ny		63.30

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
 PLEASE REFERENCE INVOICE # 2000611507 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK.

LATHAM & WATKINS LLP

Invoice No. 2000611507
 October 26, 2020

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Vendor</u>	<u>Amount</u>
09/08/20	Laser Copy 066254-0000	B N Y William Lea - Ny		38.10
09/08/20	Laser Copy 066254-0000	B N Y William Lea - Ny		38.10
09/08/20	Laser Copy 066254-0000	B N Y William Lea - Ny		99.45
09/08/20	Laser Copy 066254-0000	B N Y William Lea - Ny		39.75
09/08/20	Laser Copy 066254-0000	B N Y William Lea - Ny		21.75
09/08/20	Laser Copy 066254-0000	B N Y William Lea - Ny		63.30
09/08/20	Laser Copy 066254-0000	B N Y William Lea - Ny		21.75
09/08/20	Laser Copy 066254-0000	B N Y William Lea - Ny		21.75
09/08/20	Laser Copy 066254-0000	B N Y William Lea - Ny		63.30
09/08/20	Laser Copy 066254-0000	B N Y William Lea - Ny		39.75
09/08/20	Laser Copy 066254-0000	B N Y William Lea - Ny		38.10
09/08/20	Laser Copy 066254-0000	B N Y William Lea - Ny		99.45
09/23/20	Laser Copy 066254-1023	B N Y William Lea - Ny		39.60
09/23/20	Laser Copy 066254-1023	B N Y William Lea - Ny		79.20
09/23/20	Laser Copy 066254-1023	B N Y William Lea - Ny		39.60
	Total Laser Copy			806.25
09/10/20	Westlaw - West Publishing - Search on: 10-Sep-2020 - Westlaw ID: 12323671 - Request by: Murtagh, Hugh K 78626 - Grp: 1000427646	H K Murtagh		128.70
09/22/20	Westlaw - West Publishing - Search on: 22-Sep-2020 - Westlaw ID: - Request by: Taousse, Nacif 82650 - Grp: 1000427646	N Taousse		109.80
	Total Legal Research			238.50

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
 PLEASE REFERENCE INVOICE # 2000611507 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK.

LATHAM & WATKINS LLP

Invoice No. 2000611507
 October 26, 2020

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Vendor</u>	<u>Amount</u>
09/08/20	Outside Services (Non-Attorney) - Courtalert.Com - Monitor of state court databases for tracking of filings and deadlines	R L Kohn	Courtalert.Com, Inc.	43.82
09/29/20	Outside Services (Non-Attorney) - Courtalert.Com - Monitor of state court databases for tracking filings and deadlines	R L Kohn	Courtalert.Com, Inc.	80.02
Total Outside Services (Non-Attorney)				123.84
Total Costs and Disbursements:				\$ 6,686.57

Costs and Disbursements:

Audio\ Video Conferencing Services	13.14
Docket	19.88
Document Copies	4,629.93
Document Processing	832.00
Federal Express & Messenger	23.03
Laser Copy	806.25
Legal Research	238.50
Outside Services (Non-Attorney)	123.84
Total Costs and Disbursements:	\$ 6,686.57

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
 PLEASE REFERENCE INVOICE # 2000611507 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK.

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885 Third Avenue
New York, New York 10022-4834
Tel: +1.212.906.1200 Fax: +1.212.751.4864
www.lw.com

LATHAM & WATKINS LLP

INVOICE

November 10, 2020

Hi-Crush Inc.
1330 Post Oak Blvd., Suite 600
Houston, TX 77056
Attn: Mark C. Skolos

Please identify your payment with the following:

Invoice No. 2000612159
Matter Number 066254-1023

Tax Identification No.: 95-2018373

Remittance Instructions

REDACTED
[Redacted remittance instructions]

For professional services rendered through October 9, 2020

Re: Expenses

Costs and Disbursements 5,275.62

Total Due \$ 5,275.62

LATHAM & WATKINS^{LLP}

Invoice No. 2000612159
November 10, 2020

Costs and Disbursements:

Document Processing	24.00
Filing Fees	2,117.11
Legal Research	2,128.50
Outside Services (Non-Attorney)	<u>1,006.01</u>
Total Costs and Disbursements:	<u><u>\$ 5,275.62</u></u>

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
PLEASE REFERENCE INVOICE # 2000612159 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK.

Exhibit J

Retention Order



ENTERED
08/20/2020

**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- 20-33495 (DRJ)
 :
 Debtors. : (Jointly Administered)
 :
 ----- X

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
LATHAM & WATKINS LLP AS BANKRUPTCY CO-COUNSEL**

[Relates to Application at Docket No. 164] and 298

Upon the application (the “**Application**”)² of the Debtors for entry of an order authorizing the Debtors to employ and retain Latham & Watkins LLP (“**L&W**”) as their bankruptcy co-counsel; and the Court having reviewed the Application, the First Day Declaration, the Simon Declaration, and the Retention Declaration; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Order of Reference to Bankruptcy Judges*, General Order 2012-6 (S.D. Tex. May, 24, 2012) (Hinojosa, C.J.); and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being satisfied, based on the representations made in the Application and the Simon Declaration that

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number (where available), 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), Bulk Tracer 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.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

L&W is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy Code, and that L&W does not hold or represent an interest adverse to the Debtors’ estates; and any objections to the Application having been resolved or overruled; and the Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and the Court having found that it may enter a final order consistent with Article III of the United States Constitution; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. Pursuant to sections 327(a) and 329 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, the Debtors, as debtors in possession, are authorized to employ and retain L&W as their bankruptcy co-counsel effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter as modified herein.

2. L&W is authorized to provide the Debtors with the professional services described in the Application and the Engagement Letter as modified herein.

3. L&W shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors’ Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and the applicable provisions of the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court. All billing records filed in support of fee applications shall use an open and searchable LEDES or other electronic data format. Billing records shall use the U.S. Trustee’s standard

project categories, plus additional project categories as appropriate. All billings shall be recorded in increments of 0.1 of an hour.

4. L&W shall provide ten business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application are implemented, and shall file such notice with the Court.

5. L&W shall make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the U.S. Trustee Guidelines.

6. The balance of the Fee Advance, as disclosed in the Simon Declaration, shall be treated as an evergreen retainer and be held by L&W as security throughout the Chapter 11 Cases until L&W's fees and expenses are awarded and payable to L&W on a final basis. L&W shall apply any Fee Advance remaining at the time of its final fee application in satisfaction of compensation and reimbursement awarded with respect to such application, and promptly return to the Debtors' estates any Fee Advance remaining after such application.

7. Notwithstanding anything to the contrary in the Application, the Engagement Letter, the Simon Declaration, or the Retention Declaration, L&W shall not be entitled to reimbursement for fees or expenses incurred in connection with defending any objection to L&W's fee applications without further order of the Court.

8. L&W shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by L&W to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

9. L&W shall use its reasonable efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in the Chapter 11 Cases.

10. L&W will review its files periodically during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, L&W will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

11. To the extent there is any conflict between this Order and the Application, the Engagement Letter, or the Simon Declaration, the terms of this Order shall control.

12. Notice of the Application as provided therein shall be deemed good and sufficient notice of such Application, and the requirements of Bankruptcy Rule 6004(a) are satisfied by such notice.

13. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

14. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

15. 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: August 20, 2020.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Exhibit K

Proposed Order

**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)
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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. ___] (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 and directed 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.

Dated: _____, 2020

THE HONORABLE DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE