

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., *et al.*,¹ : Case No. 20-33495 (DRJ)
: :
Reorganized Debtors. : (Jointly Administered)
: :
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CERTIFICATE OF NO OBJECTION REGARDING FIRST AND FINAL FEE APPLICATION OF LAZARD FRÈRES AND CO. LLC FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED AS INVESTMENT BANKER TO THE DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD FROM JULY 12, 2020 TO AND INCLUDING OCTOBER 9, 2020 [Relates to Docket No. 467]

Pursuant to the *Procedures for Complex Cases in the Southern District of Texas*, the undersigned counsel for the above-captioned reorganized debtors (collectively, the “**Reorganized Debtors**”) hereby certifies as follows:

1. On November 2, 2020, Lazard Frères and Co. LLC (“**Lazard**”) filed the *First and Final Fee Application of Lazard Frères and Co. LLC for Allowance of Compensation and Reimbursement of Expenses Incurred as Investment Banker to the Debtors and Debtors in Possession for the Period from July 12, 2020 to and Including October 9, 2020* (the “**Application**”) [Docket No. 467].

¹ The Reorganized Debtors in these cases, along with the last four digits of each Reorganized 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 Reorganized Debtors’ address is 1330 Post Oak Blvd, Suite 600, Houston, Texas 77056.



2. Objections to the Application were due on or before December 2, 2020 (the “**Objection Deadline**”). More than twenty-four (24) hours have passed since the Objection Deadline, and no objections to the Application have been filed on the Court’s docket. Additionally, counsel for the Reorganized Debtors did not receive any informal responses to the Application.

3. Accordingly, the Reorganized Debtors and Lazard respectfully request entry of the proposed order attached hereto.

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Signed: December 4, 2020

Respectfully Submitted,

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

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Counsel for the Reorganized Debtors

CERTIFICATE OF SERVICE

I certify that on December 4, 2020, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas on those parties registered to receive electronic notices.

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

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

In re:

HI-CRUSH INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 20-33495 (DRJ)

(Jointly Administered)

Re: Docket No. 467

**ORDER APPROVING FIRST AND FINAL FEE
APPLICATION OF LAZARD FRÈRES AND CO. LLC, AS INVESTMENT BANKER
FOR THE DEBTORS**

Upon the *First and Final Application of Lazard Frères and Co. LLC for Allowance of Compensation and Reimbursement of Expenses Incurred as Investment Banker to the Debtors and Debtors in Possession for the Period from July 12, 2020 to and Including October 9, 2020* (the “Final Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors,” and, as reorganized, the “Reorganized Debtors”) for entry of an order (this “Order”), it is HEREBY ORDERED THAT:

1. The Final Application is GRANTED.
2. Lazard is allowed on a final basis, for the Final Application Period,
 - (a) compensation in the amount of \$6,400,000.00 for professional services rendered to the Debtors and
 - (b) reimbursement of actual and necessary expenses in the amount of \$64,606.70,for a total allowed amount of \$6,464,606.70.

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, (5223), FB Industries USA Inc. (8208), PropDispatch LLC, Pronghorn Logistics, LLC (4547), and FB Logistics, LLC (8641). The Debtors’ address is 1330m Post Oak Blvd, Suite 600, Houston, Texas 77056.

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

3. The Debtors or Reorganized Debtors, as applicable, are authorized and directed to pay Lazard \$6,464,606.70, less any amounts already paid to Lazard on account of fees earned and expenses incurred by Lazard during the Final Application Period.

4. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

5. This Order shall be effective immediately upon entry.

SIGNED this ____ day of _____.

THE HONORABLE DAVID R. JONES
CHIEF UNITED STATES BANKRUPTCY JUDGE