

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)
: :
Reorganized Debtors. : (Jointly Administered)
: :
----- X

**CERTIFICATE OF NO OBJECTION REGARDING
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
[Relates to Docket No. 479]**

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 11, 2020, Latham & Watkins LLP (“**Latham**”) filed 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* (the “**Application**”) [Docket No. 479].

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 11, 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 Latham respectfully request entry of the proposed order attached hereto.

[Remainder of page left blank intentionally]

Signed: December 13, 2020

Respectfully Submitted,

/s/ Ashley L. Harper

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Counsel for the Reorganized Debtors

CERTIFICATE OF SERVICE

I certify that on December 13, 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/ Ashley L. Harper
Ashley L. Harper

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
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In re:	X	Chapter 11
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HI-CRUSH INC., <i>et al.</i> , ¹	:	Case No. 20-33495 (DRJ)
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	Re: Docket No. 479

ORDER GRANTING FINAL APPLICATION OF LATHAM & WATKINS LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS FOR THE PERIOD OF JULY 12, 2020 THROUGH OCTOBER 9, 2020

Upon consideration of the *Final Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors for the Period of July 12, 2020 through October 9, 2020* [Docket No. 479] (the “**Application**”) filed by Latham & Watkins LLP (“**Latham**”), co-counsel for the above-captioned debtors (the “**Debtors**”), the Court finds that: (a) it has jurisdiction over the matters raised in the Application pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (c) the fees and expenses requested are reasonable, necessary and beneficial to the Debtors’ estates and should be allowed; (d) proper and adequate notice of the Application and hearing thereon has been given, no objections to the Application have been filed, and no other or further notice is required; and (e) good and sufficient cause exists for granting the relief herein,

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Hi-Crush Inc. (0530), OnCore Processing LLC (9403), Hi-Crush Augusta LLC (0668), Hi-Crush Whitehall LLC (5562), PDQ Properties LLC (9169), Hi-Crush Wyeville Operating LLC (5797), D & I Silica, LLC (9957), Hi-Crush Blair LLC (7094), Hi-Crush LMS LLC, Hi-Crush Investments Inc. (6547), Hi-Crush Permian Sand LLC, Hi-Crush Proppants LLC (0770), Hi-Crush PODS LLC, Hi-Crush Canada Inc. (9195), Hi-Crush Holdings LLC, Hi-Crush Services LLC (6206), BulkTracer Holdings LLC (4085), Pronghorn Logistics Holdings, LLC (5223), FB Industries USA Inc. (8208), PropDispatch LLC, Pronghorn Logistics, LLC (4547), and FB Logistics, LLC (8641). The Debtors’ address is 1330 Post Oak Blvd, Suite 600, Houston, Texas 77056.

after due deliberation upon the Application and all relevant proceedings before the Court in connection with the Application.

IT IS HEREBY ORDERED THAT:

1. The Application is granted and Latham shall be allowed final compensation of fees in the amount of \$2,188,499.00 and reimbursement of expenses in the amount of \$17,116.22 (collectively, the “**Allowed Amounts**”) for services rendered on behalf of the Debtors for the period of July 12, 2020 through October 9, 2020.

2. The above-captioned Debtors are authorized 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