

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

----- X  
 In re: : Chapter 11  
 :  
 HI-CRUSH INC., *et al.*,<sup>1</sup> : Case No. 20-33495 (DRJ)  
 :  
 Debtors. : (Jointly Administered)  
 :  
 ----- X

**HUNTON ANDREWS KURTH LLP’S FIRST AND FINAL APPLICATION FOR  
 ALLOWANCE AND PAYMENT OF FEES AND EXPENSES AS CO-COUNSEL TO  
 THE DEBTORS FOR THE PERIOD OF JULY 12, 2020 THROUGH OCTOBER 9, 2020**

**Chapter 11 Fee Application Summary**

<b>Name of Applicant:</b>	Hunton Andrews Kurth LLP	
<b>Applicant’s Role in Case:</b>	Co-Counsel to the Debtors	
<b>Date Order of Employment Signed:</b>	08/20/20 [Docket No. 308], effective as of 07/12/20	
	<b>Beginning of Period</b>	<b>End of Period</b>
<b>Time period covered by this Application:</b>	07/12/20	10/09/20
<b>Time period(s) covered by prior Applications:</b>	N/A	N/A
<b>Total amounts awarded in all prior Applications:</b>	N/A	
<b>Total fees requested in this Application:</b>	\$374,194.50	
<b>Total professional fees requested in this Application:</b>	\$374,194.50	
<b>Total actual professional hours covered by this Application:</b>	519.80	
<b>Average hourly rate for professionals:</b>	\$718.33	
<b>Total paraprofessional fees requested in this Application:</b>	N/A	
<b>Total actual paraprofessional hours covered by this Application:</b>	N/A	
<b>Average hourly rate for paraprofessionals:</b>	N/A	
<b>Reimbursable expenses sought in this application:</b>	\$877.12	
<b>Total to be Paid to Priority Unsecured Creditors:</b>	\$0 (paid in ordinary course)	
<b>Anticipated % Dividend to Priority Unsecured Creditors:</b>	100%	
<b>Total to be Paid to General Unsecured Creditors:</b>	Approx. \$86.7 million	

<sup>1</sup> 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.



<b>Anticipated % Dividend to General Unsecured Creditors:</b>	26.2 to 37.4%
<b>Date of Confirmation Hearing:</b>	09/23/2020
<b>Indicate whether plan has been confirmed:</b>	Yes; Plan confirmed 09/23/2020 [Docket No. 420]; Effective Date 10/09/2020 [Docket No. 452]

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

	X	
In re:	:	Chapter 11
	:	
HI-CRUSH INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 20-33495 (DRJ)
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	

**HUNTON ANDREWS KURTH LLP’S FIRST AND FINAL APPLICATION FOR ALLOWANCE AND PAYMENT OF FEES AND 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.**

Hunton Andrews Kurth LLP (“**Applicant**” or “**Hunton AK**”) hereby submits this *First and Final Application for Allowance and Payment of Fees and Expenses as Co-Counsel to the Debtors for the Period of July 12, 2020 Through October 9, 2020* (the “**Application**”), and respectfully states as follows:

<sup>1</sup> 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.

## I. SUMMARY OF RELIEF REQUESTED

1. By this Application, Hunton AK, as co-counsel for the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), requests entry of an order, substantially in the form attached hereto:

- a) awarding Hunton AK on a final basis compensation for services rendered in the total amount of \$374,194.50 and reimbursement of actual and necessary expenses in the total amount of \$877.12, for a total of \$375,071.62, for the period from July 12, 2020 through October 9, 2020 (the “**Application Period**”);
- b) authorizing the Debtors to pay to Hunton AK the total amount of \$375,071.62 for the Application Period, less any amounts previously paid to Hunton AK by the Debtors;
- c) authorizing Hunton AK to apply any retainers and On-Account Amounts (defined below) against the awarded compensation and the post-emergence fees and expenses for work performed on behalf of and at the direction of the Debtors; and
- d) granting such other relief as is appropriate under the circumstances.

2. In support of the relief requested in this Application, attached hereto are the following exhibits:

- Exhibit A – summary of timekeepers
- Exhibit B – summary of compensation requested by project category
- Exhibit C – summary of expense reimbursement requested by category
- Exhibit D – chart of customary and comparable compensation disclosures
- Exhibit E – detailed billing statements

## II. JURISDICTION AND VENUE

3. 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.

4. 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**”).

## III. PROCEDURAL BACKGROUND

5. On July 12, 2020 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief pursuant to chapter 11 of the Bankruptcy Code commencing the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”). A description of the Debtors’ business and the reasons for commencing the Chapter 11 Cases are set forth in the *Declaration of J. Philip McCormick, Jr., Chief Financial Officer of the Debtors, in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 24] (the “**First Day Declaration**”).

6. On August 15, 2020, the Debtors filed their *Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* [Docket No. 289] (as may be amended, modified, or supplemented, the “**Plan**”). On September 23, 2020,

the Court entered the *Findings of Fact, Conclusions of Law and Order Confirming the Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* [Docket No. 420] (the “**Confirmation Order**”).

7. On October 9, 2020, the Plan was substantially consummated, and the Effective Date (as defined in the Plan) occurred.<sup>2</sup>

#### IV. HUNTON AK’S EMPLOYMENT AND COMPENSATION

8. On July 24, 2020, the Debtors filed the *Debtors’ Application to Employ Hunton Andrews Kurth LLP as Co-Counsel for the Debtors and Debtors in Possession* [Docket No. 167] (the “**Retention Application**”). In support of the Retention Application, Hunton AK filed the *Declaration of Timothy A. (“Tad”) Davidson II in Support of the Application to Employ and Retain Hunton Andrews Kurth LLP as Co-Counsel to the Debtors and Debtors in Possession* [Docket No. 167-1] (the “**Davidson Declaration**”) and the engagement letter between the Debtors and Hunton AK, dated as of March 25, 2020 [Docket No. 167-2] (the “**Engagement Letter**”).

9. On August 20, 2020, the Court signed an *Order Authorizing the Employment and Retention of Hunton Andrews Kurth LLP as Co-Counsel for the Debtors and Debtors in Possession* [Docket No. 308] (the “**Retention Order**”).

10. The terms and conditions of Hunton AK’s employment and compensation are set forth in the Retention Application and in the Engagement Letter, as modified by the Retention Order. Hunton AK has no agreement of any kind, express or implied, to divide with any other

---

<sup>2</sup> 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].

person or entity any portion of the compensation sought or to be received by it in these Chapter 11 Cases.

11. As disclosed in the Retention Application, the Debtors initially paid Hunton AK \$150,000.00 and \$50,000.00 as an advance payment retainers. Before the Petition Date, Hunton AK invoiced the company and the company paid \$306,946.00 in fees and \$37,899.18 in expenses incurred prepetition. Hunton AK still holds \$138,321.00 on account (the “**On-Account Amounts**”).

12. On August 20, 2020, the Court signed the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief* [Docket No. 305] (the “**Interim Compensation Order**”).

13. Hunton AK has not previously filed an interim application for the Application Period, but certain payments have been received by Hunton AK in accordance with the Interim Compensation Order. Specifically, pursuant to the Interim Compensation Order, Hunton AK filed and served Hunton AK’s monthly fee statements for the Application Period, and, the following chart reflects the payments received by Hunton AK on an interim basis as of the date of this Application:

<b>Fee Statement Period</b>	<b>Date Filed / Served; Docket No.</b>	<b>100% Fees</b>	<b>80% Fees</b>	<b>100% Expenses</b>	<b>Amount Paid by Debtors</b>	<b>Unpaid Balance</b>
July 12–31, 2020	8/28/2020 [Dkt. 332]	\$99,788.50	\$79,830.80	\$6.80	\$79,837.60	\$19,957.70
Aug. 1–31, 2020	9/30/2020 [Dkt. 439]	\$108,575.50	\$86,860.40	\$555.36	\$87,415.76	\$21,715.10
Sept. 1–30, 2020	10/28/2020 [Dkt. 463]	\$127,627.50	\$102,102.00	\$157.66	\$0.00	\$127,785.16
Oct. 1–9, 2020	N/A	\$38,203.00	\$30,562.40	\$157.30	\$0.00	\$38,360.30
<b>TOTAL</b>		<b>\$374,194.50</b>	<b>\$299,355.60</b>	<b>\$877.12</b>	<b>\$167,253.36</b>	<b>\$207,818.26</b>

14. Hunton AK is submitting this Application for allowance on a final basis of compensation for services rendered in the total amount of \$374,194.50 and reimbursement of actual and necessary expenses in the total amount of \$877.12, for a total of \$375,071.62, for the Application Period.

#### **V. CASE STATUS SUMMARY**

15. During the Application Period, Hunton AK assisted the Debtors with the bankruptcy cases and worked with all parties in interest in preparation for a combined hearing to consider approval of the Disclosure Statement and confirmation of the Plan. Through the efforts of the Debtors and their advisors, the Debtors were able to confirm a plan of reorganization and emerge from bankruptcy in less than three months and avoid the expense of a protracted bankruptcy case.

16. Along with obtaining an expeditious confirmation of the Plan, Hunton AK assisted and advised the Debtors in resolving a number of other issues during the Chapter 11 Cases, including (i) obtaining Court approval of the solicitation procedures and schedule for confirmation and related dates and deadlines; (ii) negotiating with certain constituencies regarding the Plan and agreed language for the Confirmation Order; (iii) responding to numerous inquiries from creditors and other parties in interest and providing information concerning the Chapter 11 Cases to such parties; and (iv) providing legal advice regarding the Bankruptcy Local Rules, Complex Case Procedures, and local practices and procedures affecting the Debtors and these Chapter 11 Cases. Additional information relating to more specific work performed during the Application Period is provided in this Application and is set forth in the narratives in Hunton AK's detailed billing statements, attached as Exhibit E to this Application.



## VI. SUMMARY OF SERVICES PERFORMED

17. The professional services performed by Hunton AK on behalf of the Debtors during the Application Period are summarized by project category below.

18. B110 - Case Administration: During the Application Period, Hunton AK's professionals spent 99.50 hours, for which \$71,749.50 in compensation is sought. These fees include providing services and addressing issues related to the administration of these Chapter 11 Cases. Such services include, but are not limited to, (i) preparing for the first day hearing and other hearings in these Chapter 11 Cases; (ii) preparing and revising orders related to the first day hearings; (iii) addressing issues relating to service of pleadings on various parties; (iv) preparing and filing various motions, notices, and orders in the Chapter 11 Cases; (v) communicating with the U.S. Trustee on reporting and compliance matters; (vi) preparing for and participating in various meetings with the client and advisors; (vii) addressing issues relating to updating service lists; and (viii) addressing issues relating to claims filed and responding to inquiries from creditors.

<b>Title</b>	<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Total Fees</b>
Partner	Timothy A. ("Tad") Davidson II	\$930	24.40	\$22,692.00
Partner	Joseph Rovira	\$845	1.30	\$1,098.50
Partner	Joseph W. Buoni	\$775	1.30	\$1,007.50
Associate	Ashley L. Harper	\$650	66.50	\$43,225.00
Associate	Philip M. Guffy	\$645	1.90	\$1,225.50
Associate	Amanda M. Thienpont	\$610	4.10	\$2,501.00
	<b>TOTAL</b>		<b>99.50</b>	<b>\$71,749.50</b>

19. B120 - Asset Analysis and Recovery: During the Application Period, Hunton AK's professionals spent 7.90 hours, for which \$6,122.50 in compensation is sought for providing services and addressing issues related to recovery of unpaid amounts from counterparties.

Title	Name	Rate	Hours	Total Fees
Partner	Joseph W. Buoni	\$775	7.90	\$6,122.50
	<b>TOTAL</b>		<b>7.90</b>	<b>\$6,122.50</b>

20. B140 - Relief from Stay / Adequate Protection Proceedings: During the Application Period, Hunton AK's professionals spent 30.20 hours, for which \$23,578.00 in compensation is sought for providing services and addressing issues related to motions to lift the stay regarding non-bankruptcy court litigation.

Title	Name	Rate	Hours	Total Fees
Partner	Timothy A. ("Tad") Davidson II	\$930	14.1	\$13,113.00
Associate	Ashley L. Harper	\$650	16.1	\$10,465.00
	<b>TOTAL</b>		<b>30.20</b>	<b>\$23,578.00</b>

21. B150 - Meetings of and Communications with Creditors: During the Application Period, Hunton AK's professionals spent 26.40 hours, for which \$17,599.00 in compensation is sought responding to inquiries from creditors, bondholders, and contract counterparties concerning the bankruptcy filing, the Plan, and these Chapter 11 Cases generally.

Title	Name	Rate	Hours	Total Fees
Partner	Timothy A. ("Tad") Davidson II	\$930	1.70	\$1,581.00
Associate	Ashley L. Harper	\$650	23.10	\$15,015.00
Associate	Philip M. Guffy	\$645	1.40	\$903.00
Associate	Catherine A. Diktaban	\$500	0.20	\$100.00
	<b>TOTAL</b>		<b>26.40</b>	<b>\$17,599.00</b>

22. B160 - Fee / Employment Applications: During the Application Period, Hunton AK's professionals spent 53.00 hours, for which \$35,099.00 in compensation is sought for providing services and addressing issues related to the retention of and terms of compensation for the Debtors' professionals in these Chapter 11 Cases. Such services include, but are not limited to, (i) preparing employment applications for various estate professionals; (ii)

communicating with estate professionals regarding customary provisions to include in proposed orders authorizing their employment; (iii) communicating with the U.S. Trustee to resolve informal objections to the professionals' retention; (iv) revising retention orders based on the U.S. Trustee's comments; (v) preparing and filing of certificates related to retention applications; and (vi) preparing monthly fee statements and this Application and reviewing other professionals' fee applications and statements.

Title	Name	Rate	Hours	Total Fees
Partner	Timothy A. ("Tad") Davidson II	\$930	5.00	\$4,650.00
Associate	Ashley L. Harper	\$650	30.50	\$19,825.00
Associate	Philip M. Guffy	\$645	3.40	\$2,193.00
Associate	Amanda M. Thienpont	\$610	11.60	\$7,076.00
Associate	Jennifer E. Wuebker	\$550	2.10	\$1,155.00
Associate	Catherine A. Diktaban	\$500	0.40	\$200.00
	<b>TOTAL</b>		<b>53.00</b>	<b>\$35,099.00</b>

23. B185 - Assumption / Rejection of Leases and Contracts: During the Application Period, Hunton AK's professionals spent 79.30 hours, for which \$57,982.50 in compensation is sought for providing services and addressing issues related to assumption and rejection of leases and executory contracts, including, but not limited to (i) reviewing and analyzing cure schedule and amounts therein, and (ii) communicating with contract counterparties.

Title	Name	Rate	Hours	Total Fees
Partner	Gregory L. Porter	\$960	0.80	\$768.00
Partner	Timothy A. ("Tad") Davidson II	\$930	10.90	\$10,137.00
Partner	Joseph W. Buoni	\$775	25.10	\$19,452.50
Associate	Ashley L. Harper	\$650	42.50	\$27,625.00
	<b>TOTAL</b>		<b>79.30</b>	<b>\$57,982.50</b>

24. B190 - Other Contested Matters (excluding assumption / rejection motions): During the Application Period, Hunton AK's professionals spent 28.40 hours, for which \$21,436.00 in compensation is sought providing services and addressing issues relating to

contested matters, including, but not limited to, (i) reviewing and analyzing issues related to counterparty disputes; (ii) preparing, reviewing, and revising 9019 motions and stipulations; (iii) researching issues related to contested matters and counterparty disputes; and (iv) analyzing and addressing resolutions for contested matters.

<b>Title</b>	<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Total Fees</b>
Partner	Timothy A. (“Tad”) Davidson II	\$930	10.70	\$9,951.00
Partner	Joseph W. Buoni	\$775	3.80	\$2,945.00
Associate	Ashley L. Harper	\$650	10.60	\$6,890.00
Associate	Catherine A. Diktaban	\$500	3.30	\$1,650.00
	<b>TOTAL</b>		<b>28.40</b>	<b>\$21,436.00</b>

25. B230 - Financing / Cash Collections: During the Application Period, Hunton AK’s professionals spent 14.80 hours, for which \$11,104.00 in compensation is sought, providing services and addressing issues related to financing and cash collateral, including, but not limited to, (i) reviewing and revising the Debtors’ proposed final debtor-in-possession financing order; (ii) ensuring compliance with local procedures and rules regarding final order and hearing; (iii) analyzing issues related to informal comments and objections to final order; and (iv) communicating with advisors and parties regarding the debtor-in-possession order.

<b>Title</b>	<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Total Fees</b>
Partner	Timothy A. (“Tad”) Davidson II	\$930	5.30	\$4,929.00
Associate	Ashley L. Harper	\$650	9.50	\$6,175.00
	<b>TOTAL</b>		<b>14.80</b>	<b>\$11,104.00</b>

26. B310 - Claims Administration and Objections: During the Application Period, Hunton AK’s professionals spent 29.10 hours, for which \$22,441.50 in compensation is sought for providing services and addressing issues related to claim administration and objections.

Title	Name	Rate	Hours	Total Fees
Partner	Timothy A. ("Tad") Davidson II	\$930	8.30	\$7,719.00
Partner	Joseph Rovira	\$845	6.40	\$5,408.00
Associate	Ashley L. Harper	\$650	5.30	\$3,445.00
Associate	Philip M. Guffy	\$645	9.10	\$5,869.50
	<b>TOTAL</b>		<b>29.10</b>	<b>\$22,441.50</b>

27. B320 - Plan and Disclosure Statement (including Business Plan): During the Application Period, Hunton AK's professionals spent 150.60 hours, for which \$106,782.50 in compensation is sought addressing issues related to the Plan and Disclosure Statement, including, but not limited to: (i) ensuring compliance with applicable Court orders, Bankruptcy Local Rules, and Complex Case Procedures; (ii) preparing for and participating in the disclosure statement hearing and confirmation hearing; (iii) addressing issues relating to service and solicitation of the Plan; (iv) analyzing responses and options for resolving potential confirmation objections and communicating with certain parties-in-interest regarding same; (v) reviewing and revising proposed confirmation order and related documents; and (vi) analyzing open items relating to occurrence of Effective Date and closing of cases.

Title	Name	Rate	Hours	Total Fees
Partner	Timothy A. ("Tad") Davidson II	\$930	33.30	\$30,969.00
Associate	Ashley L. Harper	\$650	108.90	\$70,785.00
Associate	Philip M. Guffy	\$645	4.30	\$2,773.50
Associate	Jennifer E. Wuebker	\$550	4.10	\$2,255.00
	<b>TOTAL</b>		<b>150.60</b>	<b>\$106,782.50</b>

28. B410 - General Bankruptcy Advice / Opinions: During the Application Period, Hunton AK's professionals spent 0.60 hours, for which \$300.00 in compensation is sought for research regarding 9019 motions and related analysis.

Title	Name	Rate	Hours	Total Fees
Associate	Catherine A. Diktaban	\$500	0.60	\$300.00
	<b>TOTAL</b>		<b>0.60</b>	<b>\$300.00</b>

## **VII. REIMBURSEMENT REQUEST FOR EXPENSES INCURRED**

29. Hunton AK requests reimbursement of its actual and necessary out-of-pocket expenses in the aggregate amount of \$877.12, which were incurred during the Application Period in connection with rendering services to the Debtors. A summary of all expenses is attached as Exhibit C, and the detail supporting each expense category is included in Hunton AK's detailed billing statements in Exhibit E.

## **VIII. COMPENSATION REQUESTED FOR SERVICES RENDERED**

30. Hunton AK requests allowance of compensation for professionals' fees in the total amount of \$374,194.50 for 519.80 hours of professional services rendered for the Debtors during the Application Period.

31. A description of the time spent and services rendered by each professional in each of the major areas of these Chapter 11 Cases is detailed in this Application. To aid the Court's evaluation of the reasonableness of the fees, a summary schedule setting forth the number of hours devoted by Hunton AK's professionals, the applicable billing rates, respective year of licensing, and fees sought is attached as Exhibit A. Additionally, a summary of fees sought for each project category is included on Exhibit B.

32. Hunton AK worked to restrict the number of lawyers involved in these Chapter 11 Cases to (a) maximize familiarity with the subject matter and avoid waste or duplicate efforts; (b) employ special expertise in a given field of law when necessary to do the best job possible with the least amount of effort; and (c) assign the performance of all tasks to the least-senior lawyer capable of performing it consistent with sound legal representation and supervision.

33. Hunton AK also took care to avoid duplication of effort with its co-counsel, Latham & Watkins LLP ("LW"), by dividing services when possible so that each firm handled different tasks that arose during the course of the Chapter 11 Cases.

34. Applicant also took measures to utilize attorneys whose expertise is of the requisite level to perform the services. Due to the nature of the Chapter 11 Cases and the complex legal issues presented coupled with the speed in which these issues needed to be addressed, a sizeable portion of partner and senior associate attorney time was expended to efficiently and effectively represent the Debtors. It was also occasionally necessary for more than one attorney to participate in a given task or project to adequately and completely represent the Debtors. Dual participation does not equate to duplication of effort, but rather promotes efficiency and prevents unnecessary duplication of effort in the future. Conferences, emails, and the preparation of memoranda were used as necessary to promote efficiency. Meetings and telephone conferences occasionally involved multiple separate subject matters and issues which were being handled by different attorneys.

#### **IX. BASIS FOR RELIEF REQUESTED**

35. Section 330 of the Bankruptcy Code authorizes the Court to award Hunton AK “reasonable compensation for actual, necessary services rendered” and “reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1).

36. To assess the reasonableness of attorneys’ fees and expenses under section 330(a)(1) of the Bankruptcy Code, courts apply the standards set forth in Bankruptcy Rule 2016 and the twelve factors from *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974). *See In re First Colonial Corp. of Am.*, 544 F.2d 1291, 1298–99 (5th Cir. 1977), *cert. denied*, 431 U.S. 904 (1977) (quoting and applying the *Johnson* factors). The *Johnson* opinion recognized that factors other than number of hours spent and the hourly rate normally charged may be considered in fixing the amount of reasonable attorneys’ fees to be awarded in a bankruptcy proceeding. *See Johnson*, 488 F.2d at 717–20. Specifically, the *Johnson* factors

are: (1) time and labor required; (2) novelty and difficulty of the questions; (3) skill requisite to perform the legal service properly; (4) preclusion of other employment by the attorney due to acceptance of the case; (5) customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by the client or other circumstances; (8) amount involved and the results obtained; (9) experience, reputation, and ability of the attorneys; (10) “undesirability” of the case; (11) nature and length of the professional relationship with the client; and (12) awards in similar cases. *Johnson*, 488 F.2d at 717–19.

37. Rejecting the “hindsight” or “material benefit” standard that was originally set forth in *In re Pro-Snax Distributors, Inc.*, 157 F.3d 414 (5th Cir. 1998), the Fifth Circuit adopted a prospective standard based on whether the services of counsel were reasonably likely to benefit the estate at the time which they were rendered. *See Barron & Newburger, P.C. v. Tex. Skyline, Ltd. (In re Woerner)*, 783 F.3d 266, 276 (5th Cir. 2015). All services rendered by Hunton AK satisfy the *Woerner* standard because they were reasonably likely to benefit the Debtors’ estates at the time rendered.

38. With these standards in mind, each of the twelve *Johnson* factors are discussed in turn.

***(1) Time and Labor Required***

39. Hunton AK provided 519.80 hours of professional services during the Application Period, and Hunton AK’s detailed billing statements, included in Exhibit E, list in detail all of the work performed for which compensation is sought. Specifically, the date the services were rendered, the individual performing such services, a description of the services, and the time expended, are all detailed. Hunton AK believes that such detail establishes that its request for



compensation is reasonable. All of the services specified were actual and necessary for the Debtors to perform their statutory duties.

***(2) Novelty and Difficulty***

40. These Chapter 11 Cases involved a number of challenging operational and legal issues, including (i) unique facts and circumstances in light of the business and corporate structure of the Debtors, and (ii) the relatively short timeline for confirmation.

***(3) Skill Required to Perform the Legal Service Properly***

41. Bankruptcy is a specialized area of federal practice, requiring knowledge of the Bankruptcy Code and other related state and federal statutes and precedent. It also requires a working knowledge of a number of other areas of law regularly confronting the Debtors. Likewise, dealing with the complicated issues, many of which were on an expedited basis, required a substantial amount of skill.

***(4) Preclusion of Other Employment***

42. Hunton AK's representation in the Chapter 11 Cases did not preclude it from accepting other employment undertaken by Hunton AK.

***(5) Customary Fee***

43. The hourly rates for each Hunton AK professional are summarized in Exhibit A filed in support of this Application. These rates are commensurate with rates charged by attorneys with similar qualifications and experience at comparable law firms, and with rates charged to other Hunton AK clients. The hourly rates of Hunton AK compare favorably with average costs for similar legal services being provided by a national law firm, and also compare favorably with the rates of professionals in the Chapter 11 Cases. Hunton AK submits that the

fees being sought herein are the same as (or lower than) they would have been in a non-bankruptcy matter of similar size and complexity.

***(6) Whether the Fee is Fixed or Contingent***

44. Hunton AK's fee is neither fixed nor contingent other than the contingency of Court approval and available assets to pay professionals. It is based upon the actual total number of hours worked plus the actual costs incurred.

***(7) Time Limitations Imposed by the Client or Other Circumstances***

45. As noted previously, the relatively short timeline for confirmation of the Plan in these Chapter 11 Cases required Hunton AK to provide services on complicated issues on an expedited basis. Under such time limitations, Hunton AK provided services competently, efficiently and without duplication of effort thereby avoiding the expenses of delay and a protracted bankruptcy for the benefit of all stakeholders.

***(8) Amount Involved and Results Obtained***

46. Hunton AK's actions in these Chapter 11 Cases assisted the Debtors and provided value to the process. The detailed billing statements in Exhibit E and the summary of work performed by task code in this Application detail Hunton AK's work during the Application Period. The detailed billing statements include the dates such services were rendered, the individual performing such services, a description of the services, and the time expended. Hunton AK believes that such information, as well as the information provided in this Application, establishes that its requested compensation is reasonable.

47. As a result of Hunton AK's efforts during the Application Period, the Debtors achieved a number of objectives vital to the Chapter 11 Cases, including preserving jobs and obtaining confirmation of the Plan in less than three months after the Petition Date.

***(9) Experience, Reputation, and Ability of the Attorneys***

48. Over many years, Hunton AK’s attorneys have regularly appeared in significant representations, including bankruptcy cases throughout Texas and the United States. The attorneys are well-regarded in the legal community.

***(10) “Undesirability” of Case***

49. These Chapter 11 Cases were not undesirable. As in all bankruptcy cases, there is a risk that fees and expenses will not get paid when a firm agrees to represent a debtor. Due to these uncertainties, firms frequently elect not to represent a debtor.

***(11) Nature and Length of the Professional Relationship with the Client***

50. Hunton AK’s engagement as co-counsel began before the Petition Date, as noted by the Engagement Letter, but Hunton AK did not represent the company before the date of the Engagement Letter. Hunton AK has served previously as counsel and co-counsel to different debtors in other, unrelated bankruptcy cases.

***(12) Awards in Similar Cases***

51. Based on Hunton AK’s experience throughout the country, Hunton AK’s fees are in line with fees allowed in proceedings of similar scope for the services rendered and results obtained.

**X. STATEMENT PURSUANT TO THE U.S. TRUSTEE GUIDELINES**

Pursuant to the U.S. Trustee Guidelines, Hunton AK states as follows:

<b>Question</b>	<b>Response</b>
Did Hunton AK agree to any variations from, or alternatives to, your standard or customary billing rates, fees, or terms for services pertaining to this engagement that were provided during the Application Period?	No.

If the fees sought in this Application as compared to the fees budgeted for the time period covered by this Application are higher by 10% or more, did Hunton AK discuss the reasons for the variation with the Debtors.	N/A - Hunton AK provided the Debtors with a budget which is reflected in the budget attached to the DIP Order for the time period set forth therein.
Have any of the professionals included in this Application varied their hourly rate based on the geographic location of the Case?	No.
Does the Application include time or fees relating to review, revising, or reducing time records or preparing, reviewing or revising invoices?	No. This Application does not include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices, other than in connection with the preparation of fee statements and this Application.
Does the fee application include time or fees for reviewing time records to redact any privileged or other confidential information?	No.
If the Application includes any rate increases since Hunton AK's retention, did the Debtors review and approve of those rate increase in advance? Did the Debtors agree when retaining Hunton AK to accept all future rate increases?	N/A
Are the rates in this Application higher than those approved or disclosed at retention?	No.
How many professionals are included in this Application?	9
If applicable, how many professionals in this Application are not included in the client-approved staffing Plan?	N/A
If applicable, what is the difference between the fees budgeted and compensation sought for the Application Period?	N/A
How many professionals billed fewer than 15 hours during the Application Period?	4

## XI. CONCLUSION

Accordingly, Hunton AK respectfully requests entry of an order, substantially in the form attached hereto, granting the following relief:

- a) awarding Hunton AK on a final basis fees and costs as an administrative expense for the Application Period as follows:

Fees:	\$374,194.50
Expenses:	\$877.12
<b>Total:</b>	<b>\$375,071.62</b>

- b) authorizing the Debtors to pay to Hunton AK the total amount of \$375,071.62, less any amounts previously paid to Hunton AK by the Debtors for the Application Period;
- c) authorizing Hunton AK to apply any retainers and On-Account Amounts against the awarded compensation and the post-emergence fees and expenses for performed on behalf of and at the direction of the Debtors; and
- d) granting such other and further relief as the Court deems just and proper.

Dated: November 4, 2020

Respectfully submitted,

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

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

Ashley L. Harper (TX Bar No. 24065272)

**HUNTON ANDREWS KURTH LLP**

600 Travis Street, Suite 4200

Houston, Texas 77002

Tel: (713) 220-4200

Fax: (713) 220-4285

Email: [taddavidson@huntonak.com](mailto:taddavidson@huntonak.com)

[ashleyharper@huntonak.com](mailto:ashleyharper@huntonak.com)

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

**STATEMENT OF CERTIFYING PROFESSIONAL**

I hereby certify that I have read the foregoing *Hunton Andrews Kurth LLP's First and Final Application for Allowance and Payment of Fees and Expenses as Co-Counsel to the Debtors for the Period of July 12, 2020 through October 9, 2020* and to the best of my knowledge, information and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought is billed at rates, in accordance with practices, no less favorable than those customarily employed by Hunton AK in similar matters and generally accepted by Hunton AK's clients.

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

**CERTIFICATE OF SERVICE**

I certify that on November 4, 2020, a true and correct copy of the foregoing Application 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

**EXHIBIT A****Summary of Timekeepers Included in this Application**

Name	Title or Position	Department, group, or section	Date of first admission	Fees billed in this Application	Hours billed in this Application	Hourly rate billed		Number of rate increases since case inception
						In this Application	In first interim application	
Gregory L. Porter	Partner	Litigation	11/07/1997	\$768.00	0.80	\$960	\$960	N/A
Timothy A. ("Tad") Davidson II	Partner	Bankruptcy	11/03/1999	\$105,741.00	113.70	\$930	\$930	N/A
Joseph P. Rovira	Partner	Bankruptcy	11/07/2008	\$6,506.50	7.70	\$845	\$845	N/A
Joseph W. Buoni	Partner	Litigation	05/05/2010	\$29,527.50	38.10	\$775	\$775	N/A
Ashley L. Harper	Associate	Bankruptcy	11/07/2008	\$203,450.00	313.00	\$650	\$650	N/A
Philip M. Guffy	Associate	Bankruptcy	03/16/2016	\$12,964.50	20.10	\$645	\$645	N/A
Amanda M. Thienpont	Associate	Corporate	11/04/2016	\$9,577.00	15.70	\$610	\$610	N/A
Jennifer E. Wuebker	Associate	Bankruptcy	11/06/2015	\$3,410.00	6.20	\$550	\$550	N/A
Catherine A. Diktaban	Associate	Bankruptcy	11/02/2018	\$2,250.00	4.50	\$500	\$500	N/A
<b>TOTAL</b>				<b>\$374,194.50</b>	<b>519.80</b>			

**EXHIBIT B****Summary of Compensation Requested by Project Category**

<b>Project Code</b>	<b>Project Category</b>	<b>Hours Budgeted</b>	<b>Fees Budgeted</b>	<b>Hours Billed</b>	<b>Fees Sought</b>
B110	Case Administration	N/A	N/A	99.50	\$71,749.50
B120	Asset Analysis and Recovery	N/A	N/A	7.90	\$6,122.50
B140	Relief from Stay / Adequate Protection Proceedings	N/A	N/A	30.20	\$23,578.00
B150	Meetings of and Communications with Creditors	N/A	N/A	26.40	\$17,599.00
B160	Fee / Employment Applications	N/A	N/A	53.00	\$35,099.00
B185	Assumption / Rejection of Leases and Contracts	N/A	N/A	79.30	\$57,982.50
B190	Other Contested Matters (excluding assumption / rejection motions)	N/A	N/A	28.40	\$21,436.00
B230	Financing / Cash Collections	N/A	N/A	14.80	\$11,104.00
B310	Claims Administration and Objections	N/A	N/A	29.10	\$22,441.50
B320	Plan and Disclosure Statement (including Business Plan)	N/A	N/A	150.60	\$106,782.50
B410	General Bankruptcy Advice / Opinions	N/A	N/A	0.60	\$300.00
	<b>TOTAL:</b>			<b>519.80</b>	<b>\$374,194.50</b>



**EXHIBIT C****Summary of Expense Reimbursement Requested by Category**

<b>Category</b>	<b>July 12–31, 2020</b>	<b>Aug. 1–31, 2020</b>	<b>Sept. 1–30, 2020</b>	<b>Oct. 1–9, 2020</b>	<b>Amount</b>
Online Research	\$6.80	\$404.11	\$72.96	N/A	\$483.87
Transcripts	N/A	\$151.25	N/A	\$157.30	\$308.55
Other – Miscellaneous	N/A	N/A	\$84.70	N/A	\$84.70
<b>Total:</b>	<b>\$6.80</b>	<b>\$555.36</b>	<b>\$157.66</b>	<b>\$157.30</b>	<b>\$877.12</b>

**EXHIBIT D****Customary and Comparable Compensation Disclosures**

Category of Timekeeper	Total Hours	Total Fees	Blended Hourly Rate <sup>1</sup>	
			Billed in this Application	Billed by Domestic Offices for Preceding Year (Excluding Bankruptcy)
Partner	160.3	\$142,543.00	\$889.23	\$766.53
Associate	359.5	\$231,651.50	\$644.37	\$499.96
<b>All Timekeepers Aggregated</b>	<b>519.8</b>	<b>\$374,194.50</b>	<b>\$719.88</b>	<b>\$642.18</b>

<sup>1</sup> Consistent with the U.S. Trustee Guidelines, the blended hourly rates set forth in this chart are calculated by dividing the dollar value of hours billed by the number of hours billed for the relevant timekeepers during the Application Period. The data for the “preceding year” is based on information from the Applicant’s last completed calendar year ending December 31, 2019.

**EXHIBIT E**

**Detailed Billing Statements**

# HUNTON ANDREWS KURTH

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

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

EIN 54-0572269

## INVOICE SUMMARY

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

FILE NUMBER: 122932.0000001  
INVOICE NUMBER: 131769602  
DATE: 08/11/2020

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

Statement for professional services and charges rendered in connection with the referenced matter(s), for the period ending July 31, 2020 per the attached itemization:

### CURRENT INVOICE SUMMARY:

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

Current Fees:	\$ 99,788.50
Current Charges:	6.80
<b>CURRENT INVOICE AMOUNT DUE:</b>	<b>\$ 99,795.30</b>

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

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

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

To Pay by Wire Transfer or ACH:



Information with Wire: File: 122932.0000001, Inv: 131769602, Date: 08/11/2020

# HUNTON ANDREWS KURTH

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

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

EIN 54-0572269

**INVOICE SUMMARY-REMITTANCE PAGE**

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

FILE NUMBER: 122932.0000001  
INVOICE NUMBER: 131769602  
DATE: 08/11/2020

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

Statement for professional services and charges rendered in connection with the referenced matter(s), for the period ending July 31, 2020 per the attached itemization:

**CURRENT INVOICE SUMMARY:**

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

Current Fees:	\$ 99,788.50
Current Charges:	6.80
<b>CURRENT INVOICE AMOUNT DUE:</b>	<b>\$ 99,795.30</b>

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

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

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

To Pay by Wire Transfer or ACH:



Information with Wire: File: 122932.0000001, Inv: 131769602, Date: 08/11/2020

# HUNTON ANDREWS KURTH

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

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

EIN 54-0572269

## INVOICE DETAIL

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

FILE NUMBER: 122932.0000001  
INVOICE NUMBER: 131769602  
DATE: 08/11/2020

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

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

#### FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
07/13/2020	A L HARPER	B110	Prepare for argument on motions at first day hearing (4.4); confer with U.S. Trustee regarding open items on first day matters (.3); analyze with T. Davidson and Latham team on first day matters and presentation (3.1); participate in first day hearing (1.1); post-hearing analysis of next steps and follow up on service, notice and action items from orders entered (2.3).	11.20	7,280.00
07/13/2020	T A DAVIDSON II	B110	Review filings (1.3); prepare for and participate in first day hearing (3.1); and emails with team and client regarding same (.4).	4.80	4,464.00
07/13/2020	P M GUFFY	B110	Review first day motions and update case file (0.8); prepare and file revised interim DIP order (0.4); prepare notices of appearance for first day hearing witnesses (0.2).	1.40	903.00
07/13/2020	T A DAVIDSON II	B230	Work with UST to resolve issues with DIP loan and other pleadings.	1.50	1,395.00
07/14/2020	P M GUFFY	B110	Retrieve first day orders and update case file.	0.50	322.50
07/14/2020	A L HARPER	B310	Review revised notice of claims bar date to add Court's requested language from first day hearing and confer with	0.90	585.00

HUNTON ANDREWS KURTH LLP				INVOICE:	131769602
CLIENT NAME: Hi-Crush Inc.				DATE:	08/11/2020
FILE NUMBER: 122932.0000001				PAGE:	2
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			KCC and Latham on same.		
07/14/2020	A L HARPER	B110	Prepare notice of matrix, review matrix, and confer with KCC on creditor matrix and master service lists (.3); address various noticing issues following first day order entry and related case deadlines (1.1).	1.40	910.00
07/14/2020	T A DAVIDSON II	B110	Review inbound emails from creditors and advisors and forward on to appropriate person accordingly.	0.50	465.00
07/14/2020	A L HARPER	B150	Respond to inbound inquiries from interested parties and creditors.	0.70	455.00
07/14/2020	P M GUFFY	B160	Review conflicts report for retention application (0.6); begin drafting schedules regarding same (1.0); emails with A. Harper, C. Diktaban, S. Moon regarding same (0.3).	1.90	1,225.50
07/14/2020	A L HARPER	B160	Revise draft Hunton AK retention application and address open items in schedules.	1.90	1,235.00
07/14/2020	C A DIKTABAN	B160	Conference with A. Harper and P. Guffy regarding conflicts results for Hunton AK retention application; analyze conflicts results for Hunton AK retention application; conference with S. Moon (Hunton AK conflicts) regarding conflicts results for Hunton AK retention application.	0.40	200.00
07/15/2020	A L HARPER	B160	Review revised Hunton AK retention application draft and schedules.	0.50	325.00
07/15/2020	P M GUFFY	B160	Continue conflicts review for retention application (0.3); review and revise retention application (1.2).	1.50	967.50
07/15/2020	T A DAVIDSON II	B110	Review schedule for case milestones and address related legal issues (1.4); and prepare and participate in call	2.20	2,046.00

HUNTON ANDREWS KURTH LLP	INVOICE:	131769602
CLIENT NAME: Hi-Crush Inc.	DATE:	08/11/2020
FILE NUMBER: 122932.0000001	PAGE:	3

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			with noteholder's counsel regarding same (.8).		
07/15/2020	A L HARPER	B320	Participate in call with advisors regarding case timeline and milestones as they relate to plan and disclosure statement (.5); research and analyze issues related to combined plan and DS hearing (3.1).	3.60	2,340.00
07/16/2020	T A DAVIDSON II	B110	Continue analysis of case timing and scheduling issues.	1.40	1,302.00
07/16/2020	A L HARPER	B110	Revise and finalize notice of commencement and confer with KCC and Latham teams on same (1.1); review and analyze case calendar and applicable deadlines from first day orders (.9); review initial master service list and confer with KCC team (.5).	2.50	1,625.00
07/16/2020	A L HARPER	B110	Confer with A&M regarding initial debtor interview (.3); review initial debtor report (1.0); analyze open items for initial debtor report and US Trustee's requested information (.7); communications with U.S. Trustee on same (.2).	2.20	1,430.00
07/17/2020	T A DAVIDSON II	B110	Address issues with and respond to email regarding UCC (.6); and address issues with scheduling for plan confirmation (.6).	1.20	1,116.00
07/17/2020	A L HARPER	B110	Review initial debtor report, requested documents, and analyze open issues with A&M team.	3.10	2,015.00
07/17/2020	A L HARPER	B110	Research regarding ordinary course professionals (1.0) and confer with Latham and A&M on open items (.2)	1.20	780.00
07/18/2020	A L HARPER	B110	Continue reviewing and analyzing initial debtor report and supporting documents from company and prepare for initial debtor interview.	1.10	715.00
07/19/2020	A L HARPER	B160	Review and revise Lazard	2.50	1,625.00



HUNTON ANDREWS KURTH LLP	INVOICE:	131769602
CLIENT NAME: Hi-Crush Inc.	DATE:	08/11/2020
FILE NUMBER: 122932.0000001	PAGE:	4

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			retention application (1.2); revise Hunton AK retention application schedules (1.3).		
07/19/2020	A L HARPER	B320	Analyze open items related to upcoming hearing and disclosure statement open items and email Latham regarding same.	1.10	715.00
07/20/2020	A L HARPER	B320	Analyze case timeline for purposes of disclosure statement and scheduling motion (.5); confer with Latham regarding same (.5); research and analysis of open items related to disclosure statement motion (1.9).	2.90	1,885.00
07/20/2020	A L HARPER	B150	Review and respond to inbound emails and calls from interested parties and creditors and confer with KCC on same.	0.40	260.00
07/20/2020	A L HARPER	B110	Revise draft notice of hearing (.4) and analyze open items in preparation for upcoming hearing on railcar related matters (2.2).	2.60	1,690.00
07/20/2020	T A DAVIDSON II	B110	Review emails regarding scheduling and notice issues (.4); and address related issues (1.1).	1.50	1,395.00
07/21/2020	A L HARPER	B110	Participate in the Initial Debtor Interview with client and U.S. Trustee analyst (.5); follow up on U.S. Trustee's requested information post-interview (.3).	0.80	520.00
07/21/2020	A L HARPER	B160	Analyze and revise retention application of Hunton AK and schedules to declaration for application.	2.80	1,820.00
07/21/2020	J E WUEBKER	B160	Telephone call with A Harper regarding Hunton retention application and outstanding items for same (0.30); email to Hunton conflicts team with updated parties in interest list (0.10)	0.40	220.00
07/21/2020	A L HARPER	B320	Analyze open issues for disclosure statement and	0.90	585.00

HUNTON ANDREWS KURTH LLP	INVOICE:	131769602
CLIENT NAME: Hi-Crush Inc.	DATE:	08/11/2020
FILE NUMBER: 122932.0000001	PAGE:	5

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			confirmation hearing (.7); communicate with case manager concerning scheduling matters for hearing (.2).		
07/21/2020	T A DAVIDSON II	B230	Address open issues with scheduling (.4); and review proposed edits to DIP order (.7).	1.10	1,023.00
07/22/2020	J E WUEBKER	B320	Analyze and provide comments to Disclosure Statement motion; proposed order; and related notices	2.30	1,265.00
07/22/2020	J E WUEBKER	B320	Research in support of back stop motion and associated fees and expenses	0.90	495.00
07/22/2020	A L HARPER	B320	Analyze and revise disclosure statement motion and exhibits (2.0); analyze and revise backstop motion and proposed order (1.7); and research related to same (1.9).	5.60	3,640.00
07/22/2020	T A DAVIDSON II	B320	Review motion to approve DS and schedule (.8); emails regarding same (.4); and address issues with hearing schedule (.6).	1.80	1,674.00
07/22/2020	A L HARPER	B185	Analyze issues related to railcars and related motions.	1.90	1,235.00
07/22/2020	A L HARPER	B160	Review and provide comments on the Lazard retention application draft.	0.40	260.00
07/23/2020	T A DAVIDSON II	B160	Final review of HuntonAK employment application and declaration.	1.70	1,581.00
07/23/2020	J E WUEBKER	B160	Revise Hunton retention application and prepare Schedules 1 and 2 to Davidson Declaration in support of Hunton retention application	1.30	715.00
07/23/2020	T A DAVIDSON II	B110	Emails and calls with UST regarding appointment of UCC (.6); and emails and calls with LW and A&M regarding same (.7).	1.30	1,209.00
07/23/2020	A L HARPER	B185	Analyze issues related to	0.80	520.00

HUNTON ANDREWS KURTH LLP				INVOICE:	131769602
CLIENT NAME: Hi-Crush Inc.				DATE:	08/11/2020
FILE NUMBER: 122932.0000001				PAGE:	6
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			railcar leases and counterparties.		
07/23/2020	A L HARPER	B320	Continue reviewing and revising disclosure statement motion and analyzing notices to same.	2.10	1,365.00
07/23/2020	T A DAVIDSON II	B320	Review edits to disclosure statement motion (.7); emails regarding same (.4); and review case calendar (.6).	1.70	1,581.00
07/23/2020	A L HARPER	B230	Research and analysis of open items related to final DIP hearing and review of interim DIP order.	2.50	1,625.00
07/24/2020	J E WUEBKER	B320	Analyze and provide comments to draft backstop motion and proposed order	0.90	495.00
07/24/2020	A L HARPER	B110	Research regarding interim compensation and OCP (1.0) and finalize Interim compensation and OCP motions and proposed orders for filing (1.4).	2.40	1,560.00
07/24/2020	A L HARPER	B160	Revise Hunton AK retention application (.6); review, revise and finalize three retention applications and proposed orders for Latham, Evercore, and A&M (1.0).	1.60	1,040.00
07/24/2020	T A DAVIDSON II	B160	Address issues with employment applications (1.1); and review same for filing (.8).	1.90	1,767.00
07/24/2020	T A DAVIDSON II	B150	Review email from counsel for Chevron (.3); and email from Wells Fargo leasing (.2).	0.50	465.00
07/27/2020	A L HARPER	B150	Communicate with parties in interest and return multiple in-bound calls and emails.	1.40	910.00
07/27/2020	T A DAVIDSON II	B110	Address issues with UCC formation.	0.60	558.00
07/27/2020	A L HARPER	B320	Revise, analyze, and finalize backstop motion and disclosure statement motion for filing with plan and disclosure statement.	5.60	3,640.00
07/27/2020	A L HARPER	B230	Analyze revised proposed final DIP financing order comments	1.70	1,105.00

HUNTON ANDREWS KURTH LLP			INVOICE:	131769602	
CLIENT NAME: Hi-Crush Inc.			DATE:	08/11/2020	
FILE NUMBER: 122932.0000001			PAGE:	7	
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			from committee and review open items in preparation for final DIP hearing.		
07/27/2020	T A DAVIDSON II	B185	Review email from landlord counsel and send to co-counsel.	0.80	744.00
07/27/2020	T A DAVIDSON II	B320	Review filed scheduling motion and address related issues.	1.10	1,023.00
07/28/2020	A L HARPER	B320	Prepare a notice of DS hearing and finalize for filing (.5); analyze open issues and inquiries related to confirmation order, plan and disclosure statement (1.7).	2.20	1,430.00
07/28/2020	A L HARPER	B185	Analyze open items with respect to rejection motion and responses to inbound inquiries about leases and contracts.	0.60	390.00
07/28/2020	T A DAVIDSON II	B185	Address issue with lease motion (1.1); and participate in call with co-counsel regarding same (.6).	1.70	1,581.00
07/28/2020	A L HARPER	B230	Prepare witness and exhibit list for Final DIP Hearing and analyze exhibits necessary for hearing.	1.50	975.00
07/28/2020	A L HARPER	B110	Analyze open items related to case calendar and upcoming deadlines and hearings (.8); participate in advisors call regarding case status and open items (.3).	1.10	715.00
07/28/2020	A L HARPER	B150	Respond to multiple inbound inquiries from stockholders, creditors, and interested parties.	1.20	780.00
07/28/2020	T A DAVIDSON II	B150	Address issues with inbound from counsel to Chevron.	0.50	465.00
07/29/2020	A L HARPER	B110	Revise witness and exhibit list and agenda for August 4 hearing.	0.60	390.00
07/29/2020	A L HARPER	B185	Research related to railcar agreements and omnibus rejection motions (1.8) and preparation for argument at hearing (1.4).	3.20	2,080.00

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

INVOICE: 131769602  
 DATE: 08/11/2020  
 PAGE: 8

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
07/29/2020	A L HARPER	B185	Research related to assumption of amended agreement with Chesapeake (1.1) and prepare 9019 motion and order to approve assumption and agreement (1.5).	2.60	1,690.00
07/30/2020	A L HARPER	B185	Research related to office leases and rent obligations.	1.00	650.00
07/30/2020	A L HARPER	B185	Analyze issues related to railcar motion and preparation for hearing on railcar motion and omnibus rejection motion.	1.60	1,040.00
07/30/2020	T A DAVIDSON II	B185	Analysis of issues with rejection motion.	2.20	2,046.00
07/30/2020	A L HARPER	B230	Research related to proposed language for taxing authorities in final DIP order.	0.70	455.00
07/31/2020	T A DAVIDSON II	B230	Resolve DIP loan objections.	1.90	1,767.00
07/31/2020	A L HARPER	B185	Revise exhibits for hearing on August 4 (1.1) and preparation for hearing on railcar motion and omnibus rejection motion (4.2).	5.30	3,445.00
07/31/2020	A L HARPER	B185	Analyze issues related to office space lease and communications from counsel (.6); and research related to stub rent (.7).	1.30	845.00
07/31/2020	T A DAVIDSON II	B185	Continue analysis of factual and legal issues with rejection motion.	2.10	1,953.00
07/31/2020	A L HARPER	B150	Respond to inbound inquiries from interest holders and creditors related to bankruptcy cases and proof of claim deadline (.9); analyze inquiry from counterparty regarding equipment leases (3).	1.20	780.00
<b>TOTAL HOURS</b>				<b>139.90</b>	

HUNTON ANDREWS KURTH LLP	INVOICE:	131769602
CLIENT NAME: Hi-Crush Inc.	DATE:	08/11/2020
FILE NUMBER: 122932.0000001	PAGE:	9

**TIMEKEEPER SUMMARY:**

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
T A DAVIDSON II	Partner	34.00	930.00	31,620.00
C A DIKTABAN	Associate	0.40	500.00	200.00
P M GUFFY	Associate	5.30	645.00	3,418.50
A L HARPER	Associate	94.40	650.00	61,360.00
J E WUEBKER	Associate	5.80	550.00	3,190.00
<b>TOTAL FEES (\$)</b>				<b>99,788.50</b>

**TIME SUMMARY BY TASK CODE:**

CODE	DESCRIPTION	HOURS	VALUE
B110	Case Administration	45.60	33,410.50
B150	Meetings of and Communications with Creditors	5.90	4,115.00
B160	Fee / Employment Applications	18.80	12,981.00
B185	Assumption / Rejection of Leases and Contracts	25.10	18,219.00
B230	Financing / Cash Collections	10.90	8,345.00
B310	Claims Administration and Objections	0.90	585.00
B320	Plan and Disclosure Statement (including Business Plan)	32.70	22,133.00
		<b>139.90</b>	<b>99,788.50</b>

**FOR COSTS ADVANCED AND EXPENSES INCURRED:**

CODE	DESCRIPTION	AMOUNT
E106	Online Research	6.80
<b>TOTAL CURRENT EXPENSES (\$)</b>		<b>6.80</b>

**INVOICE SUMMARY:**

Current Fees:	\$ 99,788.50
Current Charges:	6.80
<b>CURRENT INVOICE AMOUNT DUE:</b>	<b>\$ 99,795.30</b>

# HUNTON ANDREWS KURTH

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

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

EIN 54-0572269

**INVOICE SUMMARY**

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

FILE NUMBER: 122932.0000001  
INVOICE NUMBER: 131770671  
DATE: 09/09/2020

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

Statement for professional services and charges rendered in connection with the referenced matter(s), for the period ending August 31, 2020 per the attached itemization:

**CURRENT INVOICE SUMMARY:**

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

Current Fees:	\$ 108,575.50
Current Charges:	555.36
<b>CURRENT INVOICE AMOUNT DUE:</b>	<b>\$ 109,130.86</b>

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

INVOICE	MATTER #	DATE	BALANCE
131769602	0000001	08/11/2020	19,957.70

**Outstanding Balance (for matter(s) on this invoice): 19,957.70**

**TOTAL AMOUNT DUE (including Current Invoice Amount Due): 129,088.56**

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

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

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

To Pay by Wire Transfer or ACH:



Information with Wire: File: 122932.0000001, Inv: 131770671, Date: 09/09/2020

# HUNTON ANDREWS KURTH

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

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

EIN 54-0572269

**INVOICE SUMMARY-REMITTANCE PAGE**

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

FILE NUMBER: 122932.0000001  
INVOICE NUMBER: 131770671  
DATE: 09/09/2020

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

Statement for professional services and charges rendered in connection with the referenced matter(s), for the period ending August 31, 2020 per the attached itemization:

**CURRENT INVOICE SUMMARY:**

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

Current Fees: \$ 108,575.50  
Current Charges: 555.36  
**CURRENT INVOICE AMOUNT DUE: \$ 109,130.86**

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

INVOICE	MATTER #	DATE	BALANCE
131769602	0000001	08/11/2020	19,957.70

**Outstanding Balance (for matter(s) on this invoice): 19,957.70**

**TOTAL AMOUNT DUE (including Current Invoice Amount Due): 129,088.56**

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

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

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

To Pay by Wire Transfer or ACH:



Information with Wire: File: 122932.0000001, Inv: 131770671, Date: 09/09/2020



# HUNTON ANDREWS KURTH

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

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

EIN 54-0572269

## INVOICE DETAIL

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

FILE NUMBER: 122932.0000001  
INVOICE NUMBER: 131770671  
DATE: 09/09/2020

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

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

#### FOR PROFESSIONAL SERVICES RENDERED THROUGH AUGUST 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/01/2020	A L HARPER	B150	Analyze inquiry from counsel for Caterpillar regarding an equipment lease and respond to same.	0.30	195.00
08/02/2020	A L HARPER	B185	Review open items related to railcar leases in preparation for hearing.	1.10	715.00
08/02/2020	A L HARPER	B230	Review revised final DIP order in preparation for hearing.	0.50	325.00
08/03/2020	T A DAVIDSON II	B230	Complete review of final DIP order and review open issues checklist.	0.80	744.00
08/03/2020	A L HARPER	B230	Prepare for hearing on final DIP (1.8); prepare notice of redline of final DIP order (.8).	2.60	1,690.00
08/03/2020	A L HARPER	B185	Preparation for hearing related to railcar leases and rejection motions (4.2); participate in call with CK railcar lessor regarding rejection motion (.3).	4.50	2,925.00
08/03/2020	T A DAVIDSON II	B185	Analysis of open factual and legal issues related to motion to reject and lessor motion.	1.30	1,209.00
08/03/2020	A L HARPER	B150	Respond to inbound inquiries and telephone calls from multiple stockholders.	0.60	390.00
08/04/2020	A L HARPER	B150	Return multiple inbound telephone calls and emails from interested parties, creditors, and stockholders.	1.60	1,040.00

HUNTON ANDREWS KURTH LLP				INVOICE:	131770671
CLIENT NAME: Hi-Crush Inc.				DATE:	09/09/2020
FILE NUMBER: 122932.0000001				PAGE:	2
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/04/2020	A L HARPER	B110	Post hearing follow up items and review of upcoming case calendar deadlines.	1.50	975.00
08/04/2020	T A DAVIDSON II	B185	Prepare for and participate in hearing on rejection/rail car lessors and DIP loan.	1.60	1,488.00
08/04/2020	A L HARPER	B185	Analyze revised proposed orders on railcars and prepare for hearing on same (3.7); participate in hearing on railcar lease related matters (.5).	4.20	2,730.00
08/05/2020	A L HARPER	B150	Respond to multiple inbound inquiries from stockholders, creditors, and parties in interest.	2.30	1,495.00
08/06/2020	A L HARPER	B150	Return numerous telephone calls from shareholders regarding notice of bar date.	1.10	715.00
08/06/2020	T A DAVIDSON II	B110	Address open issues with certain vendors and emails regarding same.	1.10	1,023.00
08/06/2020	A L HARPER	B110	Analyze U.S. Trustee's requests related to the OCP motion and research related to same.	3.70	2,405.00
08/06/2020	A L HARPER	B185	Respond to inbound inquiries regarding royalty interests (.3); respond to inquiry regarding lease of land and confer with counsel for lessor (.5).	0.80	520.00
08/06/2020	T A DAVIDSON II	B160	Address issues with comments from UST on employment applications.	0.60	558.00
08/06/2020	A L HARPER	B160	Prepare certificate of no objection regarding retention application of Hunton AK (.2); review A&M retention application and confer regarding same (.2).	0.40	260.00
08/07/2020	T A DAVIDSON II	B160	Analysis of requests from UST on employment applications.	0.80	744.00
08/07/2020	A L HARPER	B160	Address inquiries from the U.S. Trustee regarding the retention applications of A&M and Lazard (.7); analyze U.S. Trustee's comments to LW retention application (.4).	1.10	715.00

HUNTON ANDREWS KURTH LLP				INVOICE:	131770671
CLIENT NAME: Hi-Crush Inc.				DATE:	09/09/2020
FILE NUMBER: 122932.0000001				PAGE:	3
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/07/2020	A L HARPER	B150	Respond to inquiries from counterparties to leases, creditors, and shareholders.	1.20	780.00
08/07/2020	A L HARPER	B190	Analyze data from the Company and A&M regarding amounts owed by various trucking companies.	0.30	195.00
08/07/2020	T A DAVIDSON II	B150	Telephone call from and review email from counsel to PI claimants.	0.70	651.00
08/10/2020	A L HARPER	B110	Analyze July first day matters report with matrices/schedules prepared for U.S. Trustee.	2.60	1,690.00
08/10/2020	A L HARPER	B160	Review revised interim compensation order and prepare certificate of no objection (.4); review revised Latham retention order and prepare certificate of no objection (.4).	0.80	520.00
08/10/2020	J E WUEBKER	B160	Review updated parties in interest list and coordinate conflict search; review updated conflict report and revise schedules to declaration	0.40	220.00
08/11/2020	A L HARPER	B110	Review schedules and statements for nine debtors and finalize same for filing.	5.10	3,315.00
08/11/2020	A L HARPER	B110	Further review of proposed first day matters report from A&M (.8); review case calendar and upcoming deadlines (.3).	1.10	715.00
08/11/2020	A L HARPER	B110	Confer with U.S. Trustee regarding OCP supporting information and analyze open questions.	1.00	650.00
08/11/2020	T A DAVIDSON II	B110	Address issues with letter from shareholder (1.1); review solicitation issue and respond to email (.8); and participate in weekly advisor call (.6).	2.50	2,325.00
08/11/2020	A L HARPER	B320	Participate in advisors call regarding case status and upcoming disclosure statement hearing (.7); revise witness and exhibit list for	1.10	715.00

HUNTON ANDREWS KURTH LLP				INVOICE:	131770671
CLIENT NAME: Hi-Crush Inc.				DATE:	09/09/2020
FILE NUMBER: 122932.0000001				PAGE:	4
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			disclosure statement hearing on August 14 (.4).		
08/11/2020	A L HARPER	B160	Communicate with U.S. Trustee's office regarding Latham retention application and confer with Latham on comments to same.	0.50	325.00
08/12/2020	A L HARPER	B320	Finalize witness and exhibit list and exhibits for disclosure statement hearing (.3); revise agenda for hearing on disclosure statement (.6).	0.90	585.00
08/12/2020	A L HARPER	B110	Review materials related to OCP issues (.5); telephone conference call with U.S. Trustee and K. Larin regarding open items (.3).	0.80	520.00
08/12/2020	A L HARPER	B150	Return telephone calls from stockholders and interested parties.	1.30	845.00
08/12/2020	A L HARPER	B190	Review and revise Black Mountain Sand 9019 motion initial draft and provide comments.	0.80	520.00
08/13/2020	C A DIKTABAN	B190	Conference with A. Harper regarding utility dispute (.5).	0.50	250.00
08/13/2020	A L HARPER	B190	Research related to utilities request and determination hearing.	0.70	455.00
08/13/2020	A L HARPER	B320	Prepare for hearing on disclosure statement motion and backstop motion (.9); revise agenda for hearing (.6); confer with A. Reilly at Latham to prepare for hearing (.5); revise and finalize updated disclosure statement notices and clean and redlines of order and disclosure statement (1.0).	3.00	1,950.00
08/13/2020	T A DAVIDSON II	B320	Address issues with objections to DS (.8); and assist in preparation for DS approval hearing (.7).	1.50	1,395.00
08/14/2020	A L HARPER	B320	Preparation for disclosure statement hearing (1.0); participate in disclosure statement hearing (.2); post-	3.50	2,275.00

HUNTON ANDREWS KURTH LLP				INVOICE:	131770671
CLIENT NAME: Hi-Crush Inc.				DATE:	09/09/2020
FILE NUMBER: 122932.0000001				PAGE:	5
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			hearing follow up (.8); research related to disclosure statement, solicitation, and confirmation (1.5).		
08/14/2020	T A DAVIDSON II	B320	Prepare for and participate in DS hearing (.8); and address follow up items (.5).	1.30	1,209.00
08/14/2020	A L HARPER	B150	Respond to numerous inquiries from stockholders, creditors and interested parties (2.1); and follow up regarding inquiries with company and advisors (1.0).	3.10	2,015.00
08/15/2020	A L HARPER	B320	Review solicitation versions of plan and disclosure statement and finalize same for filing.	1.40	910.00
08/17/2020	A L HARPER	B320	Analyze open items related to solicitation questions.	1.10	715.00
08/17/2020	A L HARPER	B160	Analyze revisions to A&M retention application based on U.S. Trustee's comments (1.0); prepare certificates of no objection and revised proposed orders for retention applications of Hunton AK, Latham, A&M, and Lazard and finalize same for filing (1.0); prepare certificates of no objection for interim compensation and ordinary course professionals (.5).	2.50	1,625.00
08/17/2020	A L HARPER	B150	Preparation for meeting of creditors and confer with Latham, A&M, and client on same.	0.60	390.00
08/17/2020	A L HARPER	B190	Analyze BMS 9019 motion, proposed order, and settlement agreement.	1.30	845.00
08/17/2020	T A DAVIDSON II	B190	Review form of settlement motion (.7); and address issues with vendor (.9).	1.60	1,488.00
08/17/2020	T A DAVIDSON II	B110	Prepare for 341 meeting (1.1); and follow up communication with UST (.7).	1.80	1,674.00
08/17/2020	A L HARPER	B140	Review lift stay motion by Wisconsin Tort Claimants and research related to same.	1.60	1,040.00

HUNTON ANDREWS KURTH LLP			INVOICE:	131770671	
CLIENT NAME: Hi-Crush Inc.			DATE:	09/09/2020	
FILE NUMBER: 122932.0000001			PAGE:	6	
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/17/2020	T A DAVIDSON II	B140	Call with P. Hughes regarding lift stay issues.	0.40	372.00
08/18/2020	A L HARPER	B140	Preparation for 341 meeting (.4); participate in 341 meeting (.5); post 341 meeting action items (.5).	1.40	910.00
08/18/2020	A L HARPER	B110	Finalize revisions for OCP and interim compensation motions and finalize redlines of proposed orders (1.0); finalize revisions for retention applications for Debtors' professionals and finalize redlines of proposed orders (1.0).	2.00	1,300.00
08/18/2020	A L HARPER	B110	Research regarding utilities determination hearing.	1.80	1,170.00
08/18/2020	A L HARPER	B150	Return telephone calls from interested parties and shareholders.	1.90	1,235.00
08/18/2020	A L HARPER	B110	Advisors call regarding case progress.	0.30	195.00
08/18/2020	T A DAVIDSON II	B110	Prepare for and participate in creditors' meeting (1.3); participate in follow up call with client (.5); and review issues with Wis litigation (1.0).	2.80	2,604.00
08/19/2020	A L HARPER	B110	Research regarding utilities determination hearing.	1.00	650.00
08/19/2020	A L HARPER	B110	Review case calendar and upcoming case deadlines.	0.50	325.00
08/19/2020	A L HARPER	B150	Respond to inbound inquiries from multiple shareholders.	0.60	390.00
08/19/2020	T A DAVIDSON II	B190	Address issues with plaintiffs' requests for insurance (1.2); and emails with counsel and co-counsel regarding same (1.4).	2.60	2,418.00
08/19/2020	A L HARPER	B190	Analyze issues related to amounts owed from trucking companies.	1.20	780.00
08/19/2020	J W BUONI	B120	Communicate with A. Harper and K. Larin regarding potential unpaid amounts the debtor seeks to recover, and review background materials relating to same; conduct	0.70	542.50

HUNTON ANDREWS KURTH LLP				INVOICE:	131770671
CLIENT NAME: Hi-Crush Inc.				DATE:	09/09/2020
FILE NUMBER: 122932.0000001				PAGE:	7
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			preliminary analysis of strategy to recover unpaid amounts.		
08/20/2020	J W BUONI	B120	Participate in phone call with D. Larin, M. Corcoran and others (.6); attention to potential strategies for collecting unpaid amounts and ability to assert a turnover action (.5).	1.10	852.50
08/20/2020	A L HARPER	B140	Analyze regarding Wisconsin Tort Plaintiffs lift stay motion and discovery requests.	0.80	520.00
08/20/2020	T A DAVIDSON II	B140	Address issues with state court plaintiffs and related demands.	1.00	930.00
08/20/2020	A L HARPER	B150	Respond to inquiry from equity holder.	0.20	130.00
08/20/2020	A L HARPER	B110	Request determination hearing date from case manager (.1); finalize and file the Notice of Determination Hearing and confer with Latham team on same (.3).	0.40	260.00
08/21/2020	A L HARPER	B190	Review and finalize BMS 9019 motion and finalize for filing.	1.00	650.00
08/21/2020	J W BUONI	B185	Review and analyze certain license agreement for executory contract issues (.9) and perform legal research regarding same (1.1).	2.00	1,550.00
08/21/2020	A L HARPER	B160	Review entered retention orders for Latham, Hunton AK, and Lazard.	0.70	455.00
08/24/2020	A L HARPER	B320	Review and address Texas Comptroller proposed language for confirmation order.	0.30	195.00
08/24/2020	T A DAVIDSON II	B320	Address confirmation issues.	1.10	1,023.00
08/24/2020	J W BUONI	B185	Continue analysis of license agreement and related royalty payment issues	1.30	1,007.50
08/24/2020	A L HARPER	B185	Review contracts regarding counterparty Enterprise FM Trust and Enterprise Fleet Management (.3); confer with A&M on same (.2); emails with	0.80	520.00

HUNTON ANDREWS KURTH LLP				INVOICE:	131770671
CLIENT NAME: Hi-Crush Inc.				DATE:	09/09/2020
FILE NUMBER: 122932.0000001				PAGE:	8
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			counsel for counterparty (.3).		
08/24/2020	A L HARPER	B110	Review inquiry from state of West Virginia regarding taxes and confer with Latham and A&M teams on same.	0.20	130.00
08/24/2020	A L HARPER	B150	Review correspondence from counsel for Stearns Bank.	0.40	260.00
08/24/2020	T A DAVIDSON II	B140	Continue analysis of issues with lift stay motion.	1.20	1,116.00
08/25/2020	T A DAVIDSON II	B140	Prepare for and call with P. Hughes regarding lift stay motion (1.1); and review related plan confirmation issues (1.3).	2.40	2,232.00
08/25/2020	A L HARPER	B150	Return call to creditors regarding plan related forms received in mail.	0.40	260.00
08/25/2020	A L HARPER	B110	Review updated case calendar and related upcoming dates and milestones in cases (.7); email with Latham on same (.1); participate in advisors call regarding open items with counterparties and case milestones (.4).	1.20	780.00
08/25/2020	T A DAVIDSON II	B320	Participate in weekly advisors call (.6); and address plan confirmation issues. (1.2).	1.80	1,674.00
08/25/2020	A THIENPONT	B160	Prepare initial draft of First Monthly Fee Statement	1.90	1,159.00
08/25/2020	A L HARPER	B160	Prepare initial draft of Hunton AK first fee statement and review interim compensation procedures on same.	1.30	845.00
08/26/2020	A THIENPONT	B160	Review and revise First Monthly Fee Statement with collected information relating to same (.3); prepare initial draft of First Interim Fee Application (3.6)	3.90	2,379.00
08/26/2020	A L HARPER	B110	Review OCP declaration for Sirius.	0.30	195.00
08/26/2020	J W BUONI	B120	Analyze certain agreements with PTS (.8) and conduct legal research analysis regarding setoff rights, including any issues with	1.80	1,395.00



HUNTON ANDREWS KURTH LLP				INVOICE:	131770671
CLIENT NAME: Hi-Crush Inc.				DATE:	09/09/2020
FILE NUMBER: 122932.0000001				PAGE:	9
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			factoring company (.7); attention to negotiation strategy (.3).		
08/26/2020	A L HARPER	B150	Return phone call to shareholder (.2); return email to counsel for Enterprise FM Trust (.2).	0.40	260.00
08/26/2020	T A DAVIDSON II	B140	Address issue with requests from movant in lift stay motion.	0.50	465.00
08/26/2020	A L HARPER	B160	Communicate with A&M and Lazard teams regarding first monthly fee statement deadline (.3); revise fee statement for Hunton AK (.6).	0.90	585.00
08/27/2020	A L HARPER	B160	Analyze open items related to retention application of A&M (.7); analyze fee statement procedures and confer with counsel for Lazard on same (.2); analyze OCP declaration open items for Deloitte & Touche (1.0).	1.90	1,235.00
08/27/2020	J W BUONI	B120	Communicate via phone and email with representatives from trucking companies regarding unpaid invoices (.7) and with client representatives regarding same (.2); analyze documents relating to invoice disputes (.4); attention to strategy regarding invoice disputes (.3); continue analysis of royalty license agreement and related research regarding potential royalty and rejection issues (1.2) and communicate with K. Larin regarding same (.2).	3.00	2,325.00
08/28/2020	J W BUONI	B120	Review materials provided by S. Chagani (.4); communicate with A Plus Hot Shot (.1).	0.50	387.50
08/28/2020	A L HARPER	B150	Analyze questions from counsel for Stearns Bank (.2); respond to counsel (.1).	0.30	195.00
08/28/2020	P M GUFFY	B150	Call with advisor to equity holder regarding opt out form.	0.30	193.50
08/28/2020	A L HARPER	B160	Review finalized Latham fee statement (.4); finalize Hunton	3.20	2,080.00

HUNTON ANDREWS KURTH LLP			INVOICE:	131770671	
CLIENT NAME: Hi-Crush Inc.			DATE:	09/09/2020	
FILE NUMBER: 122932.0000001			PAGE:	10	
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			AK monthly fee statements and prepare exhibits to same (2.8).		
08/28/2020	A L HARPER	B185	Participate in call with A&M regarding executory contracts (.4); research related to contract rejection issues (.7).	1.10	715.00
08/28/2020	J W BUONI	B185	Prepare questions and analysis for teleconference with HCI and A&M (1.2); conduct legal research regarding potential admin claim for license rejection (.9); research and analyze issues regarding use of license post-rejection (1.6); communicate with K. Larin and co-counsel via phone and email regarding contract rejection issues (.8); prepare talking points for K. Larin regarding contract to discuss with company next week (.4).	4.90	3,797.50
08/30/2020	T A DAVIDSON II	B140	Review objection to lift stay motion (.8); and emails with Latham regarding same (.4).	1.20	1,116.00
08/30/2020	A L HARPER	B140	Review initial draft objection to Wisconsin Tort Claimants' lift stay motion.	1.10	715.00
08/31/2020	T A DAVIDSON II	B140	Review issues with lift stay objection (1.2); call with Latham team regarding same (.6); and call with movant's counsel (.4).	2.20	2,046.00
08/31/2020	A L HARPER	B140	Analyze issues related to Wisconsin Tort Claimants' motion to lift stay and review revised objection to lift stay motion.	1.10	715.00
08/31/2020	J W BUONI	B185	Analyze certain agreements with sand supplier (1.3) and communicate with K. Larin regarding same (.2); analyze potential rejection issues regarding sand supply contract (.6).	2.10	1,627.50
08/31/2020	A L HARPER	B160	Review revised A&M retention order and supplemental declaration (1.0) and confer	1.20	780.00

HUNTON ANDREWS KURTH LLP	INVOICE:	131770671
CLIENT NAME: Hi-Crush Inc.	DATE:	09/09/2020
FILE NUMBER: 122932.0000001	PAGE:	11

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/31/2020	A L HARPER	B320	Review correspondence from Stearns Bank regarding plan questions and respond to counsel vial email (.2); additional emails with A&M and Latham team (.2).	0.40	260.00
<b>TOTAL HOURS</b>				<b>150.10</b>	

**TIMEKEEPER SUMMARY:**

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
J W BUONI	Partner	17.40	775.00	13,485.00
T A DAVIDSON II	Partner	32.80	930.00	30,504.00
C A DIKTABAN	Associate	0.50	500.00	250.00
P M GUFFY	Associate	0.30	645.00	193.50
A L HARPER	Associate	92.90	650.00	60,385.00
A THIENPONT	Associate	5.80	610.00	3,538.00
J E WUEBKER	Associate	0.40	550.00	220.00
<b>TOTAL FEES (\$)</b>				<b>108,575.50</b>

**TIME SUMMARY BY TASK CODE:**

CODE	DESCRIPTION	HOURS	VALUE
B110	Case Administration	31.70	22,901.00
B120	Asset Analysis and Recovery	7.10	5,502.50
B140	Relief from Stay / Adequate Protection Proceedings	14.90	12,177.00
B150	Meetings of and Communications with Creditors	17.30	11,439.50
B160	Fee / Employment Applications	22.10	14,485.00
B185	Assumption / Rejection of Leases and Contracts	25.70	18,804.50
B190	Other Contested Matters (excluding assumption / rejection motions)	10.00	7,601.00
B230	Financing / Cash Collections	3.90	2,759.00
B320	Plan and Disclosure Statement (including Business Plan)	17.40	12,906.00
		<b>150.10</b>	<b>108,575.50</b>

**FOR COSTS ADVANCED AND EXPENSES INCURRED:**

CODE	DESCRIPTION	AMOUNT
E106	Online Research	404.11
E116	Transcripts	151.25
<b>TOTAL CURRENT EXPENSES (\$)</b>		<b>555.36</b>

---

HUNTON ANDREWS KURTH LLP	INVOICE:	131770671
CLIENT NAME: Hi-Crush Inc.	DATE:	09/09/2020
FILE NUMBER: 122932.0000001	PAGE:	12

---

**INVOICE SUMMARY:**

Current Fees:	\$ 108,575.50
Current Charges:	555.36
<b>CURRENT INVOICE AMOUNT DUE:</b>	<b>\$ 109,130.86</b>

# HUNTON ANDREWS KURTH

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

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

EIN 54-0572269

**INVOICE SUMMARY**

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

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

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

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

**CURRENT INVOICE SUMMARY:**

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

Current Fees:	\$ 127,627.50
Current Charges:	157.66
<b>CURRENT INVOICE AMOUNT DUE:</b>	<b>\$ 127,785.16</b>

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

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

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

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

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

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

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

To Pay by Wire Transfer or ACH:



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

# HUNTON ANDREWS KURTH

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

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

EIN 54-0572269

**INVOICE SUMMARY-REMITTANCE PAGE**

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

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

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

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

**CURRENT INVOICE SUMMARY:**

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

Current Fees:	\$ 127,627.50
Current Charges:	157.66
<b>CURRENT INVOICE AMOUNT DUE:</b>	<b>\$ 127,785.16</b>

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

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

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

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

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

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

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

To Pay by Wire Transfer or ACH:



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

# HUNTON ANDREWS KURTH

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

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

EIN 54-0572269

## INVOICE DETAIL

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

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

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

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

#### FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2020:

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

HUNTON ANDREWS KURTH LLP				INVOICE:	131771987
CLIENT NAME: Hi-Crush Inc.				DATE:	10/15/2020
FILE NUMBER: 122932.0000001				PAGE:	2
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/01/2020	J W BUONI	B185	Analyze various agreements in preparing for teleconference with K. Larin and HCR representatives (.8); participate in two teleconferences with K. Larin and HCR representatives regarding certain agreements that may be rejected (1.2); research and analyze post-bankruptcy risks relating to rejection of license agreement (3.3); prepare brief summary of potential rejection risks and transmit to client representatives (.5).	5.80	4,495.00
09/02/2020	A L HARPER	B110	Review and analyze the Rule 2015.3 Report and finalize for filing.	0.80	520.00
09/02/2020	A L HARPER	B320	Analyze issues related to proposed confirmation order language from Wisconsin Tort Claimants (1.2); analyze issues related to Chevron and proposed language for confirmation order (1.2).	2.40	1,560.00
09/02/2020	A L HARPER	B320	Analyze rights offering procedures, proof of claim of CIG and research related to preliminary claim objection for rights offering purposes.	2.40	1,560.00
09/02/2020	J W BUONI	B185	Continue analysis of potential risks and issues relating to rejection of agreement regarding plant construction (1.4).	1.40	1,085.00
09/02/2020	A L HARPER	B160	Review finalize version of A&M Fee Statement and serve on notice parties.	0.40	260.00
09/02/2020	A L HARPER	B160	Review declaration of OCP Squire Patton Boggs and finalize same for filing.	0.20	130.00
09/02/2020	T A DAVIDSON II	B140	Continue analysis of issues with lift stay (1.1); and participate in call with co-counsel regarding same (.6).	1.70	1,581.00



HUNTON ANDREWS KURTH LLP				INVOICE:	131771987
CLIENT NAME: Hi-Crush Inc.				DATE:	10/15/2020
FILE NUMBER: 122932.0000001				PAGE:	3
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/03/2020	T A DAVIDSON II	B140	Review and revise lift stay confirmation insert (1.0: and address related issues with confirmation (1.2).	2.20	2,046.00
09/03/2020	A L HARPER	B140	Review revised draft objection to lift stay motion and prepare proposed order for same (3.9); analyze exhibits necessary for evidentiary hearing (.5).	4.40	2,860.00
09/03/2020	A L HARPER	B160	Review and finalize declarations of disinterestedness for Michael Best and Von Ruden & Nix, S.C..	0.30	195.00
09/03/2020	A L HARPER	B320	Review CIG preliminary claim objection and declaration drafts and research related to rights offering procedures.	3.50	2,275.00
09/03/2020	A L HARPER	B320	Analyze comments to proposed confirmation order language for Wisconsin Tort Claimants.	0.70	455.00
09/04/2020	A L HARPER	B160	Review declaration of disinterestedness for Gibbs Bruns and finalize for filing.	0.30	195.00
09/04/2020	A L HARPER	B185	Review assumption notice and finalize for filing.	1.20	780.00
09/04/2020	T A DAVIDSON II	B320	Follow up on comments to confirmation order.	0.80	744.00
09/04/2020	A L HARPER	B320	Analyze multiple claims and preliminary claim objections for purposes of rights offering and research related to same (3.7); analyze issues related to objection to CIG claim for purposes of the rights offering (.8).	4.50	2,925.00
09/04/2020	A L HARPER	B320	Respond to counsel for West Epley regarding ballots received and analyze issues related to voting.	0.40	260.00
09/06/2020	J W BUONI	B190	Continue correspondence with vendors regarding invoice issues (.3) and attention to strategy regarding potential litigation (.4).	0.70	542.50

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

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

HUNTON ANDREWS KURTH LLP	INVOICE:	131771987
CLIENT NAME: Hi-Crush Inc.	DATE:	10/15/2020
FILE NUMBER: 122932.0000001	PAGE:	6

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

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

HUNTON ANDREWS KURTH LLP				INVOICE:	131771987
CLIENT NAME: Hi-Crush Inc.				DATE:	10/15/2020
FILE NUMBER: 122932.0000001				PAGE:	8
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/16/2020	C A DIKTABAN	B150	Review voicemail regarding proof of claim (.1) and conference with A. Harper and T. Davidson regarding same (.1).	0.20	100.00
09/16/2020	P M GUFFY	B320	Emails with T. Davidson, A. Harper regarding rights offering research; additional research regarding same and emails with N. Taousse regarding same.	0.40	258.00
09/16/2020	T A DAVIDSON II	B320	Continue to address issues with tort claimant plan issues.	1.10	1,023.00
09/16/2020	A L HARPER	B320	Review stipulation and agreed order with CCA Financial regarding rights offering and finalize same for filing.	0.90	585.00
09/16/2020	A L HARPER	B320	Research related to confirmation brief.	1.30	845.00
09/16/2020	A L HARPER	B190	Analyze open issues with respect to Wisconsin Tort Claimants discovery and related matters.	0.50	325.00
09/17/2020	A L HARPER	B160	Review Baker Botts OCP declaration and confer with A&M on same.	0.20	130.00
09/17/2020	P M GUFFY	B150	Draft email regarding plan release for inquiring creditor.	0.60	387.00
09/17/2020	A L HARPER	B320	Review objections related to confirmation and preparation for confirmation hearing (3.6); return calls and emails to multiple counterparty regarding contract cure amounts (1.0); prepare initial draft agenda for confirmation hearing and reviewing pending open items for hearing (.5).	5.10	3,315.00
09/17/2020	T A DAVIDSON II	B320	Review plan support and declarations (1.2); review emails with open confirmation issues (.5); and continue analysis of tort claimants' plan language (.8).	2.50	2,325.00

HUNTON ANDREWS KURTH LLP	INVOICE:	131771987
CLIENT NAME: Hi-Crush Inc.	DATE:	10/15/2020
FILE NUMBER: 122932.0000001	PAGE:	9

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

HUNTON ANDREWS KURTH LLP				INVOICE:	131771987
CLIENT NAME: Hi-Crush Inc.				DATE:	10/15/2020
FILE NUMBER: 122932.0000001				PAGE:	10
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/22/2020	A THIENPONT	B110	Draft emergency motion for entry of a final decree closing certain cases	1.80	1,098.00
09/22/2020	T A DAVIDSON II	B320	Continue preparation for confirmation hearing (2.3); review confirmation order (.6); and analysis of open issues for confirmation (1.2).	4.10	3,813.00
09/22/2020	A L HARPER	B320	Research related to motion for final decree and review analysis from A&M on closing cases (2.3); participate in the advisors conference call to prepare for confirmation hearing (.3); continue preparing for confirmation hearing and evidentiary presentation (2.5); review confirmation brief and open items for confirmation (2.0); finalize revised witness and exhibit list and agenda (.5).	7.60	4,940.00
09/23/2020	A THIENPONT	B110	Draft emergency motion for entry of a final decree closing certain cases	2.30	1,403.00
09/23/2020	T A DAVIDSON II	B320	Prepare for confirmation hearing (1.3); participate in hearing (.8); and address post confirmation issues (1.3).	3.40	3,162.00
09/23/2020	A L HARPER	B320	Preparation for confirmation hearing by reviewing open items with counterparties and plan language (3.5); review revisions to proposed confirmation order (1.0); participate in confirmation hearing (.8); post hearing follow up and analysis of next steps (.5).	5.80	3,770.00
09/24/2020	A L HARPER	B320	Review confirmation order and finalize notice of confirmed plan (.3); confer with KCC team on open items regarding service (.3).	0.60	390.00
09/25/2020	J W BUONI	B185	Review certain long-term agreements regarding potential rejection issues (1.4).	1.40	1,085.00



HUNTON ANDREWS KURTH LLP				INVOICE:	131771987
CLIENT NAME: Hi-Crush Inc.				DATE:	10/15/2020
FILE NUMBER: 122932.0000001				PAGE:	11
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/25/2020	T A DAVIDSON II	B110	Address post confirmation matters related to closing the case.	0.70	651.00
09/25/2020	A L HARPER	B160	Review and finalize Hunton AK second monthly fee statement (.4) and confer with A&M on fee statements (.2).	0.60	390.00
09/26/2020	A L HARPER	B110	Review initial draft motion to extend removal deadline and provide comments to Latham.	0.70	455.00
09/27/2020	T A DAVIDSON II	B190	Address issues with EOG termination dispute.	1.20	1,116.00
09/28/2020	A L HARPER	B190	Participate in call with M. Skolos regarding commercial counterparty matter (.3); analyze issues related to same (.4).	0.70	455.00
09/28/2020	A L HARPER	B185	Review analysis related to assumption/rejection of counterparty's agreement (.2); analyze cure payment timing (.3).	0.50	325.00
09/28/2020	J W BUONI	B185	Review and analyze severability issues regarding executory contract(s) (1.1) and communicate with K. Larin regarding same (.3).	1.40	1,085.00
09/28/2020	A L HARPER	B110	Review and revise initial draft motion for final decree.	2.50	1,625.00
09/28/2020	T A DAVIDSON II	B190	Participate in call on EOG issues and review emails.	1.30	1,209.00
09/29/2020	A L HARPER	B110	Review case calendar, upcoming deadlines, and provide comments to Latham regarding upcoming deadlines.	0.40	260.00
09/29/2020	A L HARPER	B110	Review and finalize motion to extend removal deadline.	0.40	260.00
09/29/2020	J W BUONI	B110	Review and analyze certain provisions of confirmed Plan (.8) and communicate with K. Larin regarding effective date (.1).	0.90	697.50
09/29/2020	T A DAVIDSON II	B320	Continue addressing issues with closing cases, contract rejection and claims objections.	2.40	2,232.00

HUNTON ANDREWS KURTH LLP				INVOICE:	131771987
CLIENT NAME: Hi-Crush Inc.				DATE:	10/15/2020
FILE NUMBER: 122932.0000001				PAGE:	12
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/29/2020	A L HARPER	B185	Analyze issues with Latham team regarding contract counterparty and potential dispute.	0.40	260.00
09/29/2020	J W BUONI	B190	Attention to additional documents provided by client representatives regarding invoice disputes (.4); analyze strategy for resolving certain disputes (.3) and communicate with certain counterparties regarding disputes (.2).	0.90	697.50
09/29/2020	J W BUONI	B185	Continue analysis of legal authority and documents, including proof of claim, relating to potential contract rejection issue (1.1); communicate with K. Larin regarding rejection issue (.2); communicate with client representatives and K. Larin in teleconference regarding contract rejection issue (.5); analyze potential amendment language to avoid contract rejection and rejection damages dispute (.4).	2.20	1,705.00
09/30/2020	A L HARPER	B110	Review and finalize the MOR for filing (.2); confer with A&M team on same (.2).	0.40	260.00
09/30/2020	T A DAVIDSON II	B110	Review and revise motion to close cases and address related issues.	1.20	1,116.00
09/30/2020	J W BUONI	B190	Communicate with certain counterparties regarding payment disputes (.2) and analyze next steps based on such communications (.3).	0.50	387.50
09/30/2020	T A DAVIDSON II	B310	Address issues with claims objection procedures.	1.10	1,023.00
<b>TOTAL HOURS</b>				<b>178.10</b>	

HUNTON ANDREWS KURTH LLP	INVOICE:	131771987
CLIENT NAME: Hi-Crush Inc.	DATE:	10/15/2020
FILE NUMBER: 122932.0000001	PAGE:	13

**TIMEKEEPER SUMMARY:**

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

**TIME SUMMARY BY TASK CODE:**

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

**FOR COSTS ADVANCED AND EXPENSES INCURRED:**

CODE	DESCRIPTION	AMOUNT
E106	Online Research	72.96
E124	Other - Miscellaneous	84.70
<b>TOTAL CURRENT EXPENSES (\$)</b>		<b>157.66</b>

**INVOICE SUMMARY:**

Current Fees:	\$ 127,627.50
Current Charges:	157.66
<b>CURRENT INVOICE AMOUNT DUE:</b>	<b>\$ 127,785.16</b>

# HUNTON ANDREWS KURTH

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

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

EIN 54-0572269

**INVOICE SUMMARY**

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

FILE NUMBER: 122932.0000001  
INVOICE NUMBER: 131772192  
DATE: 10/22/2020

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

Statement for professional services and charges rendered in connection with the referenced matter(s), for the period ending October 9, 2020 per the attached itemization:

**CURRENT INVOICE SUMMARY:**

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

Current Fees:	\$ 38,203.00
Current Charges:	157.30
<b>CURRENT INVOICE AMOUNT DUE:</b>	<b>\$ 38,360.30</b>

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

INVOICE	MATTER #	DATE	BALANCE
131769602	0000001	08/11/2020	19,957.70
131770671	0000001	09/09/2020	21,715.10

**Outstanding Balance (for matter(s) on this invoice): 41,672.80**

**TOTAL AMOUNT DUE (including Current Invoice Amount Due): 80,033.10**

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

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

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

To Pay by Wire Transfer or ACH:



Information with Wire: File: 122932.0000001, Inv: 131772192, Date: 10/22/2020

**HUNTON  
ANDREWS KURTH**

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

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

EIN 54-0572269

**INVOICE SUMMARY-REMITTANCE PAGE**

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

FILE NUMBER: 122932.0000001  
INVOICE NUMBER: 131772192  
DATE: 10/22/2020

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

Statement for professional services and charges rendered in connection with the referenced matter(s), for the period ending October 9, 2020 per the attached itemization:

**CURRENT INVOICE SUMMARY:**

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

Current Fees:	\$ 38,203.00
Current Charges:	157.30
<b>CURRENT INVOICE AMOUNT DUE:</b>	<b>\$ 38,360.30</b>

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

INVOICE	MATTER #	DATE	BALANCE
131769602	0000001	08/11/2020	19,957.70
131770671	0000001	09/09/2020	21,715.10

**Outstanding Balance (for matter(s) on this invoice): 41,672.80**

**TOTAL AMOUNT DUE (including Current Invoice Amount Due): 80,033.10**

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

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

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

To Pay by Wire Transfer or ACH:



Information with Wire: File: 122932.0000001, Inv: 131772192, Date: 10/22/2020

# HUNTON ANDREWS KURTH

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

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

EIN 54-0572269

## INVOICE DETAIL

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

FILE NUMBER: 122932.0000001  
INVOICE NUMBER: 131772192  
DATE: 10/22/2020

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

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

#### FOR PROFESSIONAL SERVICES RENDERED THROUGH OCTOBER 9, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
10/01/2020	P M GUFFY	B150	Call with creditor regarding bankruptcy notices.	0.20	129.00
10/01/2020	P M GUFFY	B310	Call with J. Rovira, A&M team regarding claims objection process (0.3); begin drafting motion for omnibus claim objection procedures (1.4); emails with J. Rovira regarding same (0.1).	1.80	1,161.00
10/01/2020	J P ROVIRA	B310	Review Plan relating to claims resolution procedures (.8); prepare for and participate in call with AM concerning claims resolution process (.8); prepare for and participate in call with counsel for noteholders concerning claims resolution process (.5); prepare for and participate in call concerning distributions of equity (.7).	2.80	2,366.00
10/01/2020	A L HARPER	B310	Analyze issues related to claim resolution process and procedures for objections to claims.	2.40	1,560.00
10/01/2020	T A DAVIDSON II	B310	Address open issues with claims objections (1.2); call with A&M regarding same (.7); and call with PW (.6).	2.50	2,325.00
10/01/2020	A L HARPER	B185	Analyze and research open items for office lease rejection.	1.50	975.00

HUNTON ANDREWS KURTH LLP				INVOICE:	131772192
CLIENT NAME: Hi-Crush Inc.				DATE:	10/22/2020
FILE NUMBER: 122932.0000001				PAGE:	2
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
10/01/2020	T A DAVIDSON II	B190	Continue analysis of issues with counter party and termination of agreement.	1.40	1,302.00
10/02/2020	A L HARPER	B160	Review and finalize A&M second monthly fee statement for filing (.2); confer with A&M (.2); serve on notice parties via email (.2).	0.60	390.00
10/02/2020	A L HARPER	B110	Review motion for final decree and analyze potential pending matters for closing cases.	1.40	910.00
10/02/2020	P M GUFFY	B310	Finish drafting motion for omnibus claim objection procedures (2.1); email with J. Rovira regarding same (0.1).	2.20	1,419.00
10/02/2020	T A DAVIDSON II	B310	Analysis of issues with omnibus claims objection procedures.	1.30	1,209.00
10/02/2020	C A DIKTABAN	B190	Conduct research regarding commencing adversary proceedings per A. Harper (2.1); draft summary of findings regarding same to A. Harper (.7)	2.80	1,400.00
10/02/2020	A L HARPER	B190	Research regarding initiating adversary proceeding against contract counterparty.	1.70	1,105.00
10/02/2020	T A DAVIDSON II	B190	Continue analysis of issues with termination of agreement prepetition.	1.30	1,209.00
10/04/2020	A L HARPER	B310	Review correspondence received from creditors regarding claims filed.	0.30	195.00
10/04/2020	A L HARPER	B190	Review and analyze research from C. Diktabin regarding adversary proceeding.	0.90	585.00
10/05/2020	A L HARPER	B150	Return multiple inbound phone calls to shareholders, creditors and interested parties regarding notices of confirmation.	1.20	780.00
10/05/2020	P M GUFFY	B310	Review and revise motion for omnibus objection procedures (0.4); emails with J. Rovira regarding same (0.2).	0.60	387.00

HUNTON ANDREWS KURTH LLP	INVOICE:	131772192
CLIENT NAME: Hi-Crush Inc.	DATE:	10/22/2020
FILE NUMBER: 122932.0000001	PAGE:	3

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
10/05/2020	J P ROVIRA	B310	Review and revise motion for omnibus claim objection procedures and research issues in relation to same.	1.80	1,521.00
10/05/2020	J W BUONI	B185	Attention to potential rejection damages for executory contract (.4) and communicate with debtor's professional regarding same (.1); review plan provisions regarding claims and contract rejection matters (.4).	0.90	697.50
10/05/2020	T A DAVIDSON II	B190	Address issues with timing for lawsuit and related issues for dispute with contract counter party.	1.30	1,209.00
10/06/2020	J P ROVIRA	B110	Continue to address issues relating to omnibus claim objection procedures.	1.30	1,098.50
10/06/2020	P M GUFFY	B310	Review and revise motion for omnibus claims procedures (1.2); research regarding same (2.0); call and emails with J. Rovira regarding same (0.3).	3.50	2,257.50
10/06/2020	T A DAVIDSON II	B310	Review and provide edits to motion for omnibus claims objection procedures.	1.30	1,209.00
10/06/2020	A L HARPER	B185	Analyze issues related to rejection of contracts and related matters in preparation for effective date.	0.80	520.00
10/06/2020	A L HARPER	B185	Analyze issues related to cure claim to PropX (.7) and send notice to parties via email pursuant to lienholders order (.2)	0.90	585.00
10/07/2020	P M GUFFY	B150	Call with creditor (0.2); follow up email with T. Davidson, A. Harper (0.1).	0.30	193.50
10/07/2020	T A DAVIDSON II	B310	Continue analysis of claims objection procedures.	1.10	1,023.00
10/07/2020	J P ROVIRA	B310	Address issues relating to omnibus claim objection procedures and attention to correspondence regarding same.	1.00	845.00



HUNTON ANDREWS KURTH LLP				INVOICE:	131772192
CLIENT NAME: Hi-Crush Inc.				DATE:	10/22/2020
FILE NUMBER: 122932.0000001				PAGE:	4
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
10/07/2020	A L HARPER	B310	Review correspondence from taxing authorities (.5) and analyze claims (.8).	1.30	845.00
10/07/2020	P M GUFFY	B310	Review and revise motion for omnibus claims objection procedures (0.3); emails with T. Davidson, J. Rovira regarding same (0.3).	0.60	387.00
10/07/2020	T A DAVIDSON II	B185	Analysis of issues with lease rejection.	1.20	1,116.00
10/07/2020	A L HARPER	B320	Respond to multiple inbound inquiries regarding cases and confirmation.	0.80	520.00
10/08/2020	P M GUFFY	B310	Review and revise motion for omnibus claims objection procedures (0.2); emails with J. Rovira regarding same (0.2).	0.40	258.00
10/08/2020	T A DAVIDSON II	B310	Emails related to claims and claims objection procedures.	1.00	930.00
10/08/2020	A L HARPER	B185	Review revised headquarters lease rejection motion and finalize same for filing.	1.80	1,170.00
10/09/2020	A THIENPONT	B160	Review and revise September invoice	0.50	305.00
10/09/2020	A L HARPER	B110	Respond to multiple inbound inquiries related to confirmation and case status.	0.90	585.00
10/09/2020	J P ROVIRA	B310	Finalize and circulate omnibus claim objection procedures.	0.80	676.00
10/09/2020	A L HARPER	B320	Analyze open items for effective date (.3); review notice of effective date and finalize same for filing (.5); confer with KCC team on service of same (.5).	1.30	845.00
<b>TOTAL HOURS</b>				<b>51.70</b>	

HUNTON ANDREWS KURTH LLP	INVOICE: 131772192
CLIENT NAME: Hi-Crush Inc.	DATE: 10/22/2020
FILE NUMBER: 122932.0000001	PAGE: 5

**TIMEKEEPER SUMMARY:**

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
J W BUONI	Partner	0.90	775.00	697.50
T A DAVIDSON II	Partner	12.40	930.00	11,532.00
J P ROVIRA	Partner	7.70	845.00	6,506.50
C A DIKTABAN	Associate	2.80	500.00	1,400.00
P M GUFFY	Associate	9.60	645.00	6,192.00
A L HARPER	Associate	17.80	650.00	11,570.00
A THIENPONT	Associate	0.50	610.00	305.00
<b>TOTAL FEES (\$)</b>				<b>38,203.00</b>

**TIME SUMMARY BY TASK CODE:**

CODE	DESCRIPTION	HOURS	VALUE
B110	Case Administration	3.60	2,593.50
B150	Meetings of and Communications with Creditors	1.70	1,102.50
B160	Fee / Employment Applications	1.10	695.00
B185	Assumption / Rejection of Leases and Contracts	7.10	5,063.50
B190	Other Contested Matters (excluding assumption / rejection motions)	9.40	6,810.00
B310	Claims Administration and Objections	26.70	20,573.50
B320	Plan and Disclosure Statement (including Business Plan)	2.10	1,365.00
		<b>51.70</b>	<b>38,203.00</b>

**FOR COSTS ADVANCED AND EXPENSES INCURRED:**

CODE	DESCRIPTION	AMOUNT
E116	Transcript Fee	157.30
<b>TOTAL CURRENT EXPENSES (\$)</b>		<b>157.30</b>

**INVOICE SUMMARY:**

Current Fees:	\$ 38,203.00
Current Charges:	157.30
<b>CURRENT INVOICE AMOUNT DUE:</b>	<b>\$ 38,360.30</b>

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

	X	
In re:	:	Chapter 11
	:	
HI-CRUSH INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 20-33495 (DRJ)
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	

**ORDER GRANTING HUNTON ANDREWS KURTH LLP’S  
FIRST AND FINAL APPLICATION FOR ALLOWANCE AND PAYMENT  
OF FEES AND EXPENSES AS CO-COUNSEL TO THE DEBTORS  
FOR THE PERIOD OF JULY 12, 2020 THROUGH OCTOBER 9, 2020**

Upon consideration of *Hunton Andrews Kurth LLP’s First and Final Application for Allowance and Payment of Fees and Expenses as Co-Counsel to the Debtors for the Period of July 12, 2020 Through October 9, 2020* (the “**Application**”),<sup>2</sup> and the Court having reviewed the Application, the matters contained therein and exhibits thereto, and the Court finding and concluding that the attorneys’ fees and expenses incurred should be allowed and paid by the Debtors, it is hereby

**ORDERED THAT:**

1. Hunton Andrews Kurth LLP is awarded on a final basis fees and costs as an administrative expense for the Application Period from July 12, 2020 through October 9, 2020 as follows:

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

Fees:	\$374,194.50
Expenses:	\$877.12
<b>Total:</b>	<b>\$375,071.62</b>

2. Debtors are authorized to pay to Hunton Andrews Kurth LLP the total amount of \$375,071.62, less any amounts previously paid to Hunton Andrews Kurth LLP by the Debtors for the Application Period.

3. Hunton Andrews Kurth LLP is authorized to apply any retainers and On-Account Amounts against the awarded compensation and the post-emergence fees and expenses for work performed on behalf of and at the direction of the Debtors.

4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

Signed: \_\_\_\_\_

\_\_\_\_\_  
DAVID R. JONES  
UNITED STATES BANKRUPTCY JUDGE