

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
Chieftain Sand and Proppant, LLC, <i>et al.</i> ,)	Case No. 17-10064 (KG)
)	
Debtors. ¹)	(Jointly Administered)
)	
)	Objection Deadline: May 1, 2017, 4:00pm (ET)

**THIRD MONTHLY APPLICATION OF GIBBONS P.C. FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM MARCH 1, 2017 THROUGH MARCH 31, 2017**

Pursuant to the Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* dated January 31, 2017 [Docket No. 97] (“Interim Compensation Order”), and in accordance with section 330 of title 11, United States Code, Fed. R. Bankr. P. 2016 and Del. Bankr. L.R. 2016-2, Gibbons P.C. (“Gibbons” or the “Firm”) submits this application for compensation and reimbursement of expenses (the “Application”).

¹ The Debtors in these chapter 11 cases, and the last four digits of their respective federal tax identification numbers, are Chieftain Sand and Proppant, LLC (1729) and Chieftain Sand and Proppant Barron, LLC (0418). The Debtors’ service address is: 331 27th Street, New Auburn, WI 54757.

SUMMARY COVER SHEET

Name of Applicant:	Gibbons P.C.
Authorized to Provide Professional Services as:	Counsel to the Debtors
Period for Which Compensation and Reimbursement is Sought:	March 1, 2017 through March 31, 2017 (the " <u>Third Monthly Period</u> ")
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$136,068.40 (80% of \$170,085.50)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$3,392.47
Petition Date:	January 9, 2017 (the " <u>Petition Date</u> ")
Date of Retention:	January 31, 2017 [Docket No. 99] <i>nunc pro tunc</i> to the Petition Date)
Number of professionals and paraprofessionals included in this application:	6
Number of professionals billing fewer than 15 hours to the case during this period:	3
Are any rates higher than those approved or disclosed at retention?	No.

This is a(n) interim final application.

The total time expended for fee application preparation during the Third Monthly Period is approximately 7.60 hours and the corresponding compensation requested is \$2,797.00. Time expended on preparation of this fee application will be included in the Firm's April fee application.

SUMMARY OF APPLICATIONS						
	Date filed	Period Covered	Requested		Approved and/or Paid	
			Fees	Expenses	Fees	Expenses
1	2/9/2017	01/09/17-01/31/17	\$78,125.00	\$38.12	N/A	N/A
2	3/15/2017	02/01/17-02/28/17	\$49,232.50	\$1,017.88	N/A	N/A
3	4/10/2017	03/01/17-03/31/17	\$170,085.50	\$3,392.47	N/A	N/A
TOTALS:			\$297,443.00	\$4,448.47	N/A	N/A

Listed below are the names, titles and hourly billable rates for Gibbons' professionals and paraprofessionals who have provided services during the Third Monthly Period.

COMPENSATION BY PROFESSIONAL or STAFF					
Billing Category/ Name	Practice Group	Admitted	Hourly Billing Rate	Hours Billed	Fees Billed
DIRECTORS:					
Zackin, Richard S.	Employment	1971	\$590	7.70	\$4,543.00
Lawrence A. Goldman	Corporate	1979	\$655	102.70	\$67,268.50
Steven H. Sholk	Corporate	1981	\$565	0.30	\$169.50
Howard A. Cohen	Financial Restructuring & Creditors' Rights	2001	\$547.76	160.90	\$88,134.00
ASSOCIATES:					
Robert Johnson	Corporate	2007	\$395	18.60	\$7,347.00
CASE MANAGER:					
Ellen Rosen	Financial Restructuring & Creditors' Rights	N/A	\$265	9.90	\$2,623.50

Grand Total Compensation \$170,085.50
Grand Total Hours 300.10
Blended Rate \$566.63²

² The Blended Rate excluding paraprofessionals is \$577.06.

SUMMARY OF COMPENSATION BY PROJECT CATEGORY		
Project Category	Hours	Fees
a) Asset Analysis/Recovery (AA)		
b) Asset Disposition (AD)		
c) Sale Motion/363 Sales	230.20	\$134,334.00
d) Assumption and Rejection of Leases and Contracts (AR)		
e) Automatic Stay Issues (AS)		
f) Avoidance Action Analysis (AV)		
g) Business Operations (BO)	0.20	\$53.00
h) Budgeting (Case) (BC)		
i) Case Administration (CA)	2.90	\$1,543.50
j) Claims Administration/Objections (CL)		
k) Corporate Governance (CG)		
l) Corporate General (C GL)	0.30	\$196.50
m) Court Hearings (CH)	3.50	\$1,304.50
n) Creditor Meetings and Negotiations (CM)		
o) Employee Benefits/Pensions (EB)	15.50	\$8,965.00
p) Employee Matters		
q) Employment Applications (EA)	4.20	\$2,331.00
r) Retention of Others		
s) Executory Contracts (EC)	0.40	\$222.00
t) Fee Applications (FE)	7.60	\$2,797.00
u) Fee/Employment Objections (FO)		
v) Financing and Cash Collateral (FI)		
w) Post-Petition Financing		
x) Lien Investigation (LInv)		

SUMMARY OF COMPENSATION BY PROJECT CATEGORY		
Project Category	Hours	Fees
y) Litigation (General) (LIT)	0.30	\$79.50
z) Meetings and Communications with Creditors (MC)		
aa) Plan and Disclosure Statement (PD)	29.00	\$16,095.00
bb) Plan and Disclosure Statement - Negotiation (PD-N)		
cc) Plan and Disclosure Statement - Objection Disclosure Statement (PD-OD)		
dd) Plan and Disclosure Statement - Objection Plan (PD-OP)		
ee) Real Estate (RE)		
ff) Relief from Stay and Adequate Protection (RS)		
gg) Reporting	0.60	\$333.00
hh) Security Issues (SI)		
ii) Tax Issues (TI)	1.20	\$666.00
jj) Valuation (VL)		
kk) Travel (non-working) (TR)	4.20	\$1,165.50
ll) U.S. Trustee Requirements		
mm) Other		
SERVICES TOTAL:	300.10	\$170,085.50

SUMMARY OF EXPENSE REIMBURSEMENT BY CATEGORY		
Category	Service Provider (if applicable)	Amount
a) In-House Reproduction # Pages ___ Rate/Page _____ (Max. \$0.10)		
b) Outside Reproduction/Printing		
c) Long Distance Telephone		
d) Facsimile No. of Pages ___ Rate per Page \$1.00		
e) Online Research	LEXIS PACER	\$248.00 \$6.00
f) Delivery Service/Couriers	PARCELS FEDEX	\$30.00 \$30.87
g) Postage		
h) Local Travel	Parking	
i) Out-of-Town Travel		
a. Transportation		\$284.00
b. Hotel		\$323.42
c. Meals (3 people)		\$192.23
d. Ground Transportation		
e. Other (specify)		
j) Meals (local)		
k) Filing/Court Fees		\$62.00
l) Subpoena Fees		
m) Witness Fees		
n) Court Reporting (Depositions)		
o) Court Reporting (Hearings/Trial)	AUCTION	\$2,215.95
p) Trial Exhibits		
q) Litigation Support Vendors		
r) Experts		
s) Investigators		
t) Arbitrators/Mediators		
u) Other ()		
TOTAL:		\$3,392.47

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
Chieftain Sand and Proppant, LLC, <i>et al.</i> ,)	Case No. 17-10064 (KG)
)	
Debtors. ¹)	(Jointly Administered)
)	Objection Deadline: April 5, 2017, 4:00pm (ET)

**THIRD MONTHLY APPLICATION OF GIBBONS P.C. FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM MARCH 1, 2017 THROUGH MARCH 31, 2017**

Pursuant to 11 U.S.C. §§ 330 and 331 (the “Bankruptcy Code”) and Fed. R. Bankr. P. 2016 as well as the *Order Authorizing the Employment and Retention of Gibbons P.C. as General Bankruptcy Counsel to the Debtors, Nunc Pro Tunc to the Petition Date* [Docket No. 99] (the “Retention Order”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 97], Gibbons P.C. hereby moves the Court for reasonable compensation for professional legal services rendered as counsel to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) in the amount of \$136,068.40 (80% of \$170,085.50) for the Third Monthly Period (March 1, 2017 through and including March 31, 2017), together with reimbursement for actual and necessary expenses incurred as counsel to the Debtors in the amount of \$3,392.47. In support of this Application, Gibbons respectfully represents as follows:

BACKGROUND

1. On the Petition Date, each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

¹ The Debtors in these chapter 11 cases, and the last four digits of their respective federal tax identification numbers, are Chieftain Sand and Proppant, LLC (1729) and Chieftain Sand and Proppant Barron, LLC (0418). The Debtors’ service address is: 331 27th Street, New Auburn, WI 54757.

2. No trustee or examiner has been appointed in these cases.

3. No creditors committee has been appointed in these cases.

4. Pursuant to the Retention Order, the Court approved the employment of Gibbons *nunc pro tunc* to the Petition Date. The Retention Order authorizes Gibbons to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

5. All services for which compensation is requested herein by Gibbons were performed for or on behalf of the Debtors.

SUMMARY OF SERVICES RENDERED

6. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Third Monthly Period, showing the amount of \$170,085.50 due for fees.

7. The services rendered by Gibbons during the Third Monthly Period are grouped in the categories set forth in Exhibit A. The number of hours and total compensation sought for each category is identified in Exhibit A.

EXPENSES

8. Attached hereto as Exhibit B is a detailed statement of expenses incurred and paid by Gibbons during the Third Monthly Period, showing the amount of \$3,392.47 due for reimbursement of expenses. The expenses on Exhibit B are grouped by category. Costs incurred for computerized research are not included in the hourly billing rate of Gibbons and are billed without any surcharge.

VALUATION OF SERVICES

9. Bankruptcy Code section 330 sets forth the extent of compensation allowed to professionals employed under section 328. Under section 330(a), bankruptcy courts may award only reasonable compensation for actual, necessary services rendered by a professional. *See* 11 U.S.C. § 330(a). Reasonableness is based upon, among other things, (i) the nature of the services

provided; (ii) the extent of the services; (iii) the value of the services; (iv) the time spent on the services; and (v) the cost of comparable services in non-bankruptcy cases. *See In re Busy Beaver Bldg. Ctrs., Inc.*, 19 F.3d 833, 840 (3d Cir. 1994); *In re Lan Assoc. IX, L.P.*, 192 F.3d 109, 122 (3d Cir. 1999). The Firm respectfully submits that this Application is reasonable when measured in light of the factors governing the Court's analysis and that all of the services performed by the Firm were actual and necessary services.

10. In the seminal case of *Johnson v. Ga. Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974), twelve (12) factors were set forth, which courts are encouraged to consider when determining whether fees requested are reasonable for purposes of section 330(a). The factors include:

- The time and labor required;
- The novelty and difficulty of the questions presented;
- The skill requisite to perform the legal service properly;
- The preclusion of other employment by the attorney due to the acceptance of the case;
- The customary fee charged by the applicant;
- Whether the fee is fixed or contingent;
- The time limitations imposed by the client or the circumstances;
- The amount involved and the results obtained;
- The experience, reputation, and ability of the attorneys;
- The "undesirability" of the case;
- The nature and length of the professional relationship with the client; and
- The extent of awards in similar cases.

11. The Firm submits that, under all of the applicable criteria to bankruptcy cases, and based upon the factors to be considered under Bankruptcy Code sections 330 and 331, the compensation sought herein is reasonable based upon customary compensation charged by comparably skilled practitioners in non-bankruptcy matters.

12. This Application covers the monthly fee period from March 1, 2017 through and including March 31, 2017. Gibbons has continued, and will continue, to perform additional

necessary services for the Debtors subsequent to the Third Monthly Period, for which Gibbons will file subsequent fee applications.

13. Gibbons expended a total of 300.10 hours in connection with this matter during the Third Monthly Period.

14. Gibbons believes that the time entries set forth in Exhibit A attached hereto and the expense entries set forth in Exhibit B attached hereto are in compliance with the requirements of Del. Bankr. L.R. 2016-2.

15. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of the Debtors' chapter 11 cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under chapter 11 of the Bankruptcy Code.

16. Pursuant to the Interim Compensation Order, no proposed form of Order is required with this monthly application.

CONCLUSION

WHEREFORE, Gibbons respectfully requests approval of the sum of \$39,460.90 for representation of the Debtors during the Third Monthly Period in the above-captioned chapter 11 cases. Gibbons request includes the sum of \$136,068.40 (80% of \$170,085.50) for compensation for necessary professional legal services rendered and \$3,392.47 for reimbursement of actual and necessary costs and expenses incurred during the Third Monthly Period.

Dated: April 10, 2017
Wilmington, Delaware

GIBBONS P.C.

By: /s/ Howard A. Cohen

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