

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

In re:)		Case No. 17-10064 (KG)
Chieftain Sand and Proppant, LLC, <i>et al.</i> ,)		Chapter 11
Debtors. ¹)		(Jointly Administered)
)		Re: Docket Nos. 201, 202, 203, 204, <i>221</i>

OMNIBUS ORDER APPROVING FIRST INTERIM QUARTERLY APPLICATIONS

Upon consideration of the applications (the "Applications") of those professionals set forth on Exhibit A attached hereto (the "Debtors' Professionals") for first interim quarterly allowance of compensation and reimbursement of expenses for the period from January 9, 2017 through March 31, 2017; and the Court having found that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157; and the Court having found that venue of this proceeding and the Applications in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Applications and objections, if any, filed thereto; and it appearing that due and proper notice of the Applications having been provided; and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Applications are APPROVED to the extent set forth on Exhibit A attached hereto.
2. The Debtors' Professionals are awarded interim quarterly allowances for

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.

compensation for services rendered and reimbursement of actual and necessary expenses as shown on the attached Exhibit A for the First Interim Period.

3. The Debtors are authorized to pay the Debtors' Professionals any unpaid portions of the First Interim Allowances as shown on the attached Exhibit A.

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

5. During the pendency of the Chapter 11 Cases, this Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Order.

Dated: May 19, 2017
Wilmington, Delaware



THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

DEBTORS' PROFESSIONAL	D.I.	INTERIM PERIOD COVERED	FEEES REQUESTED	FEEES PAID	FEEES DUE	EXPENSES PAID
Gibbons P.C.	201	1/9/17 - 3/31/17	\$ 297,443.00	\$ 237,954.40	\$ 59,488.60	\$ 4,448.47
EisnerAmper LLP	202	1/9/17 - 3/31/17	\$ 26,510.50 ^[1]	\$ 21,208.40	\$ 5,302.10	\$ 748.92
Donlin, Recano & Company, Inc.	203	1/9/17 - 3/31/17	\$ 7,781.00	\$ 6,224.80	\$ 1,556.20	\$ -
TOTALS:			\$ 331,734.50	\$ 265,387.60	\$ 66,346.90	\$ 5,197.39

[1] In response to informal comments by the Office of the United States Trustee, EisnerAmper agreed to reduce its expenses for this period by \$106.60.