

**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 No. <u>234,253</u>
)	

**ORDER APPROVING FIRST AND FINAL FEE APPLICATION OF
TUDOR PICKERING HOLT & CO. ADVISORS, LLC AS
INVESTMENT BANKER TO THE DEBTORS**

Upon consideration of the First and Final Fee Application of Tudor Pickering Holt & Co. Advisors, LLC (“TPH”) as Investment Banker to the Debtors (the “Application”)²; and this Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and this Court having reviewed the Application; and it appearing that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor;

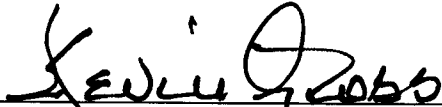
¹ The Debtors in these chapter 11 cases, and the last four digits of their respective federal tax identification numbers, are Chieftain Sand and Proppant, LLC (1729) and Chieftain Sand and Proppant Barron, LLC (0418). The Debtors’ service address is: 331 27th Street, New Auburn, WI 54757.

² Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Application.

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED** on a final basis as set forth herein.
2. TPH is allowed, on a final basis, compensation in the total amount of \$1,831,582.11.
3. The Debtors are authorized to make payment to TPH on account of any outstanding fees and expenses granted herein that have not yet been paid. Further, TPH is allowed to apply any funds in its possession to outstanding amounts owed TPH.
4. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
5. Notwithstanding any term in the Engagement Agreement to the contrary, this Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: June **23**, 2017
Wilmington, Delaware



THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE