

**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
	)	
Reorganized Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	
	)	Hearing Date: November 20, 2017 at 2:00 p.m. (ET)
	)	Obj. Deadline: November 2, 2017 at 4:00 p.m. (ET)

**APPLICATION OF EISNERAMPER LLP AS FINANCIAL ADVISOR TO THE  
DEBTORS FOR AN ORDER GRANTING FINAL ALLOWANCE OF FEES AND  
REIMBURSEMENT OF EXPENSES**

**SUMMARY COVER SHEET**

Name of Applicant:	EisnerAmper LLP
Authorized to Provide Professional Services to:	Chieftain Sand and Proppant, LLC, <i>et al.</i>
Date of Retention:	January 31, 2017 [Docket No. 100] <i>nunc pro tunc</i> to January 9, 2017
Period for which compensation and reimbursement is sought:	January 9, 2017 through September 30, 2017 (the “ <u>Final Period</u> ”)
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$33,994.50</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$748.92<sup>2</sup></u>
Amount of fees held back for period:	<u>\$0.00</u>
This is a:	Final Application

<sup>1</sup> 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: P.O. Box 37, Birchwood, WI 54817.

<sup>2</sup> In response to informal comments by the Office of the United States Trustee, EisnerAmper agreed to reduce its expenses for the 1<sup>st</sup> Interim period by \$106.60.

<b>COMPENSATION BY PROFESSIONAL or STAFF</b>				
<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Fee</b>
Wayne Weitz	Managing Director	\$610	31.80	\$19,398.00
Wayne Weitz	Travel Time at 50%	\$305	3.30	\$1,006.50
Jay Lindenberg	Director	\$500	0.40	\$200.00
William Pederson	Director	\$500	14.30	\$7,150.00
William Pederson	Travel Time at 50%	\$250	1.00	\$250.00
Ryan Farley	Manager	\$320	14.50	\$4,640.00
Lou Ann Torres	Paraprofessional	\$150	9.00	\$1,350.00

Grand Total Compensation: \$33,994.50Grand Total Hours: 74.30

<b>SUMMARY OF COMPENSATION BY PROJECT CATEGORY</b>		
<b>Project Category</b>	<b>Hours</b>	<b>Fees</b>
a) Asset Disposition (AD)	27.70	\$15,070.00
b) Business Analysis (BA)	7.80	\$4,010.00
c) Case Administration (CA)	3.90	\$1,975.00
d) Fee/Employment Applications (F/EA)	14.20	\$4,456.00
e) Financing (F)	1.00	\$500.00
f) Meeting of Creditors (MC)	1.20	\$710.00
g) Plan and Disclosure Statement (PD)	14.20	\$6,017.00
h) Travel Time	4.30	\$1,256.50
<b>SERVICES TOTAL:</b>	<b>74.30</b>	<b>\$33,994.50</b>

<b>SUMMARY OF EXPENSE REIMBURSEMENT BY CATEGORY</b>		
<b>Category</b>	<b>Description</b>	<b>Amount</b>
a) Online Research	PACER	\$19.50
b) Out-of-Town Travel		
a. Transportation	Mileage	\$64.20
b. Taxi		\$34.25
c. Airfare		\$318.20
d. Hotel		\$316.77
e. Meals		\$65.60
c) Filing/Court Fees	Telephonic Appearance	\$37.00
<b>TOTAL:</b>		<b>\$855.52<sup>3</sup></b>

<sup>3</sup> In response to informal comments by the Office of the United States Trustee, EisnerAmper agreed to reduce its expenses for the 1<sup>st</sup> Interim period by \$106.60.

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Reorganized Debtors. <sup>1</sup>	)	(Jointly Administered)
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**APPLICATION OF EISNERAMPER LLP AS FINANCIAL ADVISOR TO THE  
DEBTORS FOR AN ORDER GRANTING FINAL ALLOWANCE OF FEES AND  
REIMBURSEMENT OF EXPENSES**

Pursuant to sections 330 and 331 of title 11, United States Code, 11 U.S.C. §§ 101 -1532 (the “Bankruptcy Code”), in accordance with Fed. R. Bankr. P. 2016, the Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 97], and Del. Bankr. L.R. 2016-2, EisnerAmper LLP (“EisnerAmper”) submits this final fee application (the “Final Application”) for allowance of reasonable compensation for services rendered as financial advisor to the Debtors in the amount of \$33,994.50 together with reimbursement for actual and necessary expenses incurred in the amount of \$748.92 for the period from January 9, 2017 through September 30, 2017 (the “Final Period”). In support of this Final Application, EisnerAmper respectfully represents as follows:

**BACKGROUND**

1. On January 9, 2017 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief with this United States Bankruptcy Court for the District of Delaware (the “Court”) under chapter 11 of the Bankruptcy Code. The Debtors are operating their business

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<sup>1</sup> 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: P.O. Box 37, Birchwood, WI 54817.

and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no committee has been appointed. By order of the Court entered on January 10, 2017, these chapter 11 cases are being jointly administered for procedural purposes only.

2. Since the filing of these cases, the Debtors (a) obtained entry of a final DIP Order on January 31, 2017 [Docket No. 103]; (b) timely filed their schedules and statements of financial affairs; (c) obtained entry of a bar date order [Docket No. 114]; and (d) ran a successful sale process that materially increased the initial bid for substantially all of the Debtors' assets by over \$30 million and resulted in entry of a sale order on March 27, 2017 [Docket No. 178]. The Debtors closed on the sale on May 26, 2017.

3. On January 31, 2017, the Court entered its *Order Authorizing the Employment and Retention of EisnerAmper LLP as Financial Advisor for the Debtors Nunc Pro Tunc to the Petition Date* [Docket No. 100] approving the employment of EisnerAmper and authorizing EisnerAmper to be compensated on an hourly basis and reimbursed for actual and necessary out-of-pocket expenses.

4. On January 31, 2017, the Court entered its *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 97] (the "Interim Compensation Order"), authorizing retained professionals ("Professionals") which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in the Chapter 11 Case. At three-month intervals, each of the Professionals must file and serve an interim application for allowance of the amounts sought in its monthly fee

applications for the period. All fees and expenses are paid on an interim basis until final allowance by the Court.

5. Additional information concerning the Debtors can be found in the Declaration of Victor Serri in Support of Chapter 11 Petition and First Day Pleadings [Docket No. 4].

6. On September 14, 2017 the Court considered final approval of the Disclosure Statement and confirmation of the Plan and on the same day entered the *Findings of Fact, Conclusions of Law, and Order Confirming Combined Plan and Disclosure Statement for Chieftain Sand and Proppant, LLC and Chieftain Sand and Proppant Barron, LLC* [Docket No. 327].

**APPLICATIONS FOR COMPENSATION AND FOR  
REIMBURSEMENT OF EXPENSES FILED BY EISNERAMPER LLP**

7. On April 21, 2017 EisnerAmper filed its first interim application for compensation and reimbursement of expenses [Docket No. 202] (the “First Interim Application”). By the First Interim Application, EisnerAmper sought approval of compensation of \$26,510.50 and reimbursement of expenses in the amount of \$855.52 for the period of January 9, 2017 through March 31, 2017. On May 19, 2017, the Court entered an omnibus order that approved the First Interim Application and allowed EisnerAmper’s compensation of \$26,510.50 as well as reimbursement of expenses in the amount of \$748.92<sup>2</sup> on an interim basis [Docket No. 224].

8. On July 24, 2017 EisnerAmper filed its second interim application for compensation and reimbursement of expenses [Docket No. 282] (the “Second Interim Application”). By the Second Interim Application, EisnerAmper sought approval of compensation of \$7,484.00 and reimbursement of expenses in the amount of \$0.00 for the

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<sup>2</sup> In response to informal comments by the Office of the United States Trustee, EisnerAmper agreed to reduce its expenses for the 1<sup>st</sup> Interim period by \$106.60.

period of April 1, 2017 through June 30, 2017. On August 30, 2017, the Court entered an omnibus order that approved the Second Interim Application and allowed EisnerAmper's compensation of \$7,484.00 as well as reimbursement of expenses in the amount of \$0.00 on an interim basis [Docket No. 312]. (First Interim Application and Second Interim Application together "Interim Applications")

9. EisnerAmper submits the Final Application for approval of compensation for professional services rendered to the Debtors in the amount of \$33,994.50 and reimbursement of actual and necessary expenses incurred of in the amount of \$748.92.

10. EisnerAmper expended a total of 74.30 hours in connection with this matter during the Final Period.

11. In accordance with the Interim Compensation Order, EisnerAmper filed and served monthly fee applications (the "Monthly Fee Applications") for the months of January, February, March, April, and May 2017. There were no fees or expenses for the months of June, 2017 – September, 2017.

12. Below is chart summarizing the Monthly Fee Applications:

Date Filed	Dkt. No.	Period Covered	Requested		Approved		20% Hold Back
			Fees	Expenses	Fees	Expenses	
3/3/2017	157	01/09/17-01/31/17	\$7,646.50	\$69.10	\$7,646.50	\$69.10	N/A
4/17/2017	196	02/01/17-03/31/17	\$18,864.00	\$786.42	\$18,864.00	\$679.82 <sup>3</sup>	N/A
6/19/2017	246	04/01/17-05/31/17	\$7,484.00	\$0.00	\$7,484.00	\$0.00	N/A
<b>TOTALS:</b>			<b>\$33,994.50</b>	<b>\$855.52</b>	<b>\$33,994.50</b>	<b>\$748.92<sup>2</sup></b>	N/A

<sup>3</sup> In response to informal comments by the Office of the United States Trustee, EisnerAmper agreed to reduce its expenses for the 1<sup>st</sup> Interim period by \$106.60.

13. The Monthly Fee Applications covered by this Final Application contain detailed daily time logs describing the actual and necessary services provided and expenses incurred by EisnerAmper during the periods covered by such applications, as well as other detailed information required to be included in fee applications, and are incorporated herein by reference as if set forth in their entirety.

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

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. The Interim Applications covered by this Final Application contained detailed daily time logs describing the actual and necessary services provided and expenses incurred by Gibbons during the periods covered by such applications, as well as other detailed information required to be included in fee applications, and are incorporated herein by reference as if set forth in their entirety.

**NOTICE**

17. Notice of this Final Application has been provided in accordance with the Interim Compensation Order to: (a) the Office of the United States Trustee for the District of Delaware; (b) counsel to the Secured Lender; and (c) those persons who have formally appeared in these cases and requested service pursuant to Bankruptcy Rule 2002. In light of the nature of

the relief requested in this Final Application, the Debtors submit that no further notice is necessary.

**CERTIFICATION**

18. Undersigned counsel for the Debtors has reviewed the foregoing Final Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. L.R. 2016-2, and submit that the Final Application substantially complies with the applicable Local Rules. See also attached Verification of Wayne Weitz.

**CONCLUSION**

WHEREFORE, EisnerAmper respectfully requests that the Court enter an order (i) granting the Final Application and authorizing allowance of compensation in the total amount of \$34,743.42 including compensation for necessary professional services rendered to the Debtors during the Final Period in the amount of \$33,994.50 and for reimbursement of actual and necessary costs and expenses incurred during the Final Period the amount of \$748.92; (ii) directing payment by the Debtor of the foregoing amounts, including the 20% holdback of fees as provided by the Interim Compensation Order; and (iii) granting such other and further relief as the Court deems just and proper.



Dated: October 13, 2017  
Wilmington, Delaware

**GIBBONS P.C.**

By: /s/ Howard A. Cohen

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**ATTORNEYS FOR THE DEBTORS**

**VERIFICATION PURSUANT TO DEL. BANKR.LR. 2016-2(f) AND 28 U.S.C. §1746(2)**

I, Wayne Weitz, verify as follows:

1. I am a Managing Director with EisnerAmper LLP.
2. EisnerAmper has rendered professional services to the Debtors (the “Debtors”) in these Chapter 11 cases.
3. I have read the foregoing final application of EisnerAmper LLP for compensation and reimbursement of expenses (the “Final Application”). To the best of my knowledge, information and belief formed upon the basis of my participation in these Chapter 11 cases, as well as after reasonable inquiry, the facts set forth in the foregoing Final Application are true and correct and materially comply with the applicable orders, rules, guidelines and requirements as set forth by the Court, the Bankruptcy Code, the Fed. R. Bankr. P., Del. Bankr. L.R. 2016-2, and the Executive Office for the United States Trustee.

Executed on: October 13, 2017

**EISNERAMPER LLP**

By: /s/ Wayne P. Weitz

By: Wayne P. Weitz

Managing Director

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*Financial Advisors to the Debtors*