

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

<b>In re:</b>	§	<b>Chapter 11</b>
<b>APPROACH RESOURCES INC., et al.,<sup>1</sup></b>	§	<b>Case No. 19-36444 (MI)</b>
<b>Debtors.</b>	§	<b>(Jointly Administered)</b>
	§	

**COVER SHEET OF SECOND MONTHLY  
FEE STATEMENT OF PERELLA WEINBERG PARTNERS LP FOR ALLOWANCE  
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AS INVESTMENT  
BANKER FOR THE DEBTORS AND DEBTORS IN POSSESSION FOR THE  
PERIOD FROM JANUARY 1, 2020 TO AND INCLUDING JANUARY 31, 2020**

Name of Applicant:	Perella Weinberg Partners LP
Applicant's Role in Case:	Investment Banker to Debtors and Debtors in Possession
Date of Retention:	November 18, 2019 (order entered December 31, 2019 [ECF No. 157])
Time period covered by this Application:	January 1, 2020 – January 31, 2020
Total fees requested in this Application:	\$100,00.00 (80% of \$125,000.00)
Total actual professional hours covered by this Application:	422.5
Reimbursable expenses sought in this Application:	\$12,093.22

This is a(n): X monthly \_\_\_ interim \_\_\_ final application

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Approach Resources Inc. (4817); Approach Midstream Holdings LLC (4122); Approach Oil & Gas Inc. (7957); Approach Operating, LLC (1981); Approach Delaware, LLC (7483); Approach Services, LLC (3806); and Approach Resources I, LP (5316). The Debtors' mailing address is One Ridgmar Centre, 6500 West Freeway, Suite 800, Fort Worth, Texas 76116.

**SECOND MONTHLY FEE STATEMENT OF  
PERELLA WEINBERG PARTNERS LP**

**TIME RECORDS BY PROFESSIONAL  
JANUARY 1, 2020 - JANUARY 31, 2020**

<b>Name</b>	<b>Position</b>	<b>Total Hours</b>
Alexander Svoyskiy	Managing Director	55.5
Eric Marshall	Executive Director	34.0
Spencer Harris	Director	96.0
Faiz Munshi	Director	16.5
Lincoln Prentiss	Associate	17.0
Matt Lechleider	Associate	17.0
Gun Kim	Associate	100.5
Marissa Topolski	Analyst	86.0
<b>Total Hours</b>		422.5

**SECOND MONTHLY FEE STATEMENT OF  
PERELLA WEINBERG PARTNERS LP**

**TIME RECORDS BY CATEGORY  
JANUARY 1, 2020 - JANUARY 31, 2020**

<b>Category</b>	<b>Total Hours</b>
Internal Correspondence with Debtors and Counsel	82.5
Analysis, Presentation and Due Diligence	35.0
General Case Administration	24.0
Correspondence with Creditors and Creditor Advisors	5.5
Buyer Correspondence / Marketing Process	275.5
<b>Total Hours</b>	<b>422.5</b>

**SECOND MONTHLY FEE STATEMENT OF  
PERELLA WEINBERG PARTNERS LP**

**EXPENSES BY CATEGORY  
JANUARY 1, 2019 - JANUARY 31, 2020<sup>2</sup>**

<b>Category</b>	<b>Amount</b>
Late Night Cab	\$53.62
Travel - Airfare	\$3,749.14
Travel - Hotel	\$984.79
Travel - Internet	\$97.20
Travel - Meal	\$1,076.41
Travel - Transportation	\$1,026.06
Legal Expenses	\$5,106.00
<b>Total</b>	<b>\$12,093.22</b>

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<sup>2</sup> The expense reimbursements requested in the attached Monthly Fee Statement may not include certain expenses incurred by PWP during the Compensation Period that have not been processed as of the date hereof. Any such expenses will be included in future Monthly Fee Statements.

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

<b>In re:</b>	§	
	§	<b>Chapter 11</b>
	§	
<b>APPROACH RESOURCES, INC., et al.,<sup>1</sup></b>	§	<b>Case No. 19-36444 (MI)</b>
	§	
<b>Debtors.</b>	§	<b>(Jointly Administered)</b>
	§	

**SECOND MONTHLY FEE STATEMENT  
OF PERELLA WEINBERG PARTNERS LP FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES AS INVESTMENT  
BANKER FOR THE DEBTORS AND DEBTORS IN POSSESSION FOR THE  
PERIOD FROM JANUARY 1, 2020 TO AND INCLUDING JANUARY 31, 2020**

Perella Weinberg Partners LP, including its affiliate Tudor Pickering Holt & Co Advisors LP (collectively “**PWP**”), the investment banker for the above captioned debtors and debtors in possession (the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), submits its second monthly statement (this “**Application**”) requesting (i) interim allowance of compensation for professional services rendered on behalf of the Debtors during the Compensation Period in the amount of \$125,000.00, (ii) payment in the amount of \$100,000.00, which is equal to 80% of the compensation sought, and (iii) interim allowance and reimbursement of 100% of the actual and necessary expenses incurred by PWP during the Compensation Period in connection with such services in the amount of \$12,903.22. In support of this Application, PWP respectfully represents as follows:

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Approach Resources Inc. (4817); Approach Midstream Holdings LLC (4122); Approach Oil & Gas Inc. (7957); Approach Operating, LLC (1981); Approach Delaware, LLC (7483); Approach Services, LLC (3806); and Approach Resources I, LP (5316). The Debtors’ mailing address is One Ridgmar Centre, 6500 West Freeway, Suite 800, Fort Worth, Texas 76116.

### **JURISDICTION AND VENUE**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Order of Reference to Bankruptcy Judge from the United States District Court for the Southern District Texas, dated May 24, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 328(a), 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “**Local Rules**”), and the Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals [ECF No. 153] (the “**Interim Compensation Order**”).

### **BACKGROUND**

4. On November 18, 2019 (the “**Petition Date**”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the “**Court**”). The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No party has requested the appointment of a trustee or examiner in these cases.

5. On December 9, 2019, the Debtors filed an application [ECF No. 87] (the “**Retention Application**”)<sup>2</sup> to retain and employ PWP as their investment banker under sections 327(a) and 328(a) of the Bankruptcy Code pursuant to the terms and subject to the conditions of

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Retention Application.

that certain amended and restated engagement letter dated November 14, 2019 (the “**Engagement Letter**”).

6. On December 31, 2019, the Court entered the order approving the Retention Application [ECF No. 157] (the “**Retention Order**”). The Retention Order, among other things, authorized the Debtors to pay, reimburse and indemnify PWP in accordance with the terms and conditions of, and at the times specified in, the Engagement Letter, as modified by the Retention Order, subject to application to the Court.

7. On December 31, 2019, the Court entered the Interim Compensation Order [ECF No. 153]. The Interim Compensation Order provides, among other things, that each professional shall be entitled, no earlier than the 20th day of each month following the month for which compensation is sought, to file and serve an application for interim allowance of compensation for services rendered and reimbursement of expenses incurred during the preceding month (each a “**Monthly Fee Statement**”). Parties shall have 15 days after service of a Monthly Fee Statement to object thereto (the “**Objection Deadline**”). If no objections are raised before expiration of the Objection Deadline, the applicant may file a certificate of no objection with the Court, after which the Debtors are authorized to pay such the applicant an amount equal to 80% of the fees and 100% of the expenses requested in the applicable Monthly Fee Statement and not subject to an objection.

#### **RELIEF REQUESTED**

8. By this Application, PWP requests (i) interim allowance of compensation for professional services rendered on behalf of the Debtors during the Compensation Period in the amount of \$125,000.00, representing a full Monthly Fee of \$125,000.00 for the month of January 2020, (ii) payment in the amount of \$100,000.00, which, pursuant to the Interim Compensation Order, is equal to 80% of the compensation sought, and (iii) interim allowance and reimbursement of 100%

of the actual and necessary expenses incurred by PWP during the Compensation Period in connection with such services in the amount of \$12,903.22.

9. All services for which compensation is requested by PWP were performed during the Compensation Period on behalf of the Debtors. Although PWP, in line with market convention, does not bill by the hour, PWP kept track of its post-petition time in half-hour increments in accordance with the Retention Order. During the Compensation Period, PWP professionals spent approximately 422.5 total hours providing investment banking services to the Debtors. Time records are attached hereto as **Exhibit A**.

10. The fees charged by PWP have been billed in accordance with the Engagement Letter and the Retention Order and are comparable to those fees charged by PWP for professional services rendered in connection with similar chapter 11 cases and non-bankruptcy matters. PWP submits that such fees are reasonable based upon the customary compensation charged by similarly skilled practitioners in comparable bankruptcy cases and non-bankruptcy matters in the competitive national financial advisory and investment banking market.

11. There is no agreement or understanding between PWP and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in these Chapter 11 Cases.

#### **ACTUAL AND NECESSARY EXPENSES**

12. PWP also incurred certain necessary expenses during the Compensation Period for which it is entitled to reimbursement under the Engagement Letter. As set forth in detail in the



summary attached hereto as **Exhibit B**, PWP's total expenses incurred during the Compensation Period are \$12,903.22.<sup>3</sup>

WHEREFORE, PWP requests (i) interim allowance of compensation for professional services rendered on behalf of the Debtors during the Compensation Period in the amount of \$125,000.00, (ii) payment in the amount of \$100,000.00, which is equal to 80% of the compensation sought, and (iii) interim allowance and reimbursement of 100% of the actual and necessary expenses incurred by PWP during the Compensation Period in connection with such services in the amount of \$12,903.22.

**DATED:** March 20, 2020  
Houston, Texas

Respectfully Submitted,

**PERELLA WEINBERG PARTNERS, LP**

By: /s/Alexander Svoyskiy

Alexander Svoyskiy

Managing Director

Perella Weinberg Partners, LP

**INVESTMENT BANKER FOR DEBTORS  
AND DEBTORS IN POSSESSION**

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<sup>3</sup> Additionally, the expense reimbursements requested herein may not include certain expenses incurred by PWP during the Compensation Period that have not been processed as of the date hereof. Any such expenses will be included in future Monthly Fee Statements.

**EXHIBIT A****Project Amethyst**

Hours Summary

*Strictly Private & Confidential*

January 31, 2020

Category	Alex Svoyskiy (Managing Director)	Eric Marshall (Executive Director)	Faiz Munshi (Director)	Lincoln Prentiss (Associate)	Spencer Harris (Director)	Matt Lechleider (Associate)	Gun Kim (Associate)	Marissa Topoloski (Analyst)	Grand Total
Internal Correspondence with Debtors and Counsel	13.0	10.5	13.0	13.0	7.5	13.0	9.5	3.0	<b>82.5</b>
Analysis, Presentation and Due Diligence	11.0	5.0	2.0	2.0	5.0	2.0	4.0	4.0	<b>35.0</b>
General Case Administration	24.0	-	-	-	-	-	-	-	<b>24.0</b>
Correspondence with Creditors and Creditor Advisors	0.5	-	0.5	1.0	0.5	1.0	2.0	-	<b>5.5</b>
Buyer Correspondence / Marketing Process	7.0	18.5	1.0	1.0	83.0	1.0	85.0	79.0	<b>275.5</b>
<b>Total Hours</b>	<b>55.5</b>	<b>34.0</b>	<b>16.5</b>	<b>17.0</b>	<b>96.0</b>	<b>17.0</b>	<b>100.5</b>	<b>86.0</b>	<b>422.5</b>