

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

----- X
In re: : Chapter 11
 :
HI-CRUSH INC., *et al.*,¹ : Case No. 20-33495 (DRJ)
 :
Debtors. : (Joint Administration Requested)
 :
----- X

**DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN ORDER
(I) AUTHORIZING THE DEBTORS TO FILE A CONSOLIDATED CREDITOR
MATRIX AND LIST OF THE 30 LARGEST UNSECURED CREDITORS,
(II) WAIVING THE REQUIREMENT TO FILE A LIST OF EQUITY
SECURITY HOLDERS, (III) AUTHORIZING THE DEBTORS TO REDACT
CERTAIN PERSONAL IDENTIFICATION INFORMATION, AND (IV) APPROVING
THE FORM AND MANNER OF NOTIFYING CREDITORS OF THE
COMMENCEMENT OF THESE CHAPTER 11 CASES AND OTHER INFORMATION**

**EMERGENCY RELIEF HAS BEEN REQUESTED. A HEARING WILL BE
CONDUCTED ON THIS MATTER ON JULY 13, 2020 AT 3:30 P.M. IN
COURTROOM 400, 4th FLOOR, UNITED STATES BANKRUPTCY COURT FOR
THE SOUTHERN DISTRICT OF TEXAS, 515 RUSK STREET, HOUSTON, TEXAS
77002. IF YOU OBJECT TO THE RELIEF REQUESTED OR YOU BELIEVE THAT
EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU MUST EITHER
APPEAR AT THE HEARING OR FILE A WRITTEN RESPONSE PRIOR TO THE
HEARING. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS
UNOPPOSED AND GRANT THE RELIEF REQUESTED.**

RELIEF IS REQUESTED NOT LATER THAN JULY 13, 2020.

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Hi-Crush Inc. (0530), OnCore Processing LLC (9403), Hi-Crush Augusta LLC (0668), Hi-Crush Whitehall LLC (5562), PDQ Properties LLC (9169), Hi-Crush Wyeville Operating LLC (5797), D & I Silica, LLC (9957), Hi-Crush Blair LLC (7094), Hi-Crush LMS LLC, Hi-Crush Investments Inc. (6547), Hi-Crush Permian Sand LLC, Hi-Crush Proppants LLC (0770), Hi-Crush PODS LLC, Hi-Crush Canada Inc. (9195), Hi-Crush Holdings LLC, Hi-Crush Services LLC (6206), BulkTracer Holdings LLC (4085), Pronghorn Logistics Holdings, LLC (5223), FB Industries USA Inc. (8208), PropDispatch LLC, Pronghorn Logistics, LLC (4547), and FB Logistics, LLC (8641). The Debtors' address is 1330 Post Oak Blvd, Suite 600, Houston, Texas 77056.



Please note that on March 24, 2020, through the entry of General Order 2020-10, the Court invoked the Protocol for Emergency Public Health or Safety Conditions.

It is anticipated that all persons will appear telephonically and also may appear via video at this hearing.

Audio communication will be by use of the Court's regular dial-in number. The dial-in number is +1 (832) 917-1510. You will be responsible for your own long-distance charges. You will be asked to key in the conference room number. Judge Jones' conference room number is 205691.

Parties may participate in electronic hearings by use of an internet connection. The internet site is www.join.me. Persons connecting by mobile device will need to download the free [join.me](http://www.join.me) application.

Once connected to www.join.me, a participant must select "join a meeting". The code for joining this hearing before Judge Jones is "judgejones". The next screen will have a place for the participant's name in the lower left corner. Please complete the name and click "Notify".

Hearing appearances should be made electronically and in advance of the hearing. You may make your electronic appearance by:

- 1) Going to the Southern District of Texas website;
- 2) Selecting "Bankruptcy Court" from the top menu;
- 3) Selecting "Judges' Procedures & Schedules;"
- 4) Selecting "view home page" for Judge David R. Jones;
- 5) Under "Electronic Appearance," select "Click here to submit Electronic Appearance;"
- 6) Select "Hi-Crush Inc., et al." from the list of Electronic Appearance Links; and
- 7) After selecting "Hi-Crush Inc., et al." from the list, complete the required fields and hit the "Submit" button at the bottom of the page.

Submitting your appearance electronically in advance of the hearing will negate the need to make an appearance on the record at the hearing.

The above-captioned debtors and debtors in possession (collectively, the "**Debtors**") respectfully state as follows in support of this emergency motion (this "**Motion**"):

RELIEF REQUESTED

1. The Debtors hereby request entry of an order, substantially in the form attached hereto (the "**Order**"):

- (a) authorizing the Debtors to file a consolidated creditor matrix and list of the 30 largest general unsecured creditors in lieu of submitting separate mailing matrices and creditor lists for each Debtor;
- (b) waiving the requirement to file a list of and provide notice directly to the Debtor entity Hi-Crush Inc.'s equity security holders;
- (c) authorizing the Debtors to redact certain personal identification information;
- (d) approving the form and manner of notice of commencement of these chapter 11 cases and the scheduling of the meeting of creditors under section 341 of the Bankruptcy Code; and
- (e) granting related relief.

JURISDICTION AND VENUE

2. The United States Bankruptcy Court for the Southern District of Texas (the "**Court**") has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157, and this Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 105(a), 107(c), and 521 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "**Bankruptcy Code**"), rule 1007 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), rule 9013-1(i) of the Bankruptcy Local Rules for the Southern District of Texas (the "**Bankruptcy Local Rules**"), and the Procedures for Complex Chapter 11 Cases in the Southern District of Texas (the "**Complex Case Procedures**").

BACKGROUND

4. On the date hereof (the "**Petition Date**"), the Debtors filed voluntary petitions in this Court commencing cases (the "**Chapter 11 Cases**") for relief under chapter 11 of the Bankruptcy Code. The factual background regarding the Debtors, including their business

operations, their capital and debt structures, and the events leading to the filing of the Chapter 11 Cases, is set forth in detail in the *Declaration of J. Philip McCormick, Jr., Chief Financial Officer of the Debtors, in Support of Chapter 11 Petitions and First Day Pleadings* (the “**First Day Declaration**”),² which is filed with the Court concurrently herewith and is fully incorporated herein by reference.

5. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been requested in the Chapter 11 Cases, and no committees have been appointed.

6. Simultaneously with the filing of this Motion, the Debtors have filed a motion with this Court pursuant to Bankruptcy Rule 1015(b) seeking joint administration of the Chapter 11 Cases.

BASIS FOR RELIEF

A. Consolidated Creditor Matrix

7. Section 521(a)(1) of the Bankruptcy Code requires a debtor to “file a list of creditors.” 11 U.S.C. § 521(a)(1). Bankruptcy Rule 1007(a)(1) requires a debtor to file a “list containing the name and address of each entity included or to be included on Schedules D, E/F, G, and H.” Fed. R. Bankr. P. 1007(a)(1). Although the list of creditors is usually filed on a debtor-by-debtor basis, in a complex chapter 11 bankruptcy case involving multiple debtors, the debtors may file a consolidated creditor matrix. *See* Complex Case Procedures. Because the preparation of separate lists of creditors for each Debtor would be expensive and unduly burdensome, and because a large number of creditors may be shared among the Debtors, the Debtors respectfully

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

request authority to file one consolidated list of creditors (the “**Creditor Matrix**”) for all of the Debtors.

B. Consolidated List of 30 Largest Unsecured General Creditors

8. Pursuant to Bankruptcy Rule 1007(d), a debtor shall file “a list containing the name, address and claim of the creditors that hold the 20 largest unsecured claims, excluding insiders.” Fed. R. Bankr. P. 1007(d). Because a large number of creditors may be shared among the Debtors, the Debtors request authority to file a single, consolidated list of their 30 largest general unsecured creditors (the “**Top 30 List**”). The Top 30 List will reduce administrative costs and promote administrative efficiency. Granting this relief is consistent with the Complex Case Procedures, which require the lead Debtor to “file a single, consolidated list of creditors on Official Form B 204 consisting of the 30 largest creditors of all jointly administered debtors.”

C. Waiver of the Requirements to File a List of and to Provide Notice Directly to the Equity Security Holders under the Circumstances of these Chapter 11 Cases.

9. The Bankruptcy Rules also contain certain requirements with respect to a debtor’s equity security holders. Bankruptcy Rule 1007(a)(3) requires a debtor to file, within fourteen (14) days after the petition date, a list of the debtor’s equity security holders. Fed. R. Bankr. P. 1007(a)(3). Bankruptcy Rule 2002(d), in turn, requires that equity security holders be provided notice of, among other things, the commencement of the bankruptcy case and the confirmation hearing. Fed. R. Bankr. P. 2002(d). Bankruptcy courts have authority to modify or waive the requirements under both rules. Fed. R. Bankr. P. 1007(a)(3) (“[U]nless the court orders otherwise, the debtor shall file . . . a list of the debtor’s equity security holders”); Fed. R. Bankr. P. 2002(d) (“[U]nless the court orders otherwise, the clerk . . . shall in the manner and form directed by the court . . . give notice to all equity security holders”); *see also* 11 U.S.C. § 105(a) (“The court may issue any order, process, or judgment that is necessary or appropriate to carry out the

provisions of this title.”); Fed. R. Bankr. P. 9007 (“When notice is to be given under these rules, the court shall designate, if not otherwise specified herein, the time within which, the entities to whom, and the form and manner in which the notice shall be given.”).

10. The Debtors submit that the requirements to file a list of, and to provide notice directly to, equity holders should be waived as to Debtor entity Hi-Crush Inc. (“**Hi-Crush**”) in this case. As an initial matter, Hi-Crush is a publicly-traded company with an actively trading stock of approximately 99,876,054 outstanding shares of common stock as of June 22, 2020. Hi-Crush does not maintain a list of its equity security holders and therefore must obtain the names and addresses of its shareholders from a securities agent. Preparing and submitting such a list with last known addresses for each such equity security holder and sending notices to all such parties will create undue expense and administrative burden with limited corresponding benefit to the estates or parties in interest.

11. Moreover, Hi-Crush filed with its petition a list of significant holders of their outstanding common stock. Further, as soon as is practicable following the date hereof, the Debtors intend to cause the notices required under Bankruptcy Rule 2002(d) to be served on registered holders of Hi-Crush’s common stock. Accordingly, the Debtors respectfully request that the requirements to file a list of and to provide notice directly to Hi-Crush’s equity security holders be waived.

D. Redaction of Certain Confidential Information

12. Section 107(c) of the Bankruptcy Code provides that the Court:

for cause, may protect an individual, with respect to the following types of information to the extent the court finds that disclosure of such information would create undue risk of identity theft or other unlawful injury to the individual or the individual’s property:

(A) Any means of identification . . . contained in a paper filed, or to be filed, in a case under this title.

(B) Other information contained in a paper described in subparagraph (A).

11 U.S.C. § 107(c)(1)(A).

13. The Debtors respectfully submit that cause exists to authorize the Debtors to redact from any paper filed or to be filed with the Court in these Chapter 11 Cases, including the Creditor Matrix and Schedules and Statements,³ the home addresses of individual creditors—including the Debtors’ employees and contract workers—from the Creditor Matrix because, among other reasons, such information could be used to perpetrate identity theft or harass such individuals. The Debtors propose to provide an unredacted version of the Creditor Matrix, Schedules and Statements, and any other filings redacted pursuant to the Order to (a) the Court, (b) the Office of the United States Trustee for the Southern District of Texas (the “**U.S. Trustee**”), (c) counsel for any official committee of unsecured creditors appointed in these Chapter 11 Cases (if any), and (d) upon request to the Debtors (email is sufficient) or to the Court that is reasonably related to these chapter 11 cases, any party in interest. In addition, the Debtors will distribute as applicable any notices that are received at the Debtors’ corporate headquarters and are intended for a current employee.

14. For these reasons, the Debtors respectfully submit that cause exists to authorize the Debtors to redact, pursuant to section 107(c)(1) of the Bankruptcy Code, the home addresses of individuals listed on the Creditor Matrix, the Schedules and Statements, or any other document filed with the Court. Without such relief, the Debtors may render unnecessarily individuals more

³ As defined in the *Debtors’ Emergency Motion for Entry of an Order Extending Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, Statements of Financial Affairs, and Rule 2015.3 Financial Reports*, filed contemporaneously herewith.

susceptible to identity theft and harassment by publishing their home addresses without any advance notice or opportunity to opt out or take protective measures.

E. Notice of Commencement and Meeting of Creditors

15. Bankruptcy Rule 2002(a) provides, in relevant part, that “the clerk, or some other person as the court may direct, shall give the debtor, the trustee, all creditors, and indenture trustees at least 21 days’ notice by mail of: (1) the meeting of creditors under § 341 or § 1104(b) of the Code.” Fed. R. Bankr. P. 2002(a). Bankruptcy Rule 2002(f) provides that notice of the order for relief shall be sent by mail to all creditors. Fed R. Bankr. P. 2002(f).

16. The Debtors, through Kurtzman Carson Consultants LLC, their proposed noticing, claims and balloting agent, propose to serve the notice of commencement, substantially in the form attached as Exhibit 1 to the Order (the “**Notice of Commencement**”), on all parties listed in the Creditor Matrix to advise them of the meeting of creditors under section 341 of the Bankruptcy Code. Service of the Notice of Commencement on the Creditor Matrix will not only avoid confusion among creditors, but will prevent the Debtors’ estates from incurring unnecessary costs associated with serving multiple notices to the parties listed on the Debtors’ extensive Creditor Matrix. Accordingly, the Debtors submit that service of the Notice of Commencement is appropriate and proper.

EMERGENCY CONSIDERATION

17. Pursuant to Bankruptcy Local Rule 9013-1(i), the Debtors respectfully request emergency consideration of this Motion pursuant to Bankruptcy Rule 6003, which empowers a court to grant relief within the first twenty-one (21) days after the commencement of a chapter 11 case “to the extent that relief is necessary to avoid immediate and irreparable harm.” The Debtors believe an immediate and orderly transition into chapter 11 is critical to the viability of their

operations and the success of the Chapter 11 Cases. As described herein, the relief requested herein concerns deadlines and procedures of immediate importance at the outset of these Chapter 11 Cases, and the relief requested will save costs and avoid undue administrative burden and confusion only if granted before the applicable deadlines. Accordingly, the Debtors submit that they have satisfied the “immediate and irreparable harm” standard of Bankruptcy Rule 6003 as well as the requirements of Bankruptcy Local Rule 9013-1(i) and, therefore, respectfully request that the Court approve the relief requested in this Motion on an emergency basis.

BANKRUPTCY RULE 6004 SHOULD BE WAIVED

18. To the extent that any aspect of the relief sought herein constitutes a use of property under section 363(b) of the Bankruptcy Code, the Debtors request a waiver of the notice requirements under Bankruptcy Rule 6004(a) and the fourteen day stay under Bankruptcy Rule 6004(h). As described above, the relief that the Debtors request in this Motion is immediately necessary in order for the Debtors to be able to continue to operate their businesses and preserve the value of their estates. The Debtors respectfully request that the Court waive the notice requirements imposed by Bankruptcy Rule 6004(a) and the fourteen-day stay imposed by Bankruptcy Rule 6004(h), as the exigent nature of the relief sought herein justifies immediate relief.

RESERVATION OF RIGHTS

19. Nothing contained herein is or should be construed as: (i) an admission as to the validity of any claim against any Debtor or the existence of any lien against the Debtors’ properties; (ii) a waiver of the Debtors’ rights to dispute any claim or lien on any grounds; (iii) a promise to pay any claim; (iv) an implication or admission that any particular claim would constitute an allowed claim; (v) an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code; or (vi) a limitation on the Debtors’ rights under

section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to the proposed Order once entered. Nothing contained in the Order shall be deemed to increase, decrease, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

NOTICE

20. Notice of this Motion will be given to: (i) the United States Trustee for the Southern District of Texas; (ii) the parties included on the Debtors' consolidated list of the holders of the 30 largest unsecured claims against the Debtors; (iii) Simpson Thatcher & Bartlett LLP, as counsel to the agent for the Debtors' prepetition secured asset-based revolving credit facility; (iv) U.S. Bank National Association as indenture trustee for the Debtors' prepetition notes; (v) counsel to that certain ad hoc group of holders of prepetition senior notes (the "**Ad Hoc Group**") (a) Paul, Weiss, Rifkind, Wharton & Garrison LLP and (b) Porter Hedges LLP; (vi) counsels to the agents under the Debtors' postpetition credit facilities; (vii) the United States Attorney's Office for the Southern District of Texas; (viii) the Internal Revenue Service; (ix) the Securities and Exchange Commission; (x) the state attorneys general for states in which the Debtors conduct business; and (xi) all parties that have requested or that are required to receive notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Debtors submit that no other or further notice is required or needed under the circumstances.

21. A copy of this Motion is available on (i) the Court's website: www.txs.uscourts.gov, and (ii) the website maintained by the Debtors' proposed Claims and Noticing Agent, Kurtzman Carson Consultants LLC, at www.kccellc.net/hicrush.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, the Debtors respectfully request that the Court enter the Order, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Signed: July 12, 2020
Houston, Texas

Respectfully Submitted,

/s/ Timothy A. ("Tad") Davidson II
Timothy A. ("Tad") Davidson II (TX Bar No. 24012503)
Ashley L. Harper (TX Bar No. 24065272)
HUNTON ANDREWS KURTH LLP
600 Travis Street, Suite 4200
Houston, Texas 77002
Tel: 713-220-4200
Fax: 713-220-4285
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-and-

George A. Davis (*pro hac vice* admission pending)
Keith A. Simon (*pro hac vice* admission pending)
David A. Hammerman (*pro hac vice* admission pending)
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Proposed Counsel for the Debtors and Debtors in Possession

Certificate of Service

I certify that on July 12, 2020, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas on those parties registered to receive electronic notices.

/s/ Timothy A. ("Tad") Davidson II
Timothy A. ("Tad") Davidson II

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

	X	
In re:	:	Chapter 11
	:	
HI-CRUSH INC., <i>et al.</i> , ¹	:	Case No. 20-33495 (DRJ)
	:	
Debtors.	:	(Joint Administration Requested)
	:	
	X	

ORDER (I) AUTHORIZING THE DEBTORS TO FILE A CONSOLIDATED MATRIX AND LIST OF THE 30 LARGEST UNSECURED CREDITORS, (II) WAIVING THE REQUIREMENT TO FILE A LIST OF EQUITY SECURITY HOLDERS, (III) AUTHORIZING THE DEBTORS TO REDACT CERTAIN PERSONAL IDENTIFICATION INFORMATION, AND (IV) APPROVING THE FORM AND MANNER OF NOTIFYING CREDITORS OF THE COMMENCEMENT OF THESE CHAPTER 11 CASES AND OTHER INFORMATION

[Relates to Motion at Docket No.]

Upon the motion (the “**Motion**”)² of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for entry of an order (this “**Order**”), (a) authorizing the Debtors to file a consolidated creditor matrix and list of the 30 largest general unsecured creditors; (b) waiving the requirement to file a list of and provide notice directly to the Debtor entity Hi-Crush Inc.’s equity security holders; (c) authorizing the Debtors to redact certain personal identification information; and (d) approving the form and manner of notice of commencement of these Chapter 11 Cases and the scheduling of the meeting of creditors under section 341 of the Bankruptcy Code,

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Hi-Crush Inc. (0530), OnCore Processing LLC (9403), Hi-Crush Augusta LLC (0668), Hi-Crush Whitehall LLC (5562), PDQ Properties LLC (9169), Hi-Crush Wyeville Operating LLC (5797), D & I Silica, LLC (9957), Hi-Crush Blair LLC (7094), Hi-Crush LMS LLC, Hi-Crush Investments Inc. (6547), Hi-Crush Permian Sand LLC, Hi-Crush Proppants LLC (0770), Hi-Crush PODS LLC, Hi-Crush Canada Inc. (9195), Hi-Crush Holdings LLC, Hi-Crush Services LLC (6206), BulkTracer Holdings LLC (4085), Pronghorn Logistics Holdings, LLC (5223), FB Industries USA Inc. (8208), PropDispatch LLC, Pronghorn Logistics, LLC (4547), and FB Logistics, LLC (8641). The Debtors’ address is 1330 Post Oak Blvd, Suite 600, Houston, Texas 77056.

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

all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any, before this Court (the "**Hearing**"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED THAT:

1. The Debtors are authorized to file a single consolidated Creditor Matrix for all of these Chapter 11 Cases.
2. The Debtors are authorized to file a consolidated Top 30 List.
3. The requirement that Debtor Hi-Crush Inc. file a list of its equity security holders pursuant to Bankruptcy Rule 1007(a)(3) is waived.
4. Any requirement that Debtor Hi-Crush Inc. provide notice directly to equity security holders under Bankruptcy Rule 2002(d) is waived, and the Debtors are authorized to serve the notices required under Bankruptcy Rule 2002(d) on the registered holders of the Debtor Hi-

Crush Inc.'s equity securities, and to the extent they are known, on beneficial holders through the appropriate broker, Depository Trust Company participant, or other intermediary.

5. The Debtors are authorized to redact the home addresses of individuals listed on the Creditor Matrix, Schedules and Statements, or other document filed with the Court. The Debtors shall provide an unredacted version of the Creditor Matrix, the Schedules and Statements, and any other filings redacted pursuant to this Order to (a) the Court, the U.S. Trustee, and counsel to an official committee of unsecured creditors (if any) appointed in these Chapter 11 Cases, and (b) upon request to the Debtors (email is sufficient) or to the Court that is reasonably related to these Chapter 11 Cases, any party in interest; *provided*, that any receiving party shall not transfer or otherwise provide such unredacted document to any person or entity not party to the request. The Debtors shall inform the U.S. Trustee promptly after denying any request for an unredacted document pursuant to this Order.

6. The Debtors shall file an 8-K with the U.S. Securities and Exchange Commission notifying equity holders of the Debtors of the filing of these Chapter 11 Cases and providing a link to the website relating to the Debtors' Chapter 11 Cases set up by the Debtors' claims and noticing agent.

7. The Debtors are authorized to serve the Notice of Commencement, substantially in the form attached hereto as Exhibit 1, on all parties on the Creditor Matrix. Service of the Notice of Commencement shall be deemed adequate and sufficient notice of: (a) the commencement of these Chapter 11 Cases; and (b) the scheduling of the meeting of creditors under section 341 of the Bankruptcy Code.

8. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of the Bankruptcy Rules and the Bankruptcy Local Rules are satisfied by such notice.

9. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Order shall be effective and enforceable immediately upon entry hereof.

10. The Debtors are hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Order.

11. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Signed: _____, 2020

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Notice of Commencement

Information to identify the case:

Debtor Hi-Crush Inc., et al. EIN 90-0840530
Name

United States Bankruptcy Court for the: Southern District of Texas
(State) Date case filed for chapter 11 MM/DD/YYYY

Case number: 20-33495 (DRJ) (Jointly Administered)

Official Form 309F1 (For Corporations or Partnerships)**Notice of Chapter 11 Bankruptcy Case**

02/20

For the debtor listed above, a case has been filed under chapter 11 of the Bankruptcy Code. An order for relief has been entered.

This notice has important information about the case for creditors and debtors, including information about the meeting of creditors and deadlines. Read both pages carefully.

The filing of the case imposed an automatic stay against most collection activities. This means that creditors generally may not take action to collect debts from the debtor or the debtor's property. For example, while the stay is in effect, creditors cannot sue, assert a deficiency, repossess property, or otherwise try to collect from the debtor. Creditors cannot demand repayment from the debtor by mail, phone, or otherwise. Creditors who violate the stay can be required to pay actual and punitive damages and attorney's fees.

Confirmation of a chapter 11 plan may result in a discharge of debt. A creditor who wants to have a particular debt excepted from discharge may be required to file a complaint in the bankruptcy clerk's office within the deadline specified in this notice. (See line 11 below for more information.)

To protect your rights, consult an attorney. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below or through PACER (Public Access to Court Electronic Records at www.pacer.gov).

A. The staff of the bankruptcy clerk's office cannot give legal advice.

Do not file this notice with any proof of claim or other filing in the case.

1. Debtor's full name: See chart below. List of Jointly Administered Cases:

No.	Debtor	Address	Case No.	EIN #
1	Hi-Crush Inc.	1330 Post Oak Blvd., Suite 600, Houston, TX 77056		90-0840530
2	OnCore Processing LLC	1330 Post Oak Blvd., Suite 600, Houston, TX 77056		83-4499403
3	Hi-Crush Augusta LLC	1330 Post Oak Blvd., Suite 600, Houston, TX 77056		90-0930668
4	Hi-Crush Whitehall LLC	1330 Post Oak Blvd., Suite 600, Houston, TX 77056		38-3915562
5	PDQ Properties LLC	1330 Post Oak Blvd., Suite 600, Houston, TX 77056		37-1779169
6	Hi-Crush Wyeville Operating LLC	1330 Post Oak Blvd., Suite 600, Houston, TX 77056		27-4395797
7	D & I Silica, LLC	1330 Post Oak Blvd., Suite 600, Houston, TX 77056		20-4999957
8	Hi-Crush Blair LLC	1330 Post Oak Blvd., Suite 600, Houston, TX 77056		38-3937094
9	Hi-Crush LMS LLC	1330 Post Oak Blvd., Suite 600, Houston, TX 77056		none
10	Hi-Crush Investments Inc.	1330 Post Oak Blvd., Suite 600, Houston, TX 77056		38-4026547
11	Hi-Crush Permian Sand LLC	1330 Post Oak Blvd., Suite 600, Houston, TX 77056		none

12	Hi-Crush Proppants LLC	1330 Post Oak Blvd., Suite 600, Houston, TX 77056	27-3830770
13	Hi-Crush PODS LLC	1330 Post Oak Blvd., Suite 600, Houston, TX 77056	none
14	Hi-Crush Canada Inc.	1330 Post Oak Blvd., Suite 600, Houston, TX 77056	61-1749195
15	Hi-Crush Holdings LLC	1330 Post Oak Blvd., Suite 600, Houston, TX 77056	none
16	Hi-Crush Services LLC	1330 Post Oak Blvd., Suite 600, Houston, TX 77056	61-1686206
17	BulkTracer Holdings LLC	1330 Post Oak Blvd., Suite 600, Houston, TX 77056	47-3224085
18	Pronghorn Logistics Holdings, LLC	1330 Post Oak Blvd., Suite 600, Houston, TX 77056	82-4725223
19	FB Industries USA Inc.	1330 Post Oak Blvd., Suite 600, Houston, TX 77056	90-0868208
20	PropDispatch LLC	1330 Post Oak Blvd., Suite 600, Houston, TX 77056	none
21	Pronghorn Logistics, LLC	1330 Post Oak Blvd., Suite 600, Houston, TX 77056	82-2154547
22	FB Logistics, LLC	1330 Post Oak Blvd., Suite 600, Houston, TX 77056	47-1928641

2. All other names used in the last 8 years: **See Rider 1.**

3. Address: **See chart above.**

4. Debtors' attorneys:

George A. Davis
Keith A. Simon
David A. Hammerman
Annemarie V. Reilly
Hugh K. Murtagh
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– and –

Timothy A. ("Tad") Davidson II
Ashley L. Harper
HUNTON ANDREWS KURTH LLP
600 Travis Street, Suite 4200
Houston, Texas 77002
Telephone: (713) 220-4200
Facsimile: (713) 220-4285
Email: taddavidson@huntonak.com
ashleyharper@huntonak.com

Debtors' notice and claims agent (for court documents and case information inquiries):

If by First-Class Mail or by Hand Delivery or Overnight Mail:

Hi-Crush Claims Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245
Telephone: (866) 554-5810 (Domestic)
(781) 575-2032 (International)

Case website: www.kccllc.net/hicrush

5. Bankruptcy clerk's office

Documents in this case may be filed at this address.

You may inspect all records filed in this case at this office or online at www.pacer.gov.

Location:

Bob Casey United States Courthouse
515 Rusk Avenue
Houston, TX 77002

Correspondence:

David J. Bradley
Clerk of Court
P. O. Box 61010
Houston, TX 77208

Hours Open:

8:00 a.m. - 5:00 p.m. (Central)
Monday – Friday

Contact Phone:

713-250-5500

6. Meeting of creditors

The debtor's representative must attend the meeting to be questioned under oath.

Creditors may attend, but are not required to do so.

[____], 2020

at ____:____.m.

The meeting may be continued or adjourned to a later date. If so, the date will be on the court docket.

Location:

Bob Casey United States Courthouse
Office of the U.S. Trustee
515 Rusk Street, Suite 3401
Houston, TX 77002

7. Proof of claim deadline**Deadline for filing proof of claim:**

Not yet set.
If a deadline is set, notice will be sent at a later time.

A proof of claim is a signed statement describing a creditor's claim. A proof of claim form may be obtained at www.uscourts.gov or any bankruptcy clerk's office.

Your claim will be allowed in the amount scheduled unless:

- your claim is designated as *disputed*, *contingent*, or *unliquidated*;
- you file a proof of claim in a different amount; or
- you receive another notice.

If your claim is not scheduled or if your claim is designated as *disputed*, *contingent*, or *unliquidated*, you must file a proof of claim or you might not be paid on your claim and you might be unable to vote on a plan. You may file a proof of claim even if your claim is scheduled.

You may review the schedules at the bankruptcy clerk's office or online at www.pacer.gov.

Secured creditors retain rights in their collateral regardless of whether they file a proof of claim. Filing a proof of claim submits a creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a proof of claim may surrender important nonmonetary rights, including the right to a jury trial.

8. Exception to discharge deadline

The bankruptcy clerk's office must receive a complaint and any required filing fee by the following deadline.

If § 523(c) applies to your claim and you seek to have it excepted from discharge, you must start a judicial proceeding by filing a complaint by the deadline stated below.

Deadline for filing the complaint:

To be determined.

9. Creditors with a foreign address

If you are a creditor receiving notice mailed to a foreign address, you may file a motion asking the court to extend the deadlines in this notice. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.

10. Filing a Chapter 11 bankruptcy case

Chapter 11 allows debtors to reorganize or liquidate according to a plan. A plan is not effective unless the court confirms it. You may receive a copy of the plan and a disclosure statement telling you about the plan, and you may have the opportunity to vote on the plan. You will receive notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the property and may continue to operate its business.

11. Discharge of debts

Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See 11 U.S.C. § 1141(d). A discharge means that creditors may never try to collect the debt from the debtor except as provided in the plan. If you want to have a particular debt owed to you excepted from the discharge and § 523(c) applies to your claim, you must start a judicial proceeding by filing a complaint and paying the filing fee in the bankruptcy clerk's office by the deadline.

Rider 1**Other Names Used in the Last 8 Years**

Current Entity Name	Former Names (if any)
Hi-Crush Inc.	Hi-Crush Augusta Acquisition Co. LLC Hi-Crush Finance Corp. Hi-Crush Partners LP
OnCore Processing LLC	West Texas Golden Spike
Hi-Crush Augusta LLC	-
Hi-Crush Whitehall LLC	-
PDQ Properties LLC	-
Hi-Crush Wyeville Operating LLC	Hi-Crush Operating LLC Hi-Crush Chambers LLC Hi-Crush Railroad LLC Hi-Crush Wyeville, LLC
D & I Silica, LLC	-
Hi-Crush Blair LLC	-
Hi-Crush LMS LLC	Pronghorn Energy Services
Hi-Crush Investments Inc.	-
Hi-Crush Permian Sand LLC	-
Hi-Crush Proppants LLC	Hi-Crush Rupert LLC Hi-Crush GP LLC
Hi-Crush PODS LLC	Proppant Logistics LLC
Hi-Crush Canada Inc.	-
Hi-Crush Holdings LLC	Hi-Crush Buffalo County LLC Hi-Crush Tomah LLC
Hi-Crush Services LLC	-
BulkTracer Holdings LLC	BulkTracer LLC
Pronghorn Logistics Holdings, LLC	-
FB Industries USA Inc.	NexStage Equipment
PropDispatch LLC	-
Pronghorn Logistics, LLC	-
FB Logistics, LLC	-