

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

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In re:	)	
	)	Chapter 11
	)	
HI-CRUSH INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 20-33495 (DRJ)
	)	
Debtors.	)	Jointly Administered
	)	

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GLOBAL NOTES, METHODOLOGY, AND SPECIFIC  
DISCLOSURES REGARDING THE DEBTORS' SCHEDULES OF  
ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS

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**Introduction**

Hi-Crush Inc. ("**Hi-Crush**") and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), with the assistance of their advisors, have filed their respective Schedules of Assets and Liabilities (the "**Schedules**") and Statements of Financial Affairs (the "**Statements**," and together with the Schedules, the "**Schedules and Statements**") with the United States Bankruptcy Court for the Southern District of Texas (the "**Bankruptcy Court**"), under section 521 of title 11 of the United States Code (the "**Bankruptcy Code**"), Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and Rule 1007-1 of the Bankruptcy Local Rules for the Southern District of Texas (the "**Bankruptcy Local Rules**").

These *Global Notes, Methodology, and Specific Disclosures Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs* (the "**Global Notes**") pertain to, are incorporated by reference in, and comprise an integral part of all of the Debtors' Schedules and Statements. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements. In the event that the Schedules and Statements conflict with the Global Notes, the Global Notes shall control.

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States ("**GAAP**"), nor are they intended to be fully reconciled with the financial statements of each Debtor. Additionally,

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<sup>1</sup> 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.



the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment and reflects the Debtors' reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.

The Debtors and their agents, attorneys, and advisors do not guarantee or warrant the accuracy or completeness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused in whole or in part by any acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. While reasonable efforts have been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys, and advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised, or re-categorized. In no event shall the Debtors or their agents, attorneys, and advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys, and advisors are advised of the possibility of such damages.

Mr. J. Philip McCormick, Jr, Chief Financial Officer of the Debtors, has signed each of the Schedules and Statements. Mr. McCormick is an authorized signatory for each of the Debtors. In reviewing and signing the Schedules and Statements, Mr. McCormick necessarily has relied upon the efforts, statements, and representations of various personnel employed by the Debtors and their advisors. Mr. McCormick has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors, classification of such amounts, and creditor addresses.

### **Global Notes and Overview of Methodology**

1. **Reservation of Rights.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements, but inadvertent errors or omissions may exist. The Debtors reserve all rights to: (i) amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including the right to amend the Schedules and Statements with respect to the description, designation, characterization, classification, or Debtor against which any claim ("**Claim**")<sup>2</sup> is asserted; (ii) dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; (iii) subsequently designate any Claim as "disputed," "contingent," or "unliquidated;" or (iv) object to the extent, validity, enforceability, priority, or avoidability of any Claim (regardless of whether of such Claim is designated in the Schedules and Statements as "disputed," "contingent," or "unliquidated"). Any failure to designate a Claim in the Schedules and Statements as

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<sup>2</sup> For the purposes of these Global Notes, the term Claim shall have the meaning as defined under section 101(5) of the Bankruptcy Code.

“disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtors that such Claim or amount is not “disputed,” “contingent,” or “unliquidated.”

Listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to the Debtors’ chapter 11 cases, including issues involving Claims, substantive consolidation, defenses, equitable subordination, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements.

2. **Description of Cases and “As Of” Information Date.** On July 12, 2020 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

On July 13, 2020, the Bankruptcy Court entered the *Order Directing Joint Administration of Chapter 11 Cases* [Docket No. 6]. Notwithstanding the joint administration of the Debtors’ cases for procedural purposes, discrete Schedules and Statements have been filed for each Debtor. The information provided in the Schedules and Statements, except as otherwise noted, is reported as of the close of business on the Petition Date.

3. **Net Book Value of Assets.** Unless otherwise indicated, the Debtors’ Schedules and Statements reflect net book values as of June 30, 2020. The book values of certain assets may materially differ from their fair market values and/or the Debtors’ enterprise valuation that has been prepared in connection with the disclosure statement to the Debtors’ chapter 11 plan of reorganization. For the avoidance of doubt, nothing contained in the Schedules and Statements is indicative of the Debtors’ enterprise value.

Book values of assets prepared in accordance with GAAP generally do not reflect the current performance of the assets or the impact of the industry environment and may differ materially from the actual value and/or performance of the underlying assets.

4. **Recharacterization.** Notwithstanding the Debtors’ reasonable efforts to properly characterize, classify, categorize, or designate certain Claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may nevertheless have improperly characterized, classified, categorized, designated, or omitted certain items due to the complexity and size of the Debtors’ businesses. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add, or delete items reported in the Schedules and Statements at a later time as is necessary or appropriate as additional information becomes available,

including whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired postpetition.

5. **Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change. Accordingly, the Debtors reserve all of their rights to amend, supplement, or otherwise modify the Schedules and Statements as is necessary or appropriate.
6. **Excluded Assets and Liabilities.** The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including employee benefit accruals and, in some instances, accrued accounts payable. In addition, certain immaterial assets and liabilities may have been excluded.

The Bankruptcy Court has authorized (but not directed) the Debtors to pay, in their discretion, certain outstanding Claims on a postpetition basis. As discussed below, prepetition liabilities that the Debtors have paid postpetition pursuant to relief granted by the Bankruptcy Court may not be listed in the Schedules and Statements.

7. **Insiders.** For purposes of the Schedules and Statements, the Debtors have included information with respect to the individuals who the Debtors believe would be included in the definition of “insider” pursuant to section 101(31) of the Bankruptcy Code, including: (a) directors; (b) officers; (c) persons in control of the Debtors; (d) relatives of the Debtors’ directors, officers, or persons in control of the Debtors; and (e) debtor/non-debtor affiliates of the foregoing. Persons listed as “insiders” have been included for informational purposes only and by including them in the Schedules, shall not constitute an admission that those persons are insiders for purposes of section 101(31) of the Bankruptcy Code. Moreover, the Debtors do not take any position with respect to: (a) any insider’s influence over the control of the Debtors; (b) the management responsibilities or functions of any such insider; (c) the decision making or corporate authority of any such insider; or (d) whether the Debtors or any such insider could successfully argue that he or she is not an “insider” under applicable law or with respect to any theories of liability or for any other purpose.
8. **Personal Identification Information.** Pursuant to the *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* [Docket No. 86], the Debtors have redacted certain personal identification information contained in the Schedules and Statements. Payments made to individuals, including insiders as discussed above, and certain other instances where personally identifiable information could otherwise be disclosed, have been reported without disclosing personally identifiable information. In addition, payments to or for the benefit

of insiders have been disclosed in aggregate amounts, without separately identifying amounts paid to a given insider or otherwise disclosing personally identifiable information.

9. **Property Rights – Generally.** Exclusion of certain property from the Schedules and Statements shall not be construed as an admission that such property rights have been abandoned, terminated, assigned, expired by their terms or otherwise transferred pursuant to a sale, acquisition or other transaction. Conversely, inclusion of certain property in the Schedules and Statements shall not be construed as an admission that such property rights have not been abandoned, terminated, assigned, expired by their terms or otherwise transferred pursuant to a sale, acquisition or other transaction.
10. **Intellectual Property Rights.** Exclusion of certain intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, have not been terminated or otherwise expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction.
11. **Executory Contracts.** Although the Debtors made reasonable efforts to attribute an executory contract to its rightful Debtor, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors’ businesses. Accordingly, the Debtors reserve all of their rights with respect to the named parties of any and all executory contracts, including the right to amend Schedule G.  
  
The Debtors have not set forth executory contracts or unexpired leases as assets in the Schedules and Statements. The Debtors’ executory contracts and unexpired leases have been set forth in Schedule G.
12. **Classifications.** Listing (a) a Claim on Schedule D as “secured,” (b) a Claim on Schedule E/F as “priority,” (c) a Claim on Schedule E/F as “unsecured,” or (d) a contract on Schedule G as “executory” or “unexpired,” does not constitute an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors’ rights to recharacterize or reclassify such Claims or contracts or to setoff of such Claims.
13. **Claims Description.** Schedules D and E/F permit each of the Debtors to designate a Claim as “disputed,” “contingent,” and/or “unliquidated.” Any failure to designate a Claim on a given Debtor’s Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by that Debtor that such amount is not “disputed,” “contingent,” or “unliquidated,” or that such Claim is not subject to objection. The Debtors reserve all of their rights to dispute, or assert offsets or defenses to, any Claim reflected on their respective Schedules and Statements on any grounds, including liability or classification. Additionally, the Debtors expressly reserve all of their rights to subsequently designate such Claims as “disputed,” “contingent,” or “unliquidated.” Moreover, listing a Claim does not constitute an admission of liability by the Debtors.

14. **Causes of Action.** Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third parties as assets in the Schedules and Statements, including causes of action that are required to be kept confidential and causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to any cause of action (including avoidance actions), controversy, right of setoff, cross claim, counterclaim, or recoupment, and any claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law or in equity, or pursuant to any other theory of law (collectively, “**Causes of Action**”) they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any claims or Causes of Action or in any way prejudice or impair the assertion of such claims or Causes of Action.
15. **Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:
- **Undetermined Amounts.** The description of an amount as “unknown,” “TBD,” or “undetermined” is not intended to reflect upon the materiality of such amount.
  - **Totals.** All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
  - **Paid Claims.** The Debtors were authorized (but not directed) to pay certain outstanding prepetition Claims pursuant to various orders entered by the Bankruptcy Court. To the extent the Debtors pay any of the Claims listed in the Schedules and Statements pursuant to any orders entered by the Bankruptcy Court, the Debtors reserve all of their rights to amend or supplement the Schedules and Statements or take other action as is necessary or appropriate to avoid overpayment of or duplicate payments for any such liabilities.
  - **Unknown Debtors.** In certain instances, contracts do not specify a particular Debtor or include an incorrect legal entity as the contractual counterparty. In addition, threatened litigation, on occasion, does not indicate the potentially liable Debtor(s). In these instances, responses have been listed in the appropriate Statement or Schedule at Hi-Crush Inc. out of an abundance of caution.
  - **Liens.** Property and equipment listed in the Schedules and Statements are presented without consideration of any liens that may attach (or have attached) to such property and equipment.



- Credits and Adjustments. The claims of individual creditors for, among other things, goods, products, services, or taxes are listed as the amounts entered on the Debtors' books and records and may either (a) not reflect credits, allowances, or other adjustments due from such creditors to the Debtors or (b) be net of accrued credits, allowances, or other adjustments that are actually owed by a creditor to the Debtors on a postpetition basis on account of such credits, allowances, or other adjustments earned from prepetition payments and critical vendor payments, if applicable. The Debtors reserve all of their rights with regard to such credits, allowances, or other adjustments, including, but not limited to, the right to modify the Schedules, assert claims objections and/or setoffs with respect to the same, or apply such allowances in the ordinary course of business on a postpetition basis.
- Guarantees and Other Secondary Liability Claims. The Debtors have exercised reasonable efforts to locate and identify any guarantees in their executory contracts, unexpired leases, secured financings, and other such agreements. However, there may be guarantees embedded in the Debtors' contractual agreements or otherwise in the Debtors' books and records that the Debtors have inadvertently omitted from their Schedules and Statements. The Debtors may identify guarantees as they continue to review their books and records and contractual agreements. The Debtors reserve their rights, but are not required, to amend the Schedules and Statements if any guarantees are identified.

16. Currency. All amounts are reflected in U.S. dollars.

17. Intercompany Payables and Receivables. Intercompany payables and receivables between the Debtors as of the Petition Date are set forth on Schedule E/F or Schedule A/B, as applicable.

As described more fully in the *Debtors' Emergency Motion for Entry of Order (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks, and Business Forms, (II) Authorizing Continuation of Existing Deposit and Investment Practices, (III) Approving the Continuation of Intercompany Transactions, and (IV) Granting administrative Expense Status to Certain Postpetition Intercompany Claims* [Docket No. 10] (the "Cash Management Motion"), the Debtors engage in a range of intercompany transactions in the ordinary course of business. Pursuant to the order granting the relief requested in the Cash Management Motion [Docket No. 89] (the "Cash Management Order"), the Bankruptcy Court has granted the Debtors authority to continue the intercompany transactions in the ordinary course of business subject to certain restrictions.

The listing by the Debtors of any account between a Debtor and another Debtor or between a Debtor and a non-Debtor affiliate is a statement of what appears in a particular Debtor's books and records and does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, characterization, validity, or priority of such account. The Debtors take no position in these Schedules and Statements as to whether such accounts would be allowed as a Claim, an Interest, or not allowed at all. The Debtors reserve all rights with respect to such accounts.

In some instances, a Debtor may owe an Intercompany payable to another Debtor or non-Debtor affiliate and hold an intercompany receivable from that same Debtor or non-Debtor affiliate. The amounts shown for each Intercompany payable and receivable reflect the current net balance for each Debtor or non- Debtor affiliate.

18. **Setoffs.** The Debtors periodically incur certain setoffs in the ordinary course of business. Setoffs in the ordinary course can result from various items including, but not limited to, intercompany transactions, pricing discrepancies, returns, warranties, credits, refunds, negotiations, and/or disputes between the Debtors and their vendors or customers, and other disputes between the Debtors and their customers and/or suppliers. These normal setoffs are consistent with the ordinary course of business in the Debtors' industry and can be particularly voluminous, making it unduly burdensome and costly for the Debtors to list such ordinary course setoffs. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not independently accounted for, and as such, are or may be excluded from the Debtors' Schedules and Statements.
19. **Global Notes Control.** In the event that the Schedules and Statements differ from these Global Notes, the Global Notes shall control.

### **Specific Disclosures with Respect to the Debtors' Schedules**

**Schedules Summary.** Except as otherwise noted, the asset and liability information provided herein represents the Debtors' book value of assets as June 30, 2020 and liabilities as of the Petition Date.

For financial reporting purposes, the Debtors and certain of their non-Debtor affiliates ordinarily prepare consolidated financial statements. Unlike the consolidated financial statements, the Schedules reflect the assets and liabilities of each Debtor on a nonconsolidated basis. Accordingly, the totals listed in the Schedules will likely differ, at times materially, from the consolidated financial reports prepared by the Debtors for financial reporting purposes or otherwise.

The Schedules do not purport to represent financial statements prepared in accordance with GAAP, nor are they intended to be fully reconciled with the financial statements of each Debtor. Certain write-downs, impairments, and other accounting adjustments may not be reflected in the Schedules. Additionally, the Schedules contain unaudited information that is subject to further review and potential adjustment and reflect the Debtors' reasonable best efforts to report the assets and liabilities of each Debtor on an unconsolidated basis. Moreover, given, among other things, the uncertainty surrounding the collection and ownership of certain assets and the valuation and nature of certain liabilities, to the extent that a Debtor shows more assets than liabilities, this is not an admission that the Debtor was solvent as of the Petition Date or at any time before the Petition Date. Likewise, to the extent a Debtor shows more liabilities than assets, this is not an admission that the Debtor was insolvent as of the Petition Date or at any time before the Petition Date.

**Schedule A/B.3.** Amounts listed reflect the bank balance as of July 12, 2020, and not the net book value. Accounts with a balance of \$0 at the time of the petition are not included in these Schedules. For a complete description of the Debtors' cash management system see the *Debtors' Emergency*



*Motion for Entry of Order (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks, and Business Forms, (II) Authorizing Continuation of Existing Deposit and Investment Practices, (III) Approving the Continuation of Intercompany Transactions, and (IV) Granting administrative Expense Status to Certain Postpetition Intercompany Claims* [Docket No. 10].

**Schedule A/B, Parts 7, 8 and 9.** Dollar amounts are presented net of accumulated depreciation and other adjustments pursuant the Debtors books.

**Schedule A/B.15.** Equity interests in subsidiaries and affiliates primarily arise from common stock ownership or member or partnership interests. For purposes of these Schedules, the Debtors have listed an undetermined value for the equity interests of all subsidiaries and affiliates. Nothing in these Schedules is an admission by or conclusion of the Debtors regarding the value of such subsidiary and affiliate equity interests, which, under certain fair market or enterprise valuation analyses, may have value. The book values of certain assets may materially differ from their fair market values and/or the Debtors' enterprise valuation to be prepared in connection with the Disclosure Statement.

Book values of assets prepared in accordance with GAAP generally do not reflect the current performance of the assets or the impact of the industry environment and may differ materially from the actual value and/or performance of the underlying assets. As such, the value listed in these Schedules and Statements cannot be, and was not, used to determine the Debtors' enterprise valuation.

**Schedule A/B.72.** As of the Petition Date, the Debtors estimate that they have approximately \$160 million of federal net operating loss carryforwards ("NOLs") and an indeterminate amount of net unrealized built-in loss ("NUBIL"). For a further description of Debtor NOLs and NUBILs at the petition date see the *Debtors' Emergency Motion for Entry of Interim and Final Orders Establishing Notification Procedure and Approving Restrictions on Certain Transfers of Stock of the Debtors* [Docket No. 19].

**Schedule A/B.74.** Despite exercising their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third parties as assets in their Schedules including, but not limited to, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy laws to recover assets. Unless otherwise noted on specific responses, items reported on Schedule A/B are reported from the Debtors' book and records as of the Petition Date. The Debtors reserve all of their rights with respect to any claims and causes of action they may have. Neither these Global Notes nor the Schedules shall be deemed a waiver of any such claims or causes of action or to prejudice or impair the assertion thereof in any way.

**Schedule A/B.77.** The listing by the Debtors of any account between a Debtor and another Debtor or between a Debtor and a non-Debtor subsidiary or affiliate is a statement of what appears in a particular Debtor's books and records and does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, characterization, validity, or priority of such account. The Debtors take no position in these Schedules and Statements as to whether such

accounts would be allowed as a Claim, an Interest, or not allowed at all. The Debtors and all parties in interest reserve all rights with respect to such accounts.

**Schedule D.** The Debtors have not included parties that may believe their Claims are secured through setoff rights, inchoate statutory lien rights, or other lien rights created by the laws of the various jurisdictions in which the Debtors operate. Various Debtors are borrowers, and certain of the other Debtors are guarantors, under prepetition secured funded debt obligations. Although there are numerous beneficial holders of such debt, only the administrative agents have been listed for purposes of Schedule D, where applicable. For the avoidance of doubt, the funded debt amounts listed in Schedule D include obligations where the beneficial holder is another Debtor. The amounts outstanding under the Debtors' prepetition secured debt reflect approximate principal and interest amounts as of the Petition Date.

Descriptions provided on Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements.

The Debtors reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D. Moreover, although the Debtors have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim.

**Schedule E/F.** The listing by the Debtors of any account between a Debtor and another Debtor or between a Debtor and a non-Debtor subsidiary or affiliate is a statement of what appears in a particular Debtor's books and records and does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, characterization, validity, or priority of such account. The Debtors take no position in these Schedules and Statements as to whether such accounts would be allowed as a Claim, an Interest, or not allowed at all. The Debtors and all parties in interest reserve all rights with respect to such accounts. Various Debtors are borrowers, and certain of the other Debtors are guarantors, under prepetition funded obligations. Although there are numerous beneficial holders of such debt, only the administrative agents and indenture trustees, as applicable, have been listed for purposes of Schedule E/F, where applicable. For the avoidance of doubt, the funded debt amounts listed in Schedule E/F include obligations where the beneficial holder is another Debtor.

The claims of individual creditors for, among other things, goods, products, services, customer refunds, or taxes are listed as the amounts entered on the Debtors' books and records and may not reflect credits, allowances, or other adjustments due from such creditors to the Debtors. The Debtors reserve all of their rights with regard to such credits, allowances, and other adjustments, including the right to assert claims objections and/or setoffs with respect to the same.

Under the *Order Authorizing Payment of Prepetition Taxes and Fees* [Docket No. 93] (the "Tax Order"), the Bankruptcy Court granted the Debtors authority to pay the prepetition Claims of

regulatory authorities on account of taxes and fees. The Debtors have not listed on Schedule E/F any tax or governmental fee obligations that the Debtors have paid postpetition pursuant to relief granted by court order entered by the Bankruptcy Court.

Under the *Order Authorizing Debtors to (I) Pay Their Prepetition Insurance Obligations, (II) Pay Their Prepetition Bonding Obligations, (III) Maintain Their Postpetition Insurance Coverage, (IV) Maintain Their Bonding Program and (V) Maintain Postpetition Financing of Insurance Premiums* [Docket No. 90] (the “Insurance Order”), the Bankruptcy Court granted the Debtors authority to pay the prepetition Claims of insurers on account of insurance premiums, claims and other related obligations. The amounts accrued and payable on account of such Claims may not be reflected on the Schedule E/F.

Under the *Order (I) Authorizing (A) Payment of Prepetition Workforce Obligations and (B) Continuation of Workforce Programs on a Postpetition Basis, (II) Authorizing Payment of Payroll Taxes, (III) Confirming the Debtors' Authority to Transmit Payroll Deductions, (IV) Authorizing Payment of Prepetition Claims Owing to Administrators, and (V) Directing Banks to Honor Prepetition Checks and Fund Transfers for Authorized Payments* [Docket No. 96] (the “Wages Order”), the Bankruptcy Court granted the Debtors authority to pay or honor certain prepetition obligations for employee wages, salaries, and other compensation, reimbursable employee expenses, and employee medical and similar benefits. The Debtors have not listed on Schedule E/F any wage or wage-related obligations that the Debtors have paid postpetition pursuant to relief granted by court order entered by the Bankruptcy Court.

Under the *Order (I) Authorizing the Debtors to Continue Their Customer Programs and (II) Granting Related Relief* [Docket No. 95], the Bankruptcy Court granted the Debtors the authority to honor certain customer obligations. The Debtors have not listed on Schedule E/F any customer or customer-related obligations that the Debtors will honor postpetition pursuant to relief granted by court order entered by the Bankruptcy Court.

Under the *Order (I) Authorizing Payment of (A) Prepetition Claims of the Critical Vendors and (B) 503(b)(9) Claims; (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers; and (III) Granting Related Relief* [Docket No. 92], the Bankruptcy Court granted the Debtors the authority to pay or honor obligations with respect to certain critical vendors and section 503(b)(9) claimants. The Debtors have not listed on Schedule E/F any critical vendors and section 503(b)(9) claimants’ obligations that the Debtors have paid postpetition pursuant to relief granted by court order entered by the Bankruptcy Court.

Under the *Order (I) Authorizing Debtors to Pay Certain Prepetition Claims of Shippers, Lien Claimants, and Royalty Interest Owners, (II) Confirming Administrative Expense Priority of Undisputed and Outstanding Prepetition Orders, and (III) Granting Related Relief* [Docket No. 91], the Bankruptcy Court granted the Debtors the authority to pay or honor obligations with respect to shippers, lien and royalty interest claimants. The Debtors have not listed on Schedule E/F any shippers, lien and royalty interest claimants’ obligations that the Debtors have paid postpetition pursuant to relief granted by court order entered by the Bankruptcy Court.

Schedule E/F does not include certain deferred charges, deferred liabilities, accruals, or general reserves. Such amounts are, however, reflected on the Debtors’ books and records as required in

accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific Claims as of the Petition Date. The Debtors have made every effort to include as contingent, unliquidated, or disputed the Claim of any vendor not included on the Debtors' open accounts payable that is associated with an account that has an accrual.

**Schedule G.** Although reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors, omissions or over-inclusion may have occurred in preparing Schedule G. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement was in effect on the Petition Date or is valid or enforceable. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G. Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contracts or agreements are not impaired by the omission. The Debtors reserve their rights to, but undertake no obligations to, amend Schedule G as additional information becomes available.

Certain of the instruments reflected on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not separately set forth on Schedule G. The Debtors hereby expressly reserve the right to assert that any instrument listed on Schedule G is an executory contract within the meaning of section 365 of the Bankruptcy Code. The Debtors reserve all of their rights, claims, and causes of action with respect to claims associated with any contracts and agreements listed on Schedule G, including their right to dispute or challenge the characterization or the structure of any transaction, document, or instrument (including any intercompany agreement) related to a creditor's claim.

Certain confidentiality, hold harmless, and non-compete agreements may not be listed on Schedule G. In addition, agreements and underlying documentation related to the Debtors' prepetition debt is not included in Schedule G. The Debtors reserve all of their rights with respect to such agreements.

Certain of the contracts and agreements listed on Schedule G may consist of several parts, including purchase orders, amendments, restatements, waivers, letters, and other documents that may not be listed on Schedule G or that may be listed as a single entry.

The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda, and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed thereon shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed thereon. In some cases, the same supplier or provider appears multiple

times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider.

**Schedule H.** Although there are multiple beneficial holders of the Debtors' prepetition debt, only the administrative agents and indenture trustees have been listed on Schedule H.

### **Specific Disclosures with Respect to the Debtors' Statements**

**Statement 3.** In Statement 3, disbursements made on account of multiple invoices may be reflected as a single payment.

All disbursements listed in Statement 3 are made through the Debtors' cash management system, more fully described in the Cash Management Motion. Dates listed in Statement 3 reflect the dates upon which the Debtor transferred funds to the relevant payee or disbursing agent except for those made to (a) insiders or other Debtors (which transfer appear in response to Question 4) and (b) bankruptcy professionals (which transfers appear in response to Question 11).

**Statement 4.** Payments made to individual insiders have been reported in aggregate amounts by basis of distribution. Such payments reflect expense reimbursements paid directly to the individual insider, and do not include business expenses incurred by the individual insider when paid directly by the company to a third party, including under corporate card programs. Benefit amounts attributed to insider are based on employer costs on a per employee basis and do not necessarily reflect the employer cost incurred for each employee.

Transfers of cash or assets are listed on a transfer basis between Debtors or between a Debtor and a non-Debtor affiliate. Intercompany payable and receivable balances as of the Petition Date can be found on Schedule E/F and Schedule AB.

**Statement 10.** Material losses covered by the Debtors' insurance policies are reported in Statement 10. Other de minimis losses may not be listed.

**Statement 13.** In the ordinary course of business, the Debtors may obtain customer employee's email addresses and phone numbers.

**Statement 26d.** In the ordinary course of business, the Debtors may be required to produce financial statements that may not be part of a public filing to establish relationships with customers and vendors. The debtors do not maintain complete lists or other records tracking such disclosures. Therefore, the Debtors may not have provided full lists of these parties in their response to SOFA 26.

**Statement 28.** Ownership interests listed in Statement 28 reflect direct interest held.

*[Remainder of page intentionally left blank]*

**Fill in this information to identify the case:**Debtor name Hi-Crush PODS LLCUnited States Bankruptcy Court for the: Southern District of TexasCase number (If known): 20-33507 (DRJ)☐ Check if this is an amended filing**Official Form 206Sum****Summary of Assets and Liabilities for Non-Individuals**

12/15

**Part 1: Summary of Assets****1. Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B* .....\$ 0.00**1b. Total personal property:**Copy line 91A from *Schedule A/B* .....\$ 252,525.00  
+ undetermined amounts**1c. Total of all property:**Copy line 92 from *Schedule A/B* .....\$ 252,525.00  
+ undetermined amounts**Part 2: Summary of Liabilities****2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D* .....\$ 0.00  
+ undetermined amounts**3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 5a of *Schedule E/F* .....\$ 0.00**3b. Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F* .....+ \$ 510,469,840.87**4. Total liabilities** .....

Lines 2 + 3a + 3b

\$ 510,469,840.87  
+ undetermined amounts



**Fill in this information to identify the case:**Debtor name Hi-Crush PODS LLCUnited States Bankruptcy Court for the: Southern District of TexasCase number (if known): 20-33507 (DRJ)☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets — Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

**Part 1: Cash and cash equivalents****1. Does the debtor have any cash or cash equivalents?**

- ☒ No. Go to Part 2.  
☐ Yes. Fill in the information below.

**All cash or cash equivalents owned or controlled by the debtor****Current value of debtor's interest****2. Cash on hand**

\$ \_\_\_\_\_

**3. Checking, savings, money market, or financial brokerage accounts** *(Identify all)*

Name of institution (bank or brokerage firm) Type of account Last 4 digits of account number

3.1. \_\_\_\_\_ \$ \_\_\_\_\_  
 3.2. \_\_\_\_\_ \$ \_\_\_\_\_

**4. Other cash equivalents** *(Identify all)*

4.1. \_\_\_\_\_ \$ \_\_\_\_\_  
 4.2. \_\_\_\_\_ \$ \_\_\_\_\_

**5. Total of Part 1**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$ 0.00

**Part 2: Deposits and prepayments****6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.  
☐ Yes. Fill in the information below.

**Current value of debtor's interest****7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit

7.1. \_\_\_\_\_ \$ \_\_\_\_\_  
 7.2. \_\_\_\_\_ \$ \_\_\_\_\_

Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)**8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

8.1. \_\_\_\_\_ \$ \_\_\_\_\_

8.2. \_\_\_\_\_ \$ \_\_\_\_\_

**9. Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$ 0.00

**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?**☒ No. Go to Part 4.☐ Yes. Fill in the information below.**Current value of debtor's interest****11. Accounts receivable**11a. 90 days old or less: \_\_\_\_\_ = ..... → \$ \_\_\_\_\_  
face amount doubtful or uncollectible accounts11b. Over 90 days old: \_\_\_\_\_ = ..... → \$ \_\_\_\_\_  
face amount doubtful or uncollectible accounts**12. Total of Part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ 0.00

**Part 4: Investments****13. Does the debtor own any investments?**☐ No. Go to Part 5.☒ Yes. Fill in the information below.**Valuation method used for current value****Current value of debtor's interest****14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1. None \_\_\_\_\_ \$ 0.00

14.2. \_\_\_\_\_ \$ \_\_\_\_\_

**15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**

Name of entity:

% of ownership:

15.1. See Attached Rider \_\_\_\_\_ % \_\_\_\_\_ \$ 0.00

15.2. \_\_\_\_\_ % \_\_\_\_\_ \$ + undetermined amounts

**16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**

Describe:

16.1. None \_\_\_\_\_ \$ 0.00

16.2. \_\_\_\_\_ \$ \_\_\_\_\_

**17. Total of Part 4**

Add lines 14 through 16. Copy the total to line 83.

\$ 0.00  
+ undetermined amounts

Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)**Part 5: Inventory, excluding agriculture assets**

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☒ No. Go to Part 6.
- ☐ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
20. Work in progress				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
21. Finished goods, including goods held for resale				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
22. Other inventory or supplies				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
23. Total of Part 5				\$ 0.00
Add lines 19 through 22. Copy the total to line 84.				

24. Is any of the property listed in Part 5 perishable?

- ☐ No
- ☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☐ No
- ☐ Yes. Book value \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \_\_\_\_\_

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested			
_____	\$ _____	_____	\$ _____
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish			
_____	\$ _____	_____	\$ _____
30. Farm machinery and equipment (Other than titled motor vehicles)			
_____	\$ _____	_____	\$ _____
31. Farm and fishing supplies, chemicals, and feed			
_____	\$ _____	_____	\$ _____
32. Other farming and fishing-related property not already listed in Part 6			
_____	\$ _____	_____	\$ _____

Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)33. **Total of Part 6.**

Add lines 28 through 32. Copy the total to line 85.

\$ 0.0034. **Is the debtor a member of an agricultural cooperative?**

- ☐ No
- ☐ Yes. Is any of the debtor's property stored at the cooperative?
- ☐ No
- ☐ Yes

35. **Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**

- ☐ No
- ☐ Yes. Book value \$ \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \$ \_\_\_\_\_

36. **Is a depreciation schedule available for any of the property listed in Part 6?**

- ☐ No
- ☐ Yes

37. **Has any of the property listed in Part 6 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

**Part 7: Office furniture, fixtures, and equipment; and collectibles**38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☒ No. Go to Part 8.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. <b>Office furniture</b>			
_____	\$ _____	_____	\$ _____
40. <b>Office fixtures</b>			
_____	\$ _____	_____	\$ _____
41. <b>Office equipment, including all computer equipment and communication systems equipment and software</b>			
_____	\$ _____	_____	\$ _____
42. <b>Collectibles</b> <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1 _____	\$ _____	_____	\$ _____
42.2 _____	\$ _____	_____	\$ _____
42.3 _____	\$ _____	_____	\$ _____

43. **Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$ 0.0044. **Is a depreciation schedule available for any of the property listed in Part 7?**

- ☐ No
- ☐ Yes

45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)**Part 8: Machinery, equipment, and vehicles****46. Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
<b>47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles</b>			
47.1 _____	\$ _____	_____	\$ _____
47.2 _____	\$ _____	_____	\$ _____
47.3 _____	\$ _____	_____	\$ _____
47.4 _____	\$ _____	_____	\$ _____
<b>48. Watercraft, trailers, motors, and related accessories</b> Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels			
48.1 _____	\$ _____	_____	\$ _____
48.2 _____	\$ _____	_____	\$ _____
<b>49. Aircraft and accessories</b>			
49.1 _____	\$ _____	_____	\$ _____
49.2 _____	\$ _____	_____	\$ _____
<b>50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)</b>			
_____	\$ _____	_____	\$ _____
<b>51. Total of Part 8.</b> Add lines 47 through 50. Copy the total to line 87.			\$ <u>0.00</u>

**52. Is a depreciation schedule available for any of the property listed in Part 8?**

- ☐ No
- ☐ Yes

**53. Has any of the property listed in Part 8 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes



Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)**Part 9: Real property**

## 54. Does the debtor own or lease any real property?

☒ No. Go to Part 10.☐ Yes. Fill in the information below.

## 55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 _____	_____	\$ _____	_____	\$ _____
55.2 _____	_____	\$ _____	_____	\$ _____
55.3 _____	_____	\$ _____	_____	\$ _____
55.4 _____	_____	\$ _____	_____	\$ _____
55.5 _____	_____	\$ _____	_____	\$ _____
55.6 _____	_____	\$ _____	_____	\$ _____

## 56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ \_\_\_\_\_ 0.00

## 57. Is a depreciation schedule available for any of the property listed in Part 9?

☐ No☐ Yes

## 58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

☐ No☐ Yes**Part 10: Intangibles and intellectual property**

## 59. Does the debtor have any interests in intangibles or intellectual property?

☒ No. Go to Part 11.☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets _____	\$ _____	_____	\$ _____
61. Internet domain names and websites _____	\$ _____	_____	\$ _____
62. Licenses, franchises, and royalties _____	\$ _____	_____	\$ _____
63. Customer lists, mailing lists, or other compilations _____	\$ _____	_____	\$ _____
64. Other intangibles, or intellectual property _____	\$ _____	_____	\$ _____
65. Goodwill _____	\$ _____	_____	\$ _____

## 66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$ \_\_\_\_\_ 0.00



Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☐ No  
☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☐ No  
☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☐ No  
☐ Yes

**Part 11: All other assets**

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.  
☒ Yes. Fill in the information below.

**Current value of  
debtor's interest**

71. Notes receivable

Description (include name of obligor)

None	_____	—	_____	= →	\$ _____	0.00
	Total face amount		doubtful or uncollectible amount			

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

See Global Notes	_____	Tax year _____	\$ _____	Undetermined
_____	_____	Tax year _____	\$ _____	
_____	_____	Tax year _____	\$ _____	

73. Interests in insurance policies or annuities

See Attached Rider	_____	\$ _____	0.00
		+ undetermined amounts	

74. Causes of action against third parties (whether or not a lawsuit has been filed)

None	_____	\$ _____	0.00
------	-------	----------	------

Nature of claim \_\_\_\_\_

Amount requested \$ \_\_\_\_\_

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

None	_____	\$ _____	0.00
------	-------	----------	------

Nature of claim \_\_\_\_\_

Amount requested \$ \_\_\_\_\_

76. Trusts, equitable or future interests in property

None	_____	\$ _____	0.00
------	-------	----------	------

77. Other property of any kind not already listed Examples: Season tickets, country club membership

Net Inter-Co Receivable Hi-Crush LMS LLC	_____	\$ _____	252,525.00
_____	_____	\$ _____	

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$ _____	252,525.00
	+ undetermined amounts

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☒ No  
☐ Yes

Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. <b>Cash, cash equivalents, and financial assets.</b> <i>Copy line 5, Part 1.</i>	\$ 0.00	
81. <b>Deposits and prepayments.</b> <i>Copy line 9, Part 2.</i>	\$ 0.00	
82. <b>Accounts receivable.</b> <i>Copy line 12, Part 3.</i>	\$ 0.00	
83. <b>Investments.</b> <i>Copy line 17, Part 4.</i>	\$ 0.00 + undetermined amounts	
84. <b>Inventory.</b> <i>Copy line 23, Part 5.</i>	\$ 0.00	
85. <b>Farming and fishing-related assets.</b> <i>Copy line 33, Part 6.</i>	\$ 0.00	
86. <b>Office furniture, fixtures, and equipment; and collectibles.</b> <i>Copy line 43, Part 7.</i>	\$ 0.00	
87. <b>Machinery, equipment, and vehicles.</b> <i>Copy line 51, Part 8.</i>	\$ 0.00	
88. <b>Real property.</b> <i>Copy line 56, Part 9.</i> →		\$ 0.00
89. <b>Intangibles and intellectual property.</b> <i>Copy line 66, Part 10.</i>	\$ 0.00	
90. <b>All other assets.</b> <i>Copy line 78, Part 11.</i>	+ \$ 252,525.00 + undetermined amounts	
91. <b>Total.</b> Add lines 80 through 90 for each column. .... 91a.	\$ 252,525.00 + undetermined amounts	+ 91b. \$ 0.00
92. <b>Total of all property on Schedule A/B.</b> Lines 91a + 91b = 92. ....		\$ 252,525.00 + undetermined amounts

Debtor Name: Hi-Crush PODS LLC

Case Number: 20-33507 (DRJ)

**Assets - Real and Personal Property**

**Part 4, Question 15:** Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of Entity	% of ownership	Valuation method used for current value	Current value of debtor's interest
BulkTracer Holdings LLC	100%	N/A	Undetermined
Pronghorn Logistics Holdings, LLC	100%	N/A	Undetermined
Proppant Express Solutions, LLC	40%	N/A	Undetermined
		<b>TOTAL</b>	<b>\$0.00</b> <b>+ undetermined amounts</b>

Debtor Name: Hi-Crush PODS LLC

Case Number: 20-33507 (DRJ)

**Assets - Real and Personal Property****Part 11, Question 73:** Interests in insurance policies or annuities

Description	Policy type	Policy number	Current value of debtor's interest
ACE American Insurance Company (STARR Tech)	Commercial Property	NY8213047	Undetermined
Admiral Insurance Company	Professional Liability (Software)	EO000048283-02	Undetermined
Allied World Assurance Co (US)	D&O - \$10 xs \$10	0307-7708	Undetermined
Allied World Assurance Co (US)	Excess D&O Runoff	0307-7708	Undetermined
Federal Insurance Company	Employment Practices Liability and Fiduciary Liability	8242-2422	Undetermined
Great American Assurance Company	1st Layer Excess Liability	EXC2276723	Undetermined
Illinois National Insurance Co.	D&O Runoff	01-660-45-62	Undetermined
Illinois National Insurance Co.	Directors & Officers	01-660-45-62	Undetermined
Ironshore Specialty Insurance Company	General Liability	3205403	Undetermined
Ironshore Specialty Insurance Company	Umbrella Liability	3205503	Undetermined
National Union Fire Insurance Co	Contractors Risk	01-693-61-86	Undetermined
National Union Fire Insurance Co	D&O - Side A - \$10 xs \$40	01-686-21-64	Undetermined
National Union Fire Insurance Co	D&O - Side A Runoff	01-686-21-64	Undetermined
Starr Indemnity	Workers Compensation	1000001923 06	Undetermined
Starr Indemnity & Liability	Commercial Auto	SISIPCA08237718	Undetermined
Starr Indemnity & Liability	Inland Marine	ITN100065015420	Undetermined
Underwriters at Lloyd's	2nd Layer Excess Liability	B0180ME2018869	Undetermined
Underwriters at Lloyd's	2nd Layer Excess Liability	B0180ME2020799	Undetermined
Various Lloyd's Syndicates	Cyber Liability	ASJ20H009072	Undetermined
Various Lloyd's Syndicates, London	Cyber Liability	B0180PH2002736	Undetermined
XL Specialty Insurance Company	D&O - \$10 xs \$20	ELU 163238-19	Undetermined
XL Specialty Insurance Company	Excess D&O Runoff	ELU163238-19	Undetermined
Zurich American Insurance Co	Excess D&O Runoff	DOC 0177767-05	Undetermined
Zurich American Insurance Co	D&O - \$10 xs \$30	DOC 0177767-05	Undetermined
		<b>TOTAL</b>	<b>\$0.00</b> <b>+ undetermined amounts</b>

**Fill in this information to identify the case:**Debtor name Hi-Crush PODS LLCUnited States Bankruptcy Court for the: Southern District of TexasCase number (If known): 20-33507 (DRJ)☐ Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property**

12/15

Be as complete and accurate as possible.

**1. Do any creditors have claims secured by debtor's property?**

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

**Part 1: List Creditors Who Have Secured Claims****2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.*Column A***Amount of claim**

Do not deduct the value of collateral.

*Column B***Value of collateral that supports this claim****2.1 Creditor's name**

JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT

**Creditor's mailing address**ATTN: ANDREW G. RAY  
2200 ROSS AVENUE, 9TH FLOOR  
DALLAS, TX 75201**Creditor's email address, if known**  
andrew.g.ray@jpmorgan.com**Date debt was incurred** Undetermined**Last 4 digits of account number****Do multiple creditors have an interest in the same property?**

- ☐ No
- ☒ Yes. Specify each creditor, including this creditor, and its relative priority.

See Schedule D Disclosure in Global Notes

**Describe debtor's property that is subject to a lien**

All assets of the Debtor pursuant to the ABL Credit Agreement, dated August 1, 2018

\$ Undetermined

\$ Undetermined

**Describe the lien**

In connection with Letter of Credit #: SBFTX300168, ZB, N.A. dba Amegy Bank as Issuing Bank, in the amount of \$279,250.00 for the benefit of Eau Claire County, WI Land Conservation Department

**Is the creditor an insider or related party?**

- ☒ No
- ☐ Yes

**Is anyone else liable on this claim?**

- ☐ No
- ☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

**As of the petition filing date, the claim is:**

Check all that apply.

- ☒ Contingent
- ☒ Unliquidated
- ☐ Disputed

**2.2 Creditor's name**

JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT

**Creditor's mailing address**ATTN: ANDREW G. RAY  
2200 ROSS AVENUE, 9TH FLOOR  
DALLAS, TX 75201**Creditor's email address, if known**  
andrew.g.ray@jpmorgan.com**Date debt was incurred** Undetermined**Last 4 digits of account number****Do multiple creditors have an interest in the same property?**

- ☐ No
- ☒ Yes. Have you already specified the relative priority?
- ☒ No. Specify each creditor, including this creditor, and its relative priority.

See Schedule D Disclosure in Global Notes

- ☐ Yes. The relative priority of creditors is specified on lines

**Describe debtor's property that is subject to a lien**

All assets of the Debtor pursuant to the ABL Credit Agreement, dated August 1, 2018

\$ Undetermined

\$ Undetermined

**Describe the lien**

In connection with Letter of Credit #: SBFTX300172, ZB, N.A. dba Amegy Bank as Issuing Bank, in the amount of \$530,694.13 for the benefit of Monroe County Land Conservation Department

**Is the creditor an insider or related party?**

- ☒ No
- ☐ Yes

**Is anyone else liable on this claim?**

- ☐ No
- ☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

**As of the petition filing date, the claim is:**

Check all that apply.

- ☒ Contingent
- ☒ Unliquidated
- ☐ Disputed

**3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.**\$ 0.00  
+ undetermined amounts

Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)**Part 1: Additional Page**Column A  
**Amount of claim**  
Do not deduct the  
value of collateralColumn B  
**Value of collateral  
that supports this  
claim****Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.**

<p><b>2.3 Creditor's name</b> JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT</p> <p><b>Creditor's mailing address</b> ATTN: ANDREW G. RAY 2200 ROSS AVENUE, 9TH FLOOR DALLAS, TX 75201</p> <p><b>Creditor's email address, if known</b> andrew.g.ray@jpmorgan.com</p> <p><b>Date debt was incurred</b> Undetermined <b>Last 4 digits of account number</b></p> <p><b>Do multiple creditors have an interest in the same property?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?  <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. See Schedule D Disclosure in Global</p> <p>Notes</p> <p><input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p><b>Describe debtor's property that is subject to a lien</b> All assets of the Debtor pursuant to the ABL Credit Agreement, dated August 1, 2018</p> <p><b>Describe the lien</b> In connection with Letter of Credit #: SBFTX300191, ZB, N.A. dba Amegy Bank as Issuing Bank, in the amount of \$230,000.00 for the benefit of Town of Bridge Creek</p> <p><b>Is the creditor an insider or related party?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p><b>Is anyone else liable on this claim?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p><b>As of the petition date, the claim is:</b> Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$ <u>Undetermined</u>	\$ <u>Undetermined</u>
<p><b>2.4 Creditor's name</b> JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT</p> <p><b>Creditor's mailing address</b> ATTN: ANDREW G. RAY 2200 ROSS AVENUE, 9TH FLOOR DALLAS, TX 75201</p> <p><b>Creditor's email address, if known</b> andrew.g.ray@jpmorgan.com</p> <p><b>Date debt was incurred</b> Undetermined <b>Last 4 digits of account number</b></p> <p><b>Do multiple creditors have an interest in the same property?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?  <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. See Schedule D Disclosure in Global</p> <p>Notes</p> <p><input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p><b>Describe debtor's property that is subject to a lien</b> All assets of the Debtor pursuant to the ABL Credit Agreement, dated August 1, 2018</p> <p><b>Describe the lien</b> In connection with Letter of Credit #: SBFTX300192, ZB, N.A. dba Amegy Bank as Issuing Bank, in the amount of \$150,000.00 for the benefit of Paddock Farms Limited Partnership</p> <p><b>Is the creditor an insider or related party?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p><b>Is anyone else liable on this claim?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p><b>As of the petition date, the claim is:</b> Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$ <u>Undetermined</u>	\$ <u>Undetermined</u>



Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)**Part 1:****Additional Page**Column A  
**Amount of claim**  
Do not deduct the  
value of collateralColumn B  
**Value of collateral  
that supports this  
claim****Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.**

<p><b>2.5 Creditor's name</b> JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT</p> <p><b>Creditor's mailing address</b> ATTN: ANDREW G. RAY 2200 ROSS AVENUE, 9TH FLOOR DALLAS, TX 75201</p> <p><b>Creditor's email address, if known</b> andrew.g.ray@jpmorgan.com</p> <p><b>Date debt was incurred</b> Undetermined <b>Last 4 digits of account number</b></p> <p><b>Do multiple creditors have an interest in the same property?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?  <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. See Schedule D Disclosure in Global Notes  <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p><b>Describe debtor's property that is subject to a lien</b> All assets of the Debtor pursuant to the ABL Credit Agreement, dated August 1, 2018</p> <p><b>Describe the lien</b> In connection with Letter of Credit #: SBFTX300216, ZB, N.A. dba Amegy Bank as Issuing Bank, in the amount of \$867,124.00 for the benefit of County of Eau Claire, WI</p> <p><b>Is the creditor an insider or related party?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p><b>Is anyone else liable on this claim?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p><b>As of the petition date, the claim is:</b> Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$ Undetermined	\$ Undetermined
<p><b>2.6 Creditor's name</b> JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT</p> <p><b>Creditor's mailing address</b> ATTN: ANDREW G. RAY 2200 ROSS AVENUE, 9TH FLOOR DALLAS, TX 75201</p> <p><b>Creditor's email address, if known</b> andrew.g.ray@jpmorgan.com</p> <p><b>Date debt was incurred</b> Undetermined <b>Last 4 digits of account number</b></p> <p><b>Do multiple creditors have an interest in the same property?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?  <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. See Schedule D Disclosure in Global Notes  <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p><b>Describe debtor's property that is subject to a lien</b> All assets of the Debtor pursuant to the ABL Credit Agreement, dated August 1, 2018</p> <p><b>Describe the lien</b> In connection with Letter of Credit #: SBFTX302772, ZB, N.A. dba Amegy Bank as Issuing Bank, in the amount of \$250,000.00 for the benefit of City of Augusta c/o County Clerk</p> <p><b>Is the creditor an insider or related party?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p><b>Is anyone else liable on this claim?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p><b>As of the petition date, the claim is:</b> Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$ Undetermined	\$ Undetermined

Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)**Part 1:****Additional Page**Column A  
**Amount of claim**  
Do not deduct the  
value of collateralColumn B  
**Value of collateral  
that supports this  
claim****Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.**

<b>2.7</b> <b>Creditor's name</b> JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT  <b>Creditor's mailing address</b> ATTN: ANDREW G. RAY 2200 ROSS AVENUE, 9TH FLOOR DALLAS, TX 75201  <b>Creditor's email address, if known</b> andrew.g.ray@jpmorgan.com  <b>Date debt was incurred</b> Undetermined <b>Last 4 digits of account number</b>   <b>Do multiple creditors have an interest in the same property?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?  <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. See Schedule D Disclosure in Global Notes  <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines	<b>Describe debtor's property that is subject to a lien</b> All assets of the Debtor pursuant to the ABL Credit Agreement, dated August 1, 2018  <b>Describe the lien</b> In connection with Letter of Credit #: SBFTX301898, ZB, N.A. dba Amegy Bank as Issuing Bank, in the amount of \$152,490.00 for the benefit of Bond Safeguard Insurance Company/ Lexion Insurance Company  <b>Is the creditor an insider or related party?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes  <b>Is anyone else liable on this claim?</b>  <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)  <b>As of the petition date, the claim is:</b> Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ Undetermined	\$ Undetermined
<b>2.8</b> <b>Creditor's name</b> JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT  <b>Creditor's mailing address</b> ATTN: ANDREW G. RAY 2200 ROSS AVENUE, 9TH FLOOR DALLAS, TX 75201  <b>Creditor's email address, if known</b> andrew.g.ray@jpmorgan.com  <b>Date debt was incurred</b> Undetermined <b>Last 4 digits of account number</b>   <b>Do multiple creditors have an interest in the same property?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?  <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. See Schedule D Disclosure in Global Notes  <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines	<b>Describe debtor's property that is subject to a lien</b> All assets of the Debtor pursuant to the ABL Credit Agreement, dated August 1, 2018  <b>Describe the lien</b> In connection with Letter of Credit #: SBFTX30072, ZB, N.A. dba Amegy Bank as Issuing Bank, in the amount of \$970,000.00 for the benefit of Monroe County Land Conservation Department  <b>Is the creditor an insider or related party?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes  <b>Is anyone else liable on this claim?</b>  <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)  <b>As of the petition date, the claim is:</b> Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ Undetermined	\$ Undetermined

Debtor Hi-Crush PODS LLC  
Name

Case number (if known) 20-33507 (DRJ)

**Part 1: Additional Page**Column A  
**Amount of claim**  
Do not deduct the  
value of collateralColumn B  
**Value of collateral  
that supports this  
claim****Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.**

<p><b>2.9 Creditor's name</b> JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT</p> <p><b>Creditor's mailing address</b> ATTN: ANDREW G. RAY 2200 ROSS AVENUE, 9TH FLOOR DALLAS, TX 75201</p> <p><b>Creditor's email address, if known</b> andrew.g.ray@jpmorgan.com</p> <p><b>Date debt was incurred</b> Undetermined <b>Last 4 digits of account number</b></p> <p><b>Do multiple creditors have an interest in the same property?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?  <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. See Schedule D Disclosure in Global Notes  <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p><b>Describe debtor's property that is subject to a lien</b> All assets of the Debtor pursuant to the ABL Credit Agreement, dated August 1, 2018</p> <p><b>Describe the lien</b> In connection with Letter of Credit #: SBFTX301768, ZB, N.A. dba Amegy Bank as Issuing Bank, in the amount of \$686,250.00 for the benefit of Bond Safeguard Insurance Company/ Lexion Insurance Company</p> <p><b>Is the creditor an insider or related party?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p><b>Is anyone else liable on this claim?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p><b>As of the petition date, the claim is:</b> Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$ Undetermined	\$ Undetermined
<p><b>2.10 Creditor's name</b> JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT</p> <p><b>Creditor's mailing address</b> ATTN: ANDREW G. RAY 2200 ROSS AVENUE, 9TH FLOOR DALLAS, TX 75201</p> <p><b>Creditor's email address, if known</b> andrew.g.ray@jpmorgan.com</p> <p><b>Date debt was incurred</b> Undetermined <b>Last 4 digits of account number</b></p> <p><b>Do multiple creditors have an interest in the same property?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?  <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. See Schedule D Disclosure in Global Notes  <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p><b>Describe debtor's property that is subject to a lien</b> All assets of the Debtor pursuant to the ABL Credit Agreement, dated August 1, 2018</p> <p><b>Describe the lien</b> In connection with Letter of Credit #: SBFTX300731, ZB, N.A. dba Amegy Bank as Issuing Bank, in the amount of \$760,993.00 for the benefit of Eau Claire County, WI</p> <p><b>Is the creditor an insider or related party?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p><b>Is anyone else liable on this claim?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p><b>As of the petition date, the claim is:</b> Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$ Undetermined	\$ Undetermined

Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)**Part 1: Additional Page**Column A  
**Amount of claim**  
Do not deduct the  
value of collateralColumn B  
**Value of collateral  
that supports this  
claim****Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.**

<p><b>2.11 Creditor's name</b> JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT</p> <p><b>Creditor's mailing address</b> ATTN: ANDREW G. RAY 2200 ROSS AVENUE, 9TH FLOOR DALLAS, TX 75201</p> <p><b>Creditor's email address, if known</b> andrew.g.ray@jpmorgan.com</p> <p><b>Date debt was incurred</b> Undetermined <b>Last 4 digits of account number</b></p> <p><b>Do multiple creditors have an interest in the same property?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?  <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. See Schedule D Disclosure in Global Notes  <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p><b>Describe debtor's property that is subject to a lien</b> All assets of the Debtor pursuant to the ABL Credit Agreement, dated August 1, 2018</p> <p><b>Describe the lien</b> In connection with Letter of Credit #: SBFTX301111, ZB, N.A. dba Amegy Bank as Issuing Bank, in the amount of \$921,202.44 for the benefit of County of Eau Claire Planning and Development</p> <p><b>Is the creditor an insider or related party?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p><b>Is anyone else liable on this claim?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p><b>As of the petition date, the claim is:</b> Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$ Undetermined	\$ Undetermined
<p><b>2.12 Creditor's name</b> JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT</p> <p><b>Creditor's mailing address</b> ATTN: ANDREW G. RAY 2200 ROSS AVENUE, 9TH FLOOR DALLAS, TX 75201</p> <p><b>Creditor's email address, if known</b> andrew.g.ray@jpmorgan.com</p> <p><b>Date debt was incurred</b> Undetermined <b>Last 4 digits of account number</b></p> <p><b>Do multiple creditors have an interest in the same property?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?  <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. See Schedule D Disclosure in Global Notes  <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p><b>Describe debtor's property that is subject to a lien</b> All assets of the Debtor pursuant to the ABL Credit Agreement, dated August 1, 2018</p> <p><b>Describe the lien</b> In connection with Letter of Credit #: SBFTX300544, ZB, N.A. dba Amegy Bank as Issuing Bank, in the amount of \$10,500,000.00 for the benefit of City of Whitehall</p> <p><b>Is the creditor an insider or related party?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p><b>Is anyone else liable on this claim?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p><b>As of the petition date, the claim is:</b> Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$ Undetermined	\$ Undetermined

Debtor Hi-Crush PODS LLC  
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**Amount of claim**  
Do not deduct the  
value of collateralColumn B  
**Value of collateral  
that supports this  
claim****Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.**

<p><b>2.13 Creditor's name</b> JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT</p> <p><b>Creditor's mailing address</b> ATTN: ANDREW G. RAY 2200 ROSS AVENUE, 9TH FLOOR DALLAS, TX 75201</p> <p><b>Creditor's email address, if known</b> andrew.g.ray@jpmorgan.com</p> <p><b>Date debt was incurred</b> Undetermined <b>Last 4 digits of account number</b></p> <p><b>Do multiple creditors have an interest in the same property?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?  <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. See Schedule D Disclosure in Global Notes  <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p><b>Describe debtor's property that is subject to a lien</b> All assets of the Debtor pursuant to the ABL Credit Agreement, dated August 1, 2018</p> <p><b>Describe the lien</b> In connection with Letter of Credit #: SBFTX300545, ZB, N.A. dba Amegy Bank as Issuing Bank, in the amount of \$1,650,000.00 for the benefit of City of Independence</p> <p><b>Is the creditor an insider or related party?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p><b>Is anyone else liable on this claim?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p><b>As of the petition date, the claim is:</b> Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$ Undetermined	\$ Undetermined
<p><b>2.14 Creditor's name</b> JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT</p> <p><b>Creditor's mailing address</b> ATTN: ANDREW G. RAY 2200 ROSS AVENUE, 9TH FLOOR DALLAS, TX 75201</p> <p><b>Creditor's email address, if known</b> andrew.g.ray@jpmorgan.com</p> <p><b>Date debt was incurred</b> Undetermined <b>Last 4 digits of account number</b></p> <p><b>Do multiple creditors have an interest in the same property?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?  <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. See Schedule D Disclosure in Global Notes  <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p><b>Describe debtor's property that is subject to a lien</b> All assets of the Debtor pursuant to the ABL Credit Agreement, dated August 1, 2018</p> <p><b>Describe the lien</b> In connection with Letter of Credit #: SBFTX302338, ZB, N.A. dba Amegy Bank as Issuing Bank, in the amount of \$487,500.00 for the benefit of Bond Safeguard Insurance Company/ Lexion Insurance Company</p> <p><b>Is the creditor an insider or related party?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p><b>Is anyone else liable on this claim?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p><b>As of the petition date, the claim is:</b> Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$ Undetermined	\$ Undetermined

Debtor Hi-Crush PODS LLC  
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**Amount of claim**  
Do not deduct the  
value of collateralColumn B  
**Value of collateral  
that supports this  
claim****Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.**

<p><b>2.15 Creditor's name</b> JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT</p> <p><b>Creditor's mailing address</b> ATTN: ANDREW G. RAY 2200 ROSS AVENUE, 9TH FLOOR DALLAS, TX 75201</p> <p><b>Creditor's email address, if known</b> andrew.g.ray@jpmorgan.com</p> <p><b>Date debt was incurred</b> Undetermined <b>Last 4 digits of account number</b></p> <p><b>Do multiple creditors have an interest in the same property?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?  <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. See Schedule D Disclosure in Global Notes  <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p><b>Describe debtor's property that is subject to a lien</b> All assets of the Debtor pursuant to the ABL Credit Agreement, dated August 1, 2018</p> <p><b>Describe the lien</b> In connection with Letter of Credit #: SBFTX302406, ZB, N.A. dba Amegy Bank as Issuing Bank, in the amount of \$220,287.54 for the benefit of Bond Safeguard Insurance Company/ Lexion Insurance Company</p> <p><b>Is the creditor an insider or related party?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p><b>Is anyone else liable on this claim?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p><b>As of the petition date, the claim is:</b> Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$ Undetermined	\$ Undetermined
<p><b>2.16 Creditor's name</b> JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT</p> <p><b>Creditor's mailing address</b> ATTN: ANDREW G. RAY 2200 ROSS AVENUE, 9TH FLOOR DALLAS, TX 75201</p> <p><b>Creditor's email address, if known</b> andrew.g.ray@jpmorgan.com</p> <p><b>Date debt was incurred</b> Undetermined <b>Last 4 digits of account number</b></p> <p><b>Do multiple creditors have an interest in the same property?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?  <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. See Schedule D Disclosure in Global Notes  <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p><b>Describe debtor's property that is subject to a lien</b> All assets of the Debtor pursuant to the ABL Credit Agreement, dated August 1, 2018</p> <p><b>Describe the lien</b> In connection with Letter of Credit #: SBFTX302444, ZB, N.A. dba Amegy Bank as Issuing Bank, in the amount of \$46,250.00 for the benefit of Bond Safeguard Insurance Company/ Lexion Insurance Company</p> <p><b>Is the creditor an insider or related party?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p><b>Is anyone else liable on this claim?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p><b>As of the petition date, the claim is:</b> Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$ Undetermined	\$ Undetermined



Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)**Part 1:****Additional Page**Column A  
**Amount of claim**  
Do not deduct the  
value of collateralColumn B  
**Value of collateral  
that supports this  
claim****Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.**

<p><b>2.17 Creditor's name</b> JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT</p> <p><b>Creditor's mailing address</b> ATTN: ANDREW G. RAY 2200 ROSS AVENUE, 9TH FLOOR DALLAS, TX 75201</p> <p><b>Creditor's email address, if known</b> andrew.g.ray@jpmorgan.com</p> <p><b>Date debt was incurred</b> Undetermined <b>Last 4 digits of account number</b></p> <p><b>Do multiple creditors have an interest in the same property?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?  <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. See Schedule D Disclosure in Global Notes  <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p><b>Describe debtor's property that is subject to a lien</b> All assets of the Debtor pursuant to the ABL Credit Agreement, dated August 1, 2018</p> <p><b>Describe the lien</b> In connection with Letter of Credit #: SBFTX303088, ZB, N.A. dba Amegy Bank as Issuing Bank, in the amount of \$3,586,000.00 for the benefit of City of Blair</p> <p><b>Is the creditor an insider or related party?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p><b>Is anyone else liable on this claim?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p><b>As of the petition date, the claim is:</b> Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$ Undetermined	\$ Undetermined
<p><b>2.18 Creditor's name</b> JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT</p> <p><b>Creditor's mailing address</b> ATTN: ANDREW G. RAY 2200 ROSS AVENUE, 9TH FLOOR DALLAS, TX 75201</p> <p><b>Creditor's email address, if known</b> andrew.g.ray@jpmorgan.com</p> <p><b>Date debt was incurred</b> Undetermined <b>Last 4 digits of account number</b></p> <p><b>Do multiple creditors have an interest in the same property?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?  <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. See Schedule D Disclosure in Global Notes  <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p><b>Describe debtor's property that is subject to a lien</b> As provided in UCC financing statement #20185298829</p> <p><b>Describe the lien</b> ABL Credit Agreement, dated August 1, 2018 - UCC financing statement #20185298829</p> <p><b>Is the creditor an insider or related party?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p><b>Is anyone else liable on this claim?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p><b>As of the petition date, the claim is:</b> Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$ Undetermined	\$ Undetermined

Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)**Part 2: List Others to Be Notified for a Debt Already Listed in Part 1**

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no other need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
SIMPSON THATCHER 600 TRAVIS STREET, SUITE 5400 HOUSTON, TX 77002	Line 18	
SIMPSON THATCHER 900 G STREET, NW WASHINGTON, DC 20001	Line 18	
SIMPSON THATCHER 425 LEXINGTON AVENUE NEW YORK, NY 10017	Line 18	

**Fill in this information to identify the case:**

Debtor Hi-Crush PODS LLC

United States Bankruptcy Court for the: Southern District of Texas

Case number 20-33507 (DRJ)  
(If known)

☐ Check if this is an amended filing

**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

**Part 1: List All Creditors with PRIORITY Unsecured Claims**

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- ☒ No. Go to Part 2.
- ☐ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

Total claim

Priority amount

**2.1** Priority creditor's name and mailing address

As of the petition filing date, the claim is: \$ \_\_\_\_\_ \$ \_\_\_\_\_

Check all that apply.

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

Date or dates debt was incurred

Basis for the claim:

Last 4 digits of account number \_\_\_\_\_

Is the claim subject to offset?

- ☐ No
- ☐ Yes

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (\_\_\_\_)

**2.2** Priority creditor's name and mailing address

As of the petition filing date, the claim is: \$ \_\_\_\_\_ \$ \_\_\_\_\_

Check all that apply.

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

Date or dates debt was incurred

Basis for the claim:

Last 4 digits of account number \_\_\_\_\_

Is the claim subject to offset?

- ☐ No
- ☐ Yes

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (\_\_\_\_)

**2.3** Priority creditor's name and mailing address

As of the petition filing date, the claim is: \$ \_\_\_\_\_ \$ \_\_\_\_\_

Check all that apply.

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

Date or dates debt was incurred

Basis for the claim:

Last 4 digits of account number \_\_\_\_\_

Is the claim subject to offset?

- ☐ No
- ☐ Yes

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (\_\_\_\_)

Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
<b>3.1</b>	<b>Nonpriority creditor's name and mailing address</b> HI-CRUSH INC. 1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056  <b>Date or dates debt was incurred</b> <u>Various</u> <b>Last 4 digits of account number</b> <u>      </u>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> <u>Net Inter-Co Payable Hi-Crush Inc.</u>  <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
		\$ <u>10,281,924.28</u>
<b>3.2</b>	<b>Nonpriority creditor's name and mailing address</b> HI-CRUSH INVESTMENTS INC. 1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056  <b>Date or dates debt was incurred</b> <u>Various</u> <b>Last 4 digits of account number</b> <u>      </u>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> <u>Net Inter-Co Payable Hi-Crush Investments Inc.</u>  <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
		\$ <u>30,950,416.59</u>
<b>3.3</b>	<b>Nonpriority creditor's name and mailing address</b> U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE ATTN: CORPORATE TRUST 8 GREENWAY PLAZA, SUITE 1100 HOUSTON, TX 77046-0892  <b>Date or dates debt was incurred</b> <u>Undetermined</u> <b>Last 4 digits of account number</b> <u>      </u>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> <u>Guarantor of 9.5% Senior Notes Due 2026, dated August 1, 2018</u>  <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
		\$ <u>469,237,500.00</u>
<b>3.4</b>	<b>Nonpriority creditor's name and mailing address</b>   <b>Date or dates debt was incurred</b> <u>      </u> <b>Last 4 digits of account number</b> <u>      </u>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> <u>      </u>  <b>Is the claim subject to offset?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes
		\$ <u>      </u>
<b>3.5</b>	<b>Nonpriority creditor's name and mailing address</b>   <b>Date or dates debt was incurred</b> <u>      </u> <b>Last 4 digits of account number</b> <u>      </u>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> <u>      </u>  <b>Is the claim subject to offset?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes
		\$ <u>      </u>
<b>3.6</b>	<b>Nonpriority creditor's name and mailing address</b>   <b>Date or dates debt was incurred</b> <u>      </u> <b>Last 4 digits of account number</b> <u>      </u>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> <u>      </u>  <b>Is the claim subject to offset?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes
		\$ <u>      </u>

Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)**Part 3: List Others to Be Notified About Unsecured Claims**

**4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2.** Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
1 WALLER LANSDEN DORTCH & DAVIS, LLP 511 UNION STREET, SUITE 2700 NASHVILLE, TN 37219	Line 3 <input type="checkbox"/> Not listed. Explain _____	
2 WALLER LANSDEN DORTCH & DAVIS, LLP 100 CONGRESS AVENUE, SUITE 1800 AUSTIN, TX 78701	Line 3 <input type="checkbox"/> Not listed. Explain _____	

Debtor

Hi-Crush PODS LLC  
Name

Case number (if known) 20-33507 (DRJ)

**Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims****5. Add the amounts of priority and nonpriority unsecured claims.****Total of claim amounts**

5a. Total claims from Part 1

5a. \$ 0.00

5b. Total claims from Part 2

5b. + \$ 510,469,840.87

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

5c. \$ 510,469,840.87



**Fill in this information to identify the case:**Debtor name Hi-Crush PODS LLCUnited States Bankruptcy Court for the: Southern District of TexasCase number (If known): 20-33507 (DRJ) Chapter 11☐ Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases**

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

**1. Does the debtor have any executory contracts or unexpired leases?**☒ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.☐ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease****2.1**

State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

**2.2**

State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

**2.3**

State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

**2.4**

State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

**2.5**

State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

**Fill in this information to identify the case:**Debtor name Hi-Crush PODS LLCUnited States Bankruptcy Court for the Southern District of TexasCase number (If known): 20-33507 (DRJ)☐ Check if this is an amended filing**Official Form 206H****Schedule H: Codebtors****12/15****Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.****1. Does the debtor have any codebtors?**☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes

- 2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G.** Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

**Column 1: Codebtor****Column 2: Creditor****Name****Mailing address****Name***Check all schedules that apply:*
☒ D  
☐ E/F  
☐ G

☐ D  
☒ E/F  
☐ G

☒ D  
☐ E/F  
☐ G

☐ D  
☒ E/F  
☐ G

☒ D  
☐ E/F  
☐ G

☐ D  
☒ E/F  
☐ G

Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)**Additional Page if Debtor Has More Codebtors**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor			Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:	
2.7 Hi-Crush Proppants LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G	
2.8 Hi-Crush Proppants LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G	
2.9 FB Logistics, LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G	
2.10 FB Logistics, LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G	
2.11 OnCore Processing LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G	
2.12 OnCore Processing LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G	
2.13 Hi-Crush Augusta LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G	
2.14 Hi-Crush Augusta LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G	
2.15 Hi-Crush Whitehall LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G	
2.16 Hi-Crush Whitehall LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G	
2.17 Hi-Crush Canada Inc.	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G	

Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)**Additional Page if Debtor Has More Codebtors**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.18 Hi-Crush Canada Inc.	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.19 Hi-Crush Holdings LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.20 Hi-Crush Holdings LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.21 PDQ Properties LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.22 PDQ Properties LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.23 Hi-Crush Wyeville Operating LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.24 Hi-Crush Wyeville Operating LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.25 Hi-Crush Services LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.26 Hi-Crush Services LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.27 BulkTracer Holdings LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.28 BulkTracer Holdings LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G

Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)**Additional Page if Debtor Has More Codebtors**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.29 D & I Silica, LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.30 D & I Silica, LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.31 Hi-Crush Blair LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.32 Hi-Crush Blair LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.33 Pronghorn Logistics Holdings, LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.34 Pronghorn Logistics Holdings, LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.35 Hi-Crush LMS LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.36 Hi-Crush LMS LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.37 FB Industries USA Inc.	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.38 FB Industries USA Inc.	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.39 Hi-Crush Investments Inc.	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor Hi-Crush PODS LLC  
NameCase number (if known) 20-33507 (DRJ)**Additional Page if Debtor Has More Codebtors**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.40 Hi-Crush Investments Inc.	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.41 PropDispatch LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.42 PropDispatch LLC	1330 POST OAK BLVD. SUITE 600 HOUSTON, TX 77056UNITED STATES	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G



**Fill in this information to identify the case and this filing:**Debtor Name Hi-Crush PODS LLCUnited States Bankruptcy Court for the: Southern District of TexasCase number (If known): 20-33507 (DRJ)**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/11/2020  
MM / DD / YYYY

**X**/s/ J. Philip McCormick, Jr.

Signature of individual signing on behalf of debtor

J. Philip McCormick, Jr.  
Printed name

Chief Financial Officer  
Position or relationship to debtor