

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., *et al.*,¹ : Case No. 20-33495 (DRJ)
: :
Reorganized Debtors. : (Jointly Administered)
: :
----- X

CERTIFICATE OF NO OBJECTION REGARDING
ALVAREZ & MARSAL NORTH AMERICA, LLC'S FIRST AND
FINAL APPLICATION FOR ALLOWANCE AND PAYMENT OF
FEES AND EXPENSES AS FINANCIAL ADVISORS TO THE DEBTORS
FOR THE PERIOD OF JULY 13, 2020 THROUGH OCTOBER 9, 2020
[Relates to Docket No. 485]

Pursuant to the *Procedures for Complex Cases in the Southern District of Texas*, the undersigned counsel for the above-captioned reorganized debtors (collectively, the “**Reorganized Debtors**”) hereby certifies as follows:

1. On November 23, 2020, Alvarez & Marsal North America, LLC (“**A&M**”) filed *Alvarez & Marsal North America, LLC's First and Final Application for Allowance and Payment of Fees and Expenses as Financial Advisors to the Debtors for the Period of July 13, 2020 through October 9, 2020* (the “**Application**”) [Docket No. 485].

¹ The Reorganized Debtors in these cases, along with the last four digits of each Reorganized 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 Reorganized Debtors' address is 1330 Post Oak Blvd, Suite 600, Houston, Texas 77056.



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2. Objections to the Application were due on or before December 23, 2020 (the “**Objection Deadline**”). More than twenty-four (24) hours have passed since the Objection Deadline, and no objections to the Application have been filed on the Court’s docket. Additionally, counsel for the Reorganized Debtors did not receive any informal responses to the Application.

3. Accordingly, the Reorganized Debtors and A&M respectfully request entry of the proposed order attached hereto.

[Remainder of page left blank intentionally]

Signed: December 25, 2020

Respectfully Submitted,

/s/ Ashley L. Harper

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Counsel for the Reorganized Debtors

CERTIFICATE OF SERVICE

I certify that on December 25, 2020, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas on those parties registered to receive electronic notices.

/s/ Ashley L. Harper
Ashley L. Harper

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

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In re:	:	Chapter 11
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HI-CRUSH INC., <i>et al.</i> , ¹	:	Case No. 20-33495 (DRJ)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	Re: Docket No. 485

**ORDER GRANTING ALVAREZ & MARSAL NORTH AMERICA, LLC'S
FIRST AND FINAL APPLICATION FOR ALLOWANCE AND PAYMENT
OF FEES AND EXPENSES AS FINANCIAL ADVISORS TO THE DEBTORS
FOR THE PERIOD OF JULY 13, 2020 THROUGH OCTOBER 9, 2020**

Upon consideration of *Alvarez & Marsal North America, LLC's First and Final Application for Allowance and Payment of Fees and Expenses as Financial Advisors to the Debtors for the Period of July 13, 2020 Through October 9, 2020* (the "**Application**")² and the Court having reviewed the Application, the matters contained therein and exhibits thereto, and the Court finding and concluding that the professional fees and expenses incurred should be allowed and paid by the Debtors, it is hereby

ORDERED THAT:

1. Alvarez & Marsal North America, LLC is awarded on a final basis fees and costs as an administrative expense for the Application Period from July 13, 2020 through October 9, 2020 as follows:

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

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

Fees:	\$3,638,743.00
Expenses:	\$1,114.10
Total:	\$3,639,857.10

2. Debtors are authorized to pay to Alvarez & Marsal North America, LLC the total amount of \$3,639,857.10, less any amounts previously paid to Alvarez & Marsal North America, LLC by the Debtors for the Application Period.

3. Alvarez & Marsal North America, LLC is authorized to apply any retainers and On-Account Amounts against the awarded compensation and the post-emergence fees and expenses for work performed on behalf of and at the direction of the Debtors.

4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

5. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Signed: _____

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE