



ENTERED
07/13/2020

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

[Relates to Motion at Docket No. 4]

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

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

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



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

ORDERED THAT:

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

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

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

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

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

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

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

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

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

Signed: July 13, 2020.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Notice of Commencement

Information to identify the case:

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

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

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

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

02/20

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

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

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

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

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

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

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

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

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

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

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

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

4. Debtors' attorneys:

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Keith A. Simon
David A. Hammerman
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– and –

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Facsimile: (713) 220-4285
Email: taddavidson@huntonak.com
ashleyharper@huntonak.com

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

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

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

Case website: www.kccllc.net/hicrush

<p>5. Bankruptcy clerk's office Documents in this case may be filed at this address. You may inspect all records filed in this case at this office or online at www.pacer.gov.</p>	<p>Location: Bob Casey United States Courthouse 515 Rusk Avenue Houston, TX 77002</p> <p>Correspondence: David J. Bradley Clerk of Court P. O. Box 61010 Houston, TX 77208</p>	<p>Hours Open: 8:00 a.m. - 5:00 p.m. (Central) Monday – Friday</p> <p>Contact Phone: 713-250-5500</p>
<p>6. Meeting of creditors The debtor's representative must attend the meeting to be questioned under oath.</p> <p>Creditors may attend, but are not required to do so.</p>	<p>[____], 2020 at ____:____.m.</p> <p>The meeting may be continued or adjourned to a later date. If so, the date will be on the court docket.</p>	<p>Location: Bob Casey United States Courthouse Office of the U.S. Trustee 515 Rusk Street, Suite 3401 Houston, TX 77002</p>
<p>7. Proof of claim deadline</p>	<p>Deadline for filing proof of claim: <u>Not yet set.</u> <u>If a deadline is set, notice will be sent at a later time.</u></p> <p>A proof of claim is a signed statement describing a creditor's claim. A proof of claim form may be obtained at www.uscourts.gov or any bankruptcy clerk's office.</p> <p>Your claim will be allowed in the amount scheduled unless:</p> <ul style="list-style-type: none"> ■ your claim is designated as <i>disputed</i>, <i>contingent</i>, or <i>unliquidated</i>; ■ you file a proof of claim in a different amount; or ■ you receive another notice. <p>If your claim is not scheduled or if your claim is designated as <i>disputed</i>, <i>contingent</i>, or <i>unliquidated</i>, you must file a proof of claim or you might not be paid on your claim and you might be unable to vote on a plan. You may file a proof of claim even if your claim is scheduled.</p> <p>You may review the schedules at the bankruptcy clerk's office or online at www.pacer.gov.</p> <p>Secured creditors retain rights in their collateral regardless of whether they file a proof of claim. Filing a proof of claim submits a creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a proof of claim may surrender important nonmonetary rights, including the right to a jury trial.</p>	
<p>8. Exception to discharge deadline The bankruptcy clerk's office must receive a complaint and any required filing fee by the following deadline.</p>	<p>If § 523(c) applies to your claim and you seek to have it excepted from discharge, you must start a judicial proceeding by filing a complaint by the deadline stated below.</p> <p>Deadline for filing the complaint: <u>To be determined.</u></p>	
<p>9. Creditors with a foreign address</p>	<p>If you are a creditor receiving notice mailed to a foreign address, you may file a motion asking the court to extend the deadlines in this notice. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.</p>	
<p>10. Filing a Chapter 11 bankruptcy case</p>	<p>Chapter 11 allows debtors to reorganize or liquidate according to a plan. A plan is not effective unless the court confirms it. You may receive a copy of the plan and a disclosure statement telling you about the plan, and you may have the opportunity to vote on the plan. You will receive notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the property and may continue to operate its business.</p>	

11. Discharge of debts

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

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

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