



ENTERED
07/13/2020

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

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

**FINAL ORDER ESTABLISHING NOTIFICATION
PROCEDURES AND APPROVING RESTRICTIONS
ON CERTAIN TRANSFERS OF STOCK OF THE DEBTORS**

[Relates to Motion at Docket No. 19]

Upon the emergency motion (the “**Motion**”)² of the above captioned debtors and debtors in possession (collectively, the “**Debtors**”) for entry of an order (this “**Final Order**”) establishing procedures to protect the potential value of net operating loss carryforwards, a net unrealized built-in loss and other tax benefits (collectively, the “**Tax Attributes**”) of one or more of the Debtors for U.S. federal income tax purposes in connection with the reorganization of the Debtors, 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; and 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

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 otherwise defined herein have the meanings ascribed to such terms in the Motion.



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 it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and all objections, if any, to entry of this Final Order having been withdrawn, resolved, or overruled; and upon the record herein; and after due deliberation thereon; and the Court having determined that there is good and sufficient cause for the relief granted in the Final Order, it is hereby

ORDERED THAT:

1. The restrictions, notification requirements, and other procedures annexed hereto as Exhibit 1 (the “**Stock Procedures**”) are hereby approved on a final basis and shall apply to all trading and transfers of Hi-Crush Stock (as such term is defined in Exhibit 1).

2. Until further order of this Court to the contrary, any acquisition or trading of Hi-Crush Stock in violation of the Stock Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code and/or pursuant to this Court’s equitable powers under section 105(a) of the Bankruptcy Code.

3. Any Person (as defined in Exhibit 1) that acquires Hi-Crush Stock in violation of this Final Order or the Stock Procedures or that otherwise fails to comply with their requirements, shall be (i) subject to such sanctions as this Court may consider appropriate pursuant to this Court’s equitable power under section 105(a) of the Bankruptcy Code and (ii) required to take remedial actions specified by the Debtors, which may include the actions specified in IRS Private Letter Ruling 201010009 (Mar. 12, 2010), to appropriately reflect that such transfer is null and void *ab initio*.

4. The notices substantially in the forms annexed hereto as Exhibit 2, Exhibit 3, Exhibit 4, and Exhibit 5 are hereby approved.

5. Within three business days of the entry of this Final Order, the Debtors shall send the notice of this Final Order (the “**Notice of Order**”) annexed hereto as Exhibit 5 to all parties that were served with notice of the Motion, publish the Notice of Order once in the national editions of the Houston Chronicle and the Wall Street Journal, and post the Stock Procedures to the website established by KCC for the Chapter 11 Cases (which website address shall be identified in the Notice of Order), such notice being reasonably calculated to provide notice to all parties that may be affected by the Stock Procedures, whether known or unknown, and no further notice of the Stock Procedures shall be necessary.

6. Nothing herein shall preclude any Person desirous of acquiring or transferring any Hi-Crush Stock requesting relief from this Final Order from this Court, subject to the Debtors’ rights to oppose such relief.

7. The relief granted in this Final Order is intended solely to permit the Debtors to protect, preserve, and maximize the value of their Tax Attributes; accordingly, other than to the extent that this Final Order expressly conditions or restricts trading in Hi-Crush Stock, nothing in this Final Order or in the Motion shall, or shall be deemed to, prejudice, impair, or otherwise alter or affect the rights of any holders of Hi-Crush Stock, including in connection with the treatment of any such Hi-Crush Stock under any chapter 11 plan or any applicable bankruptcy court order.

8. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

9. The automatic stay is hereby modified to the extent necessary to permit the relief requested in the Motion.

10. All time periods set forth in this Final Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

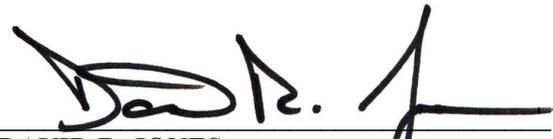
11. Nothing in the Motion or this Final Order, or the Debtors' payment of any Claims pursuant to this Final Order, shall be construed as: (i) an admission as to the validity of any Claim against any Debtor or the existence of any lien against the Debtors' properties; (ii) a waiver of the Debtors' rights to dispute any Claim or lien on any grounds; (iii) a promise to pay any Claim; (iv) an implication or admission that any particular Claim would constitute an allowed Claim; (v) an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code; or (vi) a limitation on the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to this Final Order. Nothing contained in this Final Order shall be deemed to increase, decrease, reclassify, elevate to an administrative expense status, or otherwise affect any Claim to the extent it is not paid.

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

13. 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 Final Order.

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

Signed: July 13, 2020.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1 to Final Order

Stock Procedures

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

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

**NOTICES, RESTRICTIONS, AND OTHER PROCEDURES
REGARDING OWNERSHIP AND ACQUISITIONS OF STOCK OF THE DEBTORS**

TO ALL PERSONS WITH STOCK OWNERSHIP OF THE DEBTORS:

Pursuant to that certain *Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Stock of the Debtors* (the “**Final Order**”) entered by the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”) on [●], 2020, Docket No. [●], the following restrictions, notification requirements, and/or other procedures apply to all trading and transfers of stock of the Debtors (the “**Stock Procedures**”).

A. HI-CRUSH STOCK RESTRICTIONS

(1) Definitions. For purposes of the Stock Procedures set forth in this paragraph A, the following terms have the following meanings:

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.

(a) “**Option**” shall mean any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable.

(b) “**Hi-Crush Stock**” shall mean common stock issued by Hi-Crush Inc. For the avoidance of doubt, by operation of the definition of “Beneficial ownership,” an owner of an Option to acquire Hi-Crush Stock may be treated as the owner of such Hi-Crush Stock.

(c) “**Beneficial ownership**” of Hi-Crush Stock and Options to acquire Hi-Crush Stock shall be determined in accordance with section 382 of the title 26 of the United States Code (the “**Tax Code**”), the regulations promulgated by the U.S. Department of Treasury under the Tax Code (the “**Treasury Regulations**”), and rulings issued by the Internal Revenue Service (the “**IRS**”), and as described herein, and, thus, to the extent provided in those sources, from time to time shall include, without limitation, (i) direct and indirect ownership (but determined without regard to any rule that treats stock of an entity as to which the constructive ownership rules apply as no longer owned by that entity), e.g., a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries, (ii) ownership by a holder’s family members, (iii) ownership by any entity (as such term is defined in Treasury Regulations section 1.382-3(a)), and (iv) to the extent set forth in Treasury Regulations section 1.382-4, the ownership of an Option to acquire Hi-Crush Stock.

(d) “**Person**” shall mean any person, including any “entity” (as such term is defined in Treasury Regulations section 1.382-3(a)) and any group of persons acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition of Hi-Crush Stock.

(e) **“Substantial Stockholder”** shall mean any Person that beneficially owns at least 4.74 million shares of Hi-Crush Stock (representing approximately 4.75% of all issued and outstanding shares of Hi-Crush Stock).

(2) **Notice of Substantial Stock Ownership.** Any Person that beneficially owns, at any time on or after the Petition Date, Hi-Crush Stock in an amount sufficient to qualify such Person as a Substantial Stockholder shall file with the Bankruptcy Court, and serve upon: (i) Hi-Crush Inc., 1330 Post Oak Blvd, Suite 600 Houston, Texas 77056 (Attn: Mark C. Skolos, Esq. (email: mskolos@hicrushinc.com)); (ii) proposed co-counsel to the Debtors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Attn: Annemarie V. Reilly, Esq. (email: annemarie.reilly@lw.com)) and 330 North Wabash Ave., Suite 2800, Chicago, Illinois 60611 (Attn: Asif Attarwala, Esq. (email: asif.attarwala@lw.com)), (iii) proposed co-counsel to the Debtors, Hunton Andrews Kurth LLP, 600 Travis Street, Suite 4200, Houston, Texas 77002 (Attn: Timothy A. (“Tad”) Davidson II, Esq. and Ashley L. Harper, Esq. (emails: taddavidson@HuntonAK.com, and ashleyharper@HuntonAK.com)), (iv) counsel to that certain ad hoc group of holders of prepetition notes (the **“Ad Hoc Group”**), (a) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019 (Attn: Brian Hermann, Esq. and David Weiss, Esq. (emails: bhermann@paulweiss.com, and emccolm@paulweiss.com)) and (b) Porter Hedges LLP, 1000 Main Street, 36th Floor, Houston, TX 77002 (Attn: John F. Higgins, Esq. (email: jhiggins@porterhedges.com)); (v) counsel to any statutory committees appointed in the Chapter 11 Cases (each, an **“Official Committee”**); (vi) counsel to the agent for the Debtors’ prepetition and postpetition secured asset-based revolving credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017 (Attn: Elisha Graff, Esq. and Daniel L. Biller, Esq. (emails: egraff@stblaw.com, and daniel.biller@stblaw.com)); and (vii) counsel to the agent under the Debtors’ postpetition term loan facility, Shipman & Goodwin LLP, One Constitution Plaza, Hartford, CT 06103 (Attn: Kathleen Lamanna, Esq. (email: klamanna@goodwin.com)) (collectively, the **“Disclosure**

Parties”), a notice of such Person’s substantial ownership (a “**Substantial Stock Ownership Notice**”), in substantially the form annexed to the Final Order as Exhibit 2, which describes specifically and in detail such Person’s ownership of Hi-Crush Stock, on or before the date that is five calendar days after the later of (x) the date the order granting the requested relief is entered or (y) the date such Person qualifies as a Substantial Stockholder. At the election of the filing Person, the Substantial Stock Ownership Notice to be filed with the Bankruptcy Court (but not the Substantial Stock Ownership Notice that is served upon the Disclosure Parties) may be redacted to exclude the taxpayer identification number and the amount of Hi-Crush Stock beneficially owned.

(3) Acquisition of Hi-Crush Stock. At least twenty calendar days prior to the proposed date of any transfer of Hi-Crush Stock or exercise of any Option to acquire Hi-Crush Stock that would result in an increase in the amount of Hi-Crush Stock beneficially owned by any Person that currently is or, as a result of the proposed transaction, would be a Substantial Stockholder (a “**Proposed Stock Acquisition Transaction**”), such Person or Substantial Stockholder (a “**Proposed Stock Transferee**”) shall file with this Court and serve upon the Disclosure Parties a notice of such Proposed Stock Transferee’s intent to purchase, acquire, or otherwise accumulate Hi-Crush Stock (a “**Stock Acquisition Notice**”), in substantially the form annexed to the Final Order as Exhibit 3, which describes specifically and in detail the Proposed Stock Acquisition Transaction. At the election of the filing Person, the Stock Acquisition Notice to be filed with this Court (but not the Stock Acquisition Notice that is served upon the Disclosure Parties) may be redacted to exclude the taxpayer identification number and the amount of Hi-Crush Stock beneficially owned and to be acquired.

(4) Disposition of Hi-Crush Stock. At least twenty calendar days prior to the proposed date of any transfer of Hi-Crush Stock that would result in a decrease in the amount of Hi-Crush Stock beneficially owned by any Person that prior to such transfer is a Substantial Stockholder (a “**Proposed Stock Transfer**”), such Person or Substantial Stockholder (a “**Proposed Stock Transferor**”) shall file with this Court and serve upon the Disclosure Parties a notice of such

Proposed Stock Transferor's intent to transfer Hi-Crush Stock (a "**Stock Transfer Notice**"), in substantially the form annexed to the Final Order as Exhibit 4, which describes specifically and in detail the Proposed Stock Transfer. At the election of the filing Person, the Stock Transfer Notice to be filed with this Court (but not the Stock Transfer Notice that is served upon the Disclosure Parties) may be redacted to exclude the taxpayer identification number and the amount of Hi-Crush Stock beneficially owned and to be transferred.

(5) Objection Procedures. The Debtors, counsel to the Ad Hoc Group, and any Official Committee shall have seventeen calendar days after the receipt of a Stock Acquisition Notice or a Stock Transfer Notice (the "**Objection Period**") to file with this Court and serve on a Proposed Stock Transferee or Proposed Stock Transferor, as applicable, an objection (each, an "**Objection**") to any Proposed Stock Acquisition Transaction described in such Stock Acquisition Notice or any Proposed Stock Transfer described in such Stock Transfer Notice. If the Debtors, counsel to the Ad Hoc Group, or any Official Committee files an Objection by the expiration of the Objection Period (the "**Objection Deadline**"), then the applicable Proposed Stock Acquisition Transaction or Proposed Stock Transfer shall not be effective unless approved by a final and nonappealable order of this Court or such objection is withdrawn. If none of the Debtors, counsel to the Ad Hoc Group, or any Official Committee file an Objection by the Objection Deadline, then such Proposed Stock Acquisition Transaction or Proposed Stock Transfer may proceed solely as specifically described in the relevant Stock Acquisition Notice or Stock Transfer Notice, as applicable. Any further or alternative Proposed Stock Acquisition Transaction or Proposed Stock Transfer must be the subject of an additional Stock Acquisition Notice or Stock Transfer Notice, as applicable, and Objection Period.

B. NONCOMPLIANCE WITH THE PROCEDURES

Any acquisition, disposition, or trading of stock of the Debtors in violation of these Stock Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code and pursuant to the Bankruptcy Court's equitable powers under

section 105(a) of the Bankruptcy Code. Furthermore, any Person that acquires Hi-Crush Stock in violation of these Stock Procedures shall be subject to sanctions as provided by law.

C. DEBTORS' RIGHT TO WAIVE

The Debtors may waive, in writing, any and all restrictions, stays, notifications and provisions of the Stock Procedures contained in this Notice.

Exhibit 2 to Final Order

Notice of Substantial Stock Ownership

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

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

NOTICE OF SUBSTANTIAL STOCK OWNERSHIP

PLEASE TAKE NOTICE that, pursuant to that certain *Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Stock of the Debtors*, dated [●], 2020, Docket No. [●] (with all exhibits thereto, the “**Final Order**”), [Name of Filer] (the “**Filer**”) hereby provides notice that, as of the date hereof, the Filer beneficially owns:

- (i) [●] shares of Hi-Crush Stock,² and/or
- (ii) Options to acquire [●] shares of Hi-Crush Inc.

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is [●].

PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

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 have the meanings ascribed to such terms in Exhibit 1 to the Final Order.

1. For Hi-Crush Stock and/or Options to acquire Hi-Crush Stock that are owned directly by the Filer, the table sets forth (i) the number of such shares and/or the number of shares underlying Options beneficially owned by such Filer and (ii) the date(s) on which such shares and/or Options were acquired (categorized by class, as applicable).

2. In the case of Hi-Crush Stock and/or Options to acquire Hi-Crush Stock that are not owned directly by the Filer but are nonetheless beneficially owned by the Filer, the table sets forth (i) the name(s) of each record or legal owner of such shares of Hi-Crush Stock and/or Options to acquire Hi-Crush Stock that are beneficially owned by the Filer, (ii) the number of shares of Hi-Crush Stock and/or the number of shares of Hi-Crush Stock underlying Options beneficially owned by such Filer, and (iii) the date(s) on which such Hi-Crush Stock and/or Options were acquired (categorized by class, as applicable).

<i>Class</i>	<i>Name of Owner</i>	<i>Shares Owned</i>	<i>Shares Underlying Options Owned</i>	<i>Date(s) Acquired</i>
Hi-Crush Stock				

(Attach additional page(s) if necessary.)

[[IF APPLICABLE:] The Filer is represented by [name of law firm], [address], [phone], (Attn: [name of attorney]).]

Respectfully submitted,

[Name of Filer]

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Email: _____

Date: _____

Exhibit 3 to Final Order

Notice of Intent to Purchase, Acquire, or Otherwise Accumulate Hi-Crush Stock

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

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

**NOTICE OF INTENT TO PURCHASE, ACQUIRE,
OR OTHERWISE ACCUMULATE HI-CRUSH STOCK**

PLEASE TAKE NOTICE that, pursuant to that certain *Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Stock of the Debtors*, dated [●], 2020, Docket No. [●] (with all exhibits thereto, the “**Final Order**”), [Name of Filer] (the “**Filer**”) hereby provides notice of (i) its intention to purchase, acquire, or otherwise accumulate directly one or more shares of Hi-Crush Stock² and/or Options to acquire Hi-Crush Stock and/or (ii) a proposed purchase or acquisition of Hi-Crush Stock and/or Options to acquire Hi-Crush Stock that would result in an increase in the number of shares of Hi-Crush Stock and/or number of shares of Hi-Crush Stock underlying Options that are beneficially owned by the Filer (any proposed transaction described in (i) or (ii), a “**Proposed Stock Acquisition**”).

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 have the meanings ascribed to such terms in Exhibit 1 to the Final Order.

PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

1. If the Proposed Stock Acquisition involves the purchase or acquisition directly by the Filer of Hi-Crush Stock and/or Options to acquire Hi-Crush Stock, the table sets forth (i) the number of shares of Hi-Crush Stock and/or the number of shares of Hi-Crush Stock underlying Options proposed to be purchased or acquired and (ii) the date(s) of such Proposed Stock Acquisition (categorized by class, as applicable).

2. If the Proposed Stock Acquisition involves the purchase or acquisition of Hi-Crush Stock and/or Options to acquire Hi-Crush Stock by a Person other than the Filer, but the Proposed Stock Acquisition nonetheless would increase the number of shares of Hi-Crush Stock and/or number of shares of Hi-Crush Stock underlying Options that are beneficially owned by the Filer, the table sets forth (i) the name(s) of each such Person that proposes to purchase or acquire such shares of Hi-Crush Stock and/or Options, (ii) the number of shares of Hi-Crush Stock and/or number of shares of Hi-Crush Stock underlying Options proposed to be purchased or acquired, and (iii) the date(s) of such Proposed Stock Acquisition (categorized by class, as applicable).

<i>Class</i>	<i>Name of Purchaser or Acquirer</i>	<i>Shares to be Purchased or Acquired</i>	<i>Shares Underlying Options to be Purchased or Acquired</i>	<i>Date(s) of Proposed Stock Acquisition</i>
Hi-Crush Stock				

(Attach additional page(s) if necessary.)

PLEASE TAKE FURTHER NOTICE that the following table summarizes the Filer’s Beneficial ownership of Hi-Crush Stock and/or Options to acquire Hi-Crush Stock assuming that the Proposed Stock Acquisition is approved and consummated as described above. The table sets forth, as of immediately following the consummation of the Proposed Stock Acquisition, the number of shares of Hi-Crush Stock and/or the number of shares of Hi-Crush Stock underlying Options (i) that would be owned directly by the Filer and, (ii) in the case of any Beneficial

ownership by the Filer of Hi-Crush Stock and/or Options that would be owned by another Person as record or legal owner, the name(s) of each prospective record or legal owner and the number of shares of Hi-Crush Stock and/or the number of shares of Hi-Crush Stock underlying Options that would be owned by each such record or legal owner (categorized by class, as applicable):

<i>Class</i>	<i>Name of Owner</i>	<i>Shares to Be Owned</i>	<i>Shares Underlying Options to Be Owned</i>
Hi-Crush Stock			

(Attach additional page(s) if necessary.)

PLEASE TAKE FURTHER NOTICE that if the Proposed Stock Acquisition involves a purchase or acquisition of Hi-Crush Stock and/or Options to acquire Hi-Crush Stock directly by the Filer and such Proposed Stock Acquisition would result in (i) an increase in the Beneficial ownership of Hi-Crush Stock and/or Options to acquire Hi-Crush Stock by a Person other than the Filer that currently is a Substantial Stockholder or (ii) a Person’s (other than the Filer’s) becoming a Substantial Stockholder, the following table sets forth (a) the name of each such Person, (b) the number of shares of Hi-Crush Stock and/or the number of shares of Hi-Crush Stock underlying Options that are beneficially owned by such Person currently (i.e., prior to the Proposed Stock Acquisition), and (c) the number of shares of Hi-Crush Stock and/or the number of shares of Hi-Crush Stock underlying Options that would be beneficially owned by such Person immediately following the Proposed Stock Acquisition (categorized by class, as applicable).

<i>Class</i>	<i>Name of Beneficial Owner</i>	<i>Shares Owned Currently (i.e., Prior to Proposed Stock Acquisition)</i>	<i>Shares to Be Owned Following Proposed Stock Acquisition</i>	<i>Shares Underlying Options Owned Currently (i.e., Prior to Proposed Stock Acquisition)</i>	<i>Shares Underlying Options to Be Owned Following Proposed Stock Acquisition</i>
Hi-Crush Stock					

(Attach additional page(s) if necessary.)

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is [●].

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final Order, this notice (this “**Notice**”) is being filed with the Court and served upon the Debtors, Latham & Watkins LLP and Hunton Andrews Kurth LLP, proposed co-counsel to the Debtors, and other Disclosure Parties provided in the Final Order.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final Order, Filer acknowledges that it is prohibited from consummating the Proposed Stock Acquisition unless and until it complies with the procedures set forth in the Final Order.

PLEASE TAKE FURTHER NOTICE that the Debtors, counsel to the Ad Hoc Group, and any Official Committee have seventeen calendar days after receipt of this Notice to object to the Proposed Stock Acquisition described herein. If the Debtors, counsel to the Ad Hoc Group, or any Official Committee file an Objection, such Proposed Stock Acquisition will remain ineffective unless such Objection is withdrawn or such transaction is approved by a final and nonappealable order of the Court. If none of the Debtors, counsel to the Ad Hoc Group, or any Official Committee object within such seventeen-calendar-day period, then after expiration of such period the Proposed Stock Acquisition may proceed solely as set forth in this Notice.

PLEASE TAKE FURTHER NOTICE that any further transactions contemplated by Filer that may result in it selling, trading, or otherwise transferring Beneficial ownership of shares of Hi-Crush Stock and/or Options to acquire Hi-Crush Stock will each require an additional notice filed with the Court to be served in the same manner as this Notice.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, the Filer hereby declares that he or she has examined this Notice and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Notice and any attachments hereto are true, correct, and complete.

[[IF APPLICABLE:] The Filer is represented by [name of law firm], [address], [phone], (Attn: [name of attorney]).]

Respectfully submitted,

[Name of Filer]

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Email: _____

Date: _____

Exhibit 4 to Final Order

Notice of Intent to Transfer Hi-Crush Stock

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

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

NOTICE OF INTENT TO TRANSFER HI-CRUSH STOCK

PLEASE TAKE NOTICE that, pursuant to that certain *Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Stock of the Debtors*, dated [●], 2020, Docket No. [●] (with all exhibits thereto, the “**Final Order**”), the undersigned [Name of Filer] (the “**Filer**”) hereby provides notice of (i) its intention to sell, trade, or otherwise directly transfer shares of Hi-Crush Stock² and/or Options to acquire Hi-Crush Stock and/or (ii) a proposed sale, trade, or other transfer of shares of Hi-Crush Stock³ and/or Options to acquire Hi-Crush Stock that would result in a decrease in the number of shares of Hi-Crush Stock and/or number of shares of Hi-Crush Stock underlying Options that are beneficially owned by the Filer (any proposed transaction described in (i) or (ii), a “**Proposed Stock Transfer**”)

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 have the meanings ascribed to such terms in Exhibit 1 to the Final Order.

PLEASE TAKE FURTHER NOTICE that, if applicable, on _____, 2020, Filer filed a notice of status as a Substantial Stockholder with the Court and served copies thereof as set forth in the Final Order.

PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

1. If the Proposed Stock Transfer involves the transfer directly by the Filer of Hi-Crush Stock and/or Options to acquire Hi-Crush Stock, the table sets forth (i) the number of shares of Hi-Crush Stock and/or the number of shares of Hi-Crush Stock underlying Options proposed to be transferred and (ii) the date(s) of such Proposed Stock Transfer (categorized by class, as applicable).

2. If the Proposed Stock Transfer involves the transfer of Hi-Crush Stock and/or Options to acquire Hi-Crush Stock by a Person other than the Filer, but the Proposed Stock Transfer nonetheless would decrease the number of shares of Hi-Crush Stock and/or number of shares of Hi-Crush Stock underlying Options that are beneficially owned by the Filer, the table sets forth (i) the name(s) of each such Person that proposes to transfer such shares of Hi-Crush Stock and/or Options, (ii) the number of shares of Hi-Crush Stock and/or number of shares of Hi-Crush Stock underlying Options proposed to be transferred, and (iii) the date(s) of such Proposed Stock Transfer (categorized by class, as applicable).

<i>Class</i>	<i>Name of Transferor</i>	<i>Shares to be Transferred</i>	<i>Shares Underlying Options to be Transferred</i>	<i>Date(s) of Proposed Stock Transfer</i>
Hi-Crush Stock				

(Attach additional page(s) if necessary.)

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final Order, this notice (this “**Notice**”) is being filed with the Court and served upon the Debtors, Latham & Watkins LLP and

Hunton Andrews Kurth LLP, proposed co-counsel to the Debtors, and other Disclosure Parties provided in the Final Order.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final Order, Filer acknowledges that it is prohibited from consummating the Proposed Stock Transfer unless and until it complies with the procedures set forth in the Final Order.

PLEASE TAKE FURTHER NOTICE that the Debtors, counsel to the Ad Hoc Group, and any Official Committee have seventeen calendar days after receipt of this Notice to object to the Proposed Stock Transfer described herein. If the Debtors, counsel to the Ad Hoc Group, or any Official Committee file an Objection, such Proposed Stock Transfer will remain ineffective unless such Objection is withdrawn or such transaction is approved by a final and nonappealable order of the Court. If none of the Debtors, counsel to the Ad Hoc Group, or any Official Committee object within such seventeen-calendar-day period, then after expiration of such period the Proposed Stock Transfer may proceed solely as set forth in this Notice.

PLEASE TAKE FURTHER NOTICE that any further transactions contemplated by Filer that may result in it selling, trading, or otherwise transferring Beneficial ownership of shares of Hi-Crush Stock and/or Options to acquire Hi-Crush Stock will each require an additional notice filed with the Court to be served in the same manner as this Notice.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, the Filer hereby declares that he or she has examined this Notice and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Notice and any attachments hereto are true, correct, and complete.

[[IF APPLICABLE:] The Filer is represented by [name of law firm], [address], [phone], (Attn: [name of attorney]).]

Respectfully submitted,

[Name of Filer]

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Email: _____

Date: _____

Exhibit 5 to Final Order

Final Publication Notice

ATTENTION DIRECT AND INDIRECT HOLDERS OF, AND PROSPECTIVE HOLDERS OF, STOCK ISSUED BY HI-CRUSH INC.

Upon the motion (the “**Motion**”) of Hi-Crush Inc. (“**Hi-Crush**”) and its affiliated debtors (collectively, the “**Debtors**”), on July 13, 2020, the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”), having jurisdiction over the chapter 11 cases of the Debtors, captioned as *In re Hi-Crush Inc., et al.*, Case No. 20-33495 (DRJ) (the “**Chapter 11 Cases**”), entered an order establishing procedures (the “**Stock Procedures**”) with respect to direct and indirect trading and transfers of stock of the Debtors.

In certain circumstances, the Stock Procedures restrict transactions involving, and require notices of the holdings of and proposed transactions by, any person or group of persons that is or, as a result of such a transaction, would become a Substantial Stockholder of the common stock issued by Hi-Crush Inc. (the “**Hi-Crush Stock**”). For purposes of the Stock Procedures, a “**Substantial Stockholder**” is any person or, in certain cases, group of persons that beneficially own, directly or indirectly (and/or owns options to acquire) at least 4.74 million shares of Hi-Crush Stock (representing approximately 4.75% of all issued and outstanding shares of Hi-Crush Stock). *Any prohibited transfer of the stock of the Debtors will be null and void ab initio and may lead to contempt, compensatory damages, punitive damages, or sanctions being imposed by the Bankruptcy Court.*

The Stock Procedures are available on the website of Kurtzman Carson Consultants LLC, the Debtors’ Court-approved Claims agent, located at www.kccllc.net/hicrush, and on the docket of the Chapter 11 Cases, Docket No. [●], which can be accessed via PACER at <https://www.pacer.gov>.

The requirements set forth in the Stock Procedures are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate, and other laws and do not excuse noncompliance therewith.

A direct or indirect holder of, or prospective holder of, stock of the Debtors that may be or become a Substantial Stockholder should consult the Stock Procedures.

Dated: Houston, Texas
[●], 2020

BY ORDER OF THE COURT

United States Bankruptcy Court
Southern District of TexasIn re:
Hi-Crush Inc.
DebtorCase No. 20-33495-drj
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0541-4

User: emiller
Form ID: pdf002Page 1 of 2
Total Noticed: 3

Date Rcvd: Jul 14, 2020

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jul 16, 2020.

db +Hi-Crush Inc., 1330 Post Oak Blvd., Suite 600, Houston, TX 77056-3166
 cr +Howard County Tax Office, et al, c/o Laura J. Monroe,
 Perdue, Brandon, Fielder, Collins & Mott, PO Box 817, Lubbock, TX 79408-0817
 op +Kurtzman Carson Consultants LLC, 222 N Pacific Coast Highway, 3rd Floor,
 El Segundo, CA 90245-5614

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****
 cr Ad Hoc Group of Holders
 cr CIT Bank, N.A.
 cr Cantor Fitzgerald Securities, as DIP Term Loan Age
 cr Chevron U.S.A. Inc.
 cr JPMORGAN CHASE BANK, N.A.
 cr Trinity Industries Leasing Co.

TOTALS: 6, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Jul 16, 2020

Signature: /s/Joseph Speetjens**CM/ECF NOTICE OF ELECTRONIC FILING**

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on July 13, 2020 at the address(es) listed below:

Ashley L. Harper on behalf of Debtor Hi-Crush Inc. ashleyharper@HuntonAK.com
 Cristina Walton Liebolt on behalf of Creditor JPMORGAN CHASE BANK, N.A.
 Cristina.liebolt@stblaw.com
 Daniel Latham Biller on behalf of Creditor JPMORGAN CHASE BANK, N.A. Daniel.biller@stblaw.com
 Edward L Ripley on behalf of Creditor Chevron U.S.A. Inc. eripley@andrewsmyers.com
 Elisha Graff on behalf of Creditor JPMORGAN CHASE BANK, N.A. egraff@stblaw.com
 Evan Gershbein on behalf of Other Prof. Kurtzman Carson Consultants LLC
 ECFpleadings@kccllc.com, ecfpleadings@kccllc.com
 Hector Duran, Jr on behalf of U.S. Trustee US Trustee Hector.Duran.Jr@usdoj.gov
 John F Higgins, IV on behalf of Creditor Ad Hoc Group of Holders jhiggins@porterhedges.com,
 emoreland@porterhedges.com; eliana-garfias-8561@ecf.pacerpro.com; mwebb@porterhedges.com
 John F Higgins, IV on behalf of Creditor Cantor Fitzgerald Securities, as DIP Term Loan Agent
 jhiggins@porterhedges.com,
 emoreland@porterhedges.com; eliana-garfias-8561@ecf.pacerpro.com; mwebb@porterhedges.com
 Laura J Monroe on behalf of Creditor Howard County Tax Office, et al lmbkr@pbfcm.com,
 kroberson@ecf.inforuptcy.com
 Michael L. Schein on behalf of Creditor CIT Bank, N.A. mschein@vedderprice.com
 Omar Jesus Alaniz on behalf of Creditor Trinity Industries Leasing Co.
 omar.alaniz@bakerbotts.com, omar-alaniz-2648@ecf.pacerpro.com
 Stephen Douglas Statham on behalf of U.S. Trustee US Trustee stephen.statham@usdoj.gov
 Timothy Alvin Davidson, II on behalf of Debtor Hi-Crush Inc. TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Hi-Crush Services LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor PropDispatch LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Hi-Crush Holdings LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Hi-Crush Investments Inc.
 TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor FB Logistics, LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Hi-Crush Permian Sand LLC
 TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Pronghorn Logistics, LLC
 TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor PDQ Properties LLC TadDavidson@HuntonAK.com

District/off: 0541-4

User: emiller
Form ID: pdf002Page 2 of 2
Total Noticed: 3

Date Rcvd: Jul 14, 2020

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Timothy Alvin Davidson, II	on behalf of Debtor	OnCore Processing LLC TadDavidson@HuntonAK.com
Timothy Alvin Davidson, II	on behalf of Debtor	Pronghorn Logistics Holdings, LLC TadDavidson@HuntonAK.com
Timothy Alvin Davidson, II	on behalf of Debtor	Hi-Crush Augusta LLC TadDavidson@HuntonAK.com
Timothy Alvin Davidson, II	on behalf of Debtor	Hi-Crush LMS LLC TadDavidson@HuntonAK.com
Timothy Alvin Davidson, II	on behalf of Debtor	Hi-Crush PODS LLC TadDavidson@HuntonAK.com
Timothy Alvin Davidson, II	on behalf of Debtor	D & I Silica, LLC TadDavidson@HuntonAK.com
Timothy Alvin Davidson, II	on behalf of Debtor	Hi-Crush Whitehall LLC TadDavidson@HuntonAK.com
Timothy Alvin Davidson, II	on behalf of Debtor	BulkTracer Holdings LLC TadDavidson@HuntonAK.com
Timothy Alvin Davidson, II	on behalf of Debtor	Hi-Crush Wyeville Operating LLC TadDavidson@HuntonAK.com
Timothy Alvin Davidson, II	on behalf of Debtor	Hi-Crush Proppants LLC TadDavidson@HuntonAK.com
Timothy Alvin Davidson, II	on behalf of Debtor	FB Industries USA Inc. TadDavidson@HuntonAK.com
Timothy Alvin Davidson, II	on behalf of Debtor	Hi-Crush Blair LLC TadDavidson@HuntonAK.com
Timothy Alvin Davidson, II	on behalf of Debtor	Hi-Crush Canada Inc. TadDavidson@HuntonAK.com
US Trustee	USTPRegion07.HU.ECF@USDOJ.GOV	

TOTAL: 36