

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

**NOTICE OF ELECTRONIC HEARING TO CONSIDER
APPROVAL OF THE DISCLOSURE STATEMENT AND BACKSTOP MOTION**

[Relates to Docket Nos. 174, 175, 176, 177]

PLEASE TAKE NOTICE that on July 27, 2020, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the following:

- *Joint Plan of Reorganization for Hi-Crush Inc. and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* [Docket No. 174] (as may be amended, modified or supplemented from time to time, the “**Plan**”);²
- *Disclosure Statement for the Joint Plan of Reorganization for Hi-Crush Inc. and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* [Docket No. 175] (as may be amended, modified or supplemented from time to time, the “**Disclosure Statement**”);
- *Emergency Motion for Entry of an Order (I) Approving Adequacy of Disclosure Statement, (II) Scheduling Hearing on Confirmation of Plan, (III) Establishing Deadline to Object to Plan and Form of Notice Thereof, (IV) Approving (A) Solicitation Procedures, (B) Forms of Ballots and Notices of Non-Voting and Limited Voting Status, and (C) Rights Offering Materials, (V) Approving Procedures for Assumption of Contracts and Leases and Form and Manner of*

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 will have the meanings set forth in the Plan.



Cure Notice, and (VI) Granting Related Relief [Docket No. 176] (the “**Disclosure Statement Motion**”); and

- *Emergency Motion for (I) Authorization to (A) Enter Into Backstop Purchase Agreement, (B) Pay Certain Amounts and Related Expenses, (C) Honor Indemnification Obligations to Certain Parties, and (II) Grant Related Relief* [Docket No. 177] (the “**Backstop Motion**”).

PLEASE TAKE FURTHER NOTICE that a hearing (the “**Disclosure Statement Hearing**”) is scheduled for August 14, 2020 at 11:00 a.m. (Prevailing Central Time) to approve the adequacy of the Disclosure Statement and certain related relief, including the Backstop Motion. The Disclosure Statement Hearing will take place by electronic means (audio and video) as set forth below. The Disclosure Statement Hearing may be continued from time to time by the Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Court and served on such parties as the Court may order.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan or related documents, you should contact Kurtzman Carson Consultants LLC, the voting and claims agent retained by the Debtors in these Chapter 11 Cases, by: (i) calling the Debtors’ restructuring hotline at 866-554-5810 (US and Canada) or 781-575-2032 (international); (ii) visiting the Debtors’ restructuring website at: <http://www.kccllc.net/hicrush>; and/or (iii) writing to Hi-Crush Claims Processing Center, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <https://ecf.txsb.uscourts.gov> or free of charge at <http://www.kccllc.net/hicrush>.

PLEASE TAKE FURTHER NOTICE THAT objections, if any, to the adequacy of the Disclosure Statement or the relief sought in connection therewith must: (i) be in writing; (ii) conform to the Bankruptcy Rules and the Bankruptcy Local Rules; (iii) state the name and address of the objecting party and the amount and nature of the Claim or Equity Interest held by such Entity; (iv) state with particularity the basis and nature of any objection; and (v) be filed, contemporaneously with a proof of service, with the Bankruptcy Court and served on each of the following parties (the “**Notice Parties**”) so that it is actually received by no later than 12:00 p.m. (Prevailing Central Time) on August 13, 2020 (the “**Disclosure Statement Objection Deadline**”).

Notice Parties. The Notice Parties include:

- Counsel to the Debtors: Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022 (Attn: Keith A. Simon, Esq. and Annemarie V. Reilly, Esq.) (keith.simon@lw.com and annemarie.reilly@lw.com) and Hunton Andrews Kurth LLP, 600 Travis Street, Suite 4200, Houston, TX (Attn: Timothy A. Davidson II, Esq. and Ashley L. Harper, Esq.) (TadDavidson@HuntonAK.com and AshleyHarper@HuntonAK.com);

- Counsel to the DIP ABL Agent: Simpson, Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017 (Attn: Elisha Graff, Esq. and Daniel L. Biller, Esq.) (egraff@stblaw.com and dbiller@stblaw.com);
- Counsel to the Ad Hoc Noteholders Committee: Paul, Weiss, Rifkind, Wharton & Garrison, LLP, 1285 Avenue of the Americas, New York, NY 10019 (Attn: Brian S. Hermann, Esq. and Elizabeth R. McColm, Esq.) (bhermann@paulweiss.com and emccolm@paulweiss.com) and Porter Hedges LLP, 1000 Main St., 36th Floor, Houston, TX 77002 (Attn: John F. Higgins, Esq.) (JHiggins@porterhedges.com);
- Counsel to any statutory committee appointed in these Chapter 11 Cases; and
- the Office of the United States Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, TX 77002 (Attn: Stephen Statham, Esq. and Hector Duran, Esq.) (stephen.statham@usdoj.gov and hector.duran.jr@usdoj.gov).

PLEASE TAKE FURTHER NOTICE THAT only those objections made in writing and timely filed and received by the Disclosure Statement Objection Deadline will be considered by the Bankruptcy Court during the Disclosure Statement Hearing. If no objections to the Disclosure Statement Motion are timely and properly filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an order granting the relief requested in the Disclosure Statement Motion without further notice.

Electronic Hearing Instructions

Please note that on March 24, 2020, through the entry of General Order 2020-10, the Court invoked the *Protocol for Emergency Public Health or Safety Conditions* (the “**Protocol**”), which is set forth in the Court’s General Order 2020-04. The Protocol is available at: https://www.txs.uscourts.gov/sites/txs/files/Bankruptcy%20General%20Order%202020-04%20Adoption%20of%20Contingency%20Plan_0.pdf.

Pursuant to the Protocol, the hearing will be by electronic means and all persons will appear telephonically and also may appear via video at this hearing using the Court’s electronic conference systems.

The Court will utilize GoToMeeting for the hearing. You should download the free GoToMeeting application on each device that will be used to connect to the hearing. If you choose to connect via a web browser, available literature suggests that Chrome is the preferred browser. Please note that connecting through a browser may limit the availability of some GoToMeeting features.

To connect to the hearing, you should enter the meeting code “JudgeJones”. You can also connect using the link on Judge Jones’ homepage on the Southern District of Texas website. Once connected to GoToMeeting, click the settings icon in the upper right corner and enter your name under the personal information setting.

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

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

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

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

All documents filed in these chapter 11 cases are available free of charge by visiting <https://www.kccllc.net/hicrush> or by calling (866) 554-5810 (U.S./Canada) or (781) 575-2032 (International). Copies of any pleadings may be obtained by visiting the Court's website at <https://ecf.txsb.uscourts.gov> in accordance with the procedures and fees set forth therein.

[Remainder of Page Left Blank Intentionally]

Signed: July 28, 2020
Houston, Texas

Respectfully Submitted,

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

-and-

George A. Davis (*pro hac vice* admission pending)
Keith A. Simon (*pro hac vice* admission pending)
David A. Hammerman (*pro hac vice* admission pending)
Annemarie V. Reilly (*pro hac vice* admission pending)
Hugh K. Murtagh (*pro hac vice* admission pending)
LATHAM & WATKINS LLP
885 Third Avenue
New York, New York 10022
Tel: 212-906-1200
Fax: 212-751-4864
Email: george.davis@lw.com
keith.simon@lw.com
david.hammerman@lw.com
annemarie.reilly@lw.com
hugh.murtagh@lw.com

Proposed Counsel for the Debtors and Debtors in Possession

CERTIFICATE OF SERVICE

I certify that on July 28, 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/ Timothy A. ("Tad") Davidson II
Timothy A. ("Tad") Davidson II