

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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**DECLARATION OF VAROUJ BAKHSHIAN REGARDING THE SOLICITATION AND
TABULATION OF VOTES ON THE JOINT PLAN OF REORGANIZATION
FOR HI-CRUSH INC. AND ITS AFFILIATE DEBTORS UNDER
CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Varouj Bakhshian, declare under penalty of perjury:

1. I am a Senior Managing Consultant, employed by Kurtzman Carson Consultants LLC ("KCC"), the administrative agent retained by Hi-Crush, Inc., et al. (collectively, the "Debtors") to assist with the solicitation and voting process in the above-captioned Chapter 11 cases, pursuant to the Order Authorizing Retention and Appointment of Kurtzman Carson Consultants LLC as Claims, Noticing, and Solicitation Agent Effective as of the Petition Date [Docket No. 57]. My business address is 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245. I am over the age of 18 and not a party to this action.

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. Peter Walsh, Senior Managing Consultant of Public Securities for KCC, assisted in the solicitation and tabulation of Class 4 Prepetition Note Claims and Class 8 Opt-Out Forms as described herein.

3. On August 14, 2020, the Court entered the *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 Cure Notice, and (VI) Granting Related Relief* [Docket No. 288] (the “**Disclosure Statement Order**”) establishing, among other things, certain solicitation and voting tabulation procedures (the “**Solicitation Procedures**”).

4. KCC worked with the Debtors and their advisors to solicit votes to accept or reject the *Joint Plan of Reorganization for Hi-Crush Inc. and its Affiliated Debtors Under Chapter 11 of the Bankruptcy Code* [Docket No. 289] (the “**Plan**”) and to tabulate the ballots of creditors voting to accept or reject the Plan in accordance with the Solicitation Procedures. Except as otherwise noted, I could and would testify to the following based upon my personal knowledge. I am authorized to submit this Declaration on behalf of KCC.

5. The Solicitation Procedures established August 14, 2020 as the Voting Record Date for determining which Holders of Claims were entitled to vote on the Plan. Pursuant to the Plan and Solicitation Procedures, only Holders as of the Voting Record Date in Class 4 (Prepetition Notes Claims) and Class 5 (General Unsecured Claims) (together, the “**Voting Classes**”) were entitled to vote to accept or reject the Plan. Holders of Class 1 (Other Priority Claims), Class 2 (Other Secured Claims), Class 3 (Secured Tax Claims), and Class 8 (Old Parent Interests) were entitled to submit Opt-Out Forms to opt out of the Third Party Releases. No other Classes were entitled to vote on the Plan or submit Opt-Out Forms.

6. KCC relied on security position reports provided by The Depository Trust Company (“**DTC**”) as of the Voting Record Date to identify the bank and brokerage firms (the “**Nominees**”) that held Class 4 Prepetition Notes Claims on behalf of underlying beneficial owners. KCC also relied on the claims register maintained in these Chapter 11 Cases and the Debtors’ Schedules of Assets and Liabilities, in consultation with advisors to the Debtors, to identify which Holders of such Claims were entitled to vote to accept or reject the Plan in Class 5 General Unsecured Claims.

7. On August 20, 2020, KCC served Solicitation Packages (as defined in the Disclosure Statement Order²) on holders of Voting Classes (Class 4 Prepetition Notes Claims and Class 5 General Unsecured Claims) and Non-voting Unimpaired Classes (Class 1 Other Priority Claims, Class 2 Other Secured Claims and Class 3 Secured Tax Claims), and Non-voting Impaired Class 8 (Old Parent Interests) in accordance with the Disclosure Statement Order and Solicitation Procedures. KCC also relied on a registered shareholder list provided by the Debtors’ Stock Transfer Agent as of the Voting Record Date in connection with the distribution and tabulation of the non-voting Class 8 Old Parent Interest Opt-Out Notice and Opt-Out Form. A Certificate of Service evidencing the service of the foregoing was filed with the Court on August 28, 2020 [Docket No. 328].

8. On August 20, 2020, KCC posted links to the electronic versions of the Confirmation Hearing Notice, Disclosure Statement Order, Plan, and *Disclosure Statement for the Joint Plan of Reorganization for Hi-Crush Inc. and its Affiliated Debtors Under Chapter 11 of the Bankruptcy Code* [Docket No. 290] (the “**Disclosure Statement**”) on the face of the public access website www.kccllc.net/hicrush.

9. The Disclosure Statement Order and Solicitation Procedures established

² Terms not otherwise described herein shall have the meanings ascribed to them in the Disclosure Statement Order.

September 18, 2020 at 5:00 p.m. (prevailing Central Time) as the deadline for receiving ballots to accept or reject the Plan (the “**Voting Deadline**”). KCC received and tabulated the ballots submitted to vote on the Plan. Each Ballot submitted to KCC was date-stamped, scanned, assigned a ballot number, entered into KCC’s voting database, and processed in accordance with the Solicitation Procedures. To be included in the tabulation results as valid, a paper or electronic ballot must have been: (a) properly completed pursuant to the Solicitation Procedures, (b) executed by the relevant Holder entitled to vote on the Plan (or such Holder’s representative), (c) in the case of Class 4 Prepetition Notes Claims Master Ballots, tabulated against the security position amounts appearing for each Nominee as listed on the security position reports received from DTC, and tabulated in accordance with the tabulation rules outlined in the Disclosure Statement Order, (d) returned to KCC via an approved method of delivery set forth in the Solicitation Procedures, unless the delivery method requirement was waived by the Debtor, and (e) received by KCC on or before the Voting Deadline, unless such deadline was extended by the Debtor in accordance with the Solicitation Procedures Order.

10. The final ballot report containing the summary report of the Voting Classes is attached hereto as **Exhibit A**. As shown on Exhibit A, both Class 4 Prepetition Notes Claims and Class 5 General Unsecured Claims have voted to accept the Plan with respect to each Debtor, except as stated below³.

11. The detailed ballot reports for Class 4 Prepetition Notes Claims and Class 5 General Unsecured Claims are attached as **Exhibit B**.

12. Attached as **Exhibit C** is a report of any ballots that were not included in the tabulation above because they did not satisfy the requirements for a valid ballot as set forth in the

³ With respect to the following Debtors, no ballots were submitted by Holders of Class 5 General Unsecured Claims: BulkTracer Holdings LLC; FB Industries USA, Inc.; FB Logistics, LLC; Hi-Crush Canada Inc.; Hi-Crush Holdings LLC; Hi-Crush Investments Inc.; Hi-Crush PODS LLC; Hi-Crush Services LLC; OnCore Processing LLC; PDQ Properties LLC; Pronghorn Logistics Holdings, LLC; and PropDispatch LLC.

Disclosure Statement Order and Solicitation Procedures (the “**Unacceptable Ballots**”).

13. A report of any parties in Classes 1, 2, 3 and 8 that elected to opt-out on their Opt-Out Forms is attached hereto as **Exhibit D**.

14. For the avoidance of doubt, this Declaration does not certify the validity or enforceability of any opt-out elections received and reported on the exhibits hereto, but rather this Declaration is providing such information for reporting and informational purposes only.

15. Attached as **Exhibit E** is a report of Opt-Out Forms that were unacceptable because they did not satisfy the requirements for a valid Opt-Out as set forth in the Disclosure Statement Order and Solicitation Procedures (the “**Unacceptable Opt-Outs**”).

16. To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission and tabulation of ballots in connection with the Plan is true and correct. The ballots received by KCC are stored at KCC’s office and are available for inspection by or submission to this Court.

Dated: September 21, 2020

/s/ Varouj Bakhshian
Varouj Bakhshian

Exhibit A

Ballot Summary Report

Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors

Case No. 20-33495 (DRJ)

Class 4 and Class 5 Voting Summary

Class Description	Members Voted	Members Accepted	Members Rejected	% Members Accepted	% Members Rejected	Total Amount Voted	Amount Accepted	Amount Rejected	% Amount Accepted	% Amount Rejected
<u>Class 4 - Prepetition Notes Claims</u>										
Class 4 - Prepetition Notes Claims	137	137	0	100.00%	0.00%	\$435,274,000.00	\$435,274,000.00	\$0.00	100.00%	0.00%
<u>Class 5 General Unsecured Claims</u>										
Class 5 GUC - Hi-Crush Inc.	31	28	3	90.32%	9.68%	\$34,766,827.74	\$34,652,764.34	\$114,063.40	99.67%	0.33%
Class 5 GUC - BulkTracer Holdings LLC	0	0	0	0.00%	0.00%	\$0.00	\$0.00	\$0.00	0.00%	0.00%
Class 5 GUC - D & I Silica, LLC	10	9	1	90.00%	10.00%	\$40,434,139.77	\$40,157,038.96	\$277,100.81	99.31%	0.69%
Class 5 GUC - FB Industries USA Inc.	0	0	0	0.00%	0.00%	\$0.00	\$0.00	\$0.00	0.00%	0.00%
Class 5 GUC - FB Logistics, LLC	0	0	0	0.00%	0.00%	\$0.00	\$0.00	\$0.00	0.00%	0.00%
Class 5 GUC - Hi-Crush Augusta LLC	2	2	0	100.00%	0.00%	\$1,519.00	\$1,519.00	\$0.00	100.00%	0.00%
Class 5 GUC - Hi-Crush Blair LLC	1	1	0	100.00%	0.00%	\$73.62	\$73.62	\$0.00	100.00%	0.00%
Class 5 GUC - Hi-Crush Canada Inc.	0	0	0	0.00%	0.00%	\$0.00	\$0.00	\$0.00	0.00%	0.00%
Class 5 GUC - Hi-Crush Holdings LLC	0	0	0	0.00%	0.00%	\$0.00	\$0.00	\$0.00	0.00%	0.00%
Class 5 GUC - Hi-Crush Investments Inc.	0	0	0	0.00%	0.00%	\$0.00	\$0.00	\$0.00	0.00%	0.00%
Class 5 GUC - Hi-Crush LMS LLC	4	4	0	100.00%	0.00%	\$13,890,845.64	\$13,890,845.64	\$0.00	100.00%	0.00%
Class 5 GUC - Hi-Crush Permian Sand LLC	6	6	0	100.00%	0.00%	\$99,511.92	\$99,511.92	\$0.00	100.00%	0.00%
Class 5 GUC - Hi-Crush PODS LLC	0	0	0	0.00%	0.00%	\$0.00	\$0.00	\$0.00	0.00%	0.00%
Class 5 GUC - Hi-Crush Proppants LLC	1	1	0	100.00%	0.00%	\$83,279.69	\$83,279.69	\$0.00	100.00%	0.00%
Class 5 GUC - Hi-Crush Services LLC	0	0	0	0.00%	0.00%	\$0.00	\$0.00	\$0.00	0.00%	0.00%
Class 5 GUC - Hi-Crush Whitehall LLC	1	1	0	100.00%	0.00%	\$57.58	\$57.58	\$0.00	100.00%	0.00%
Class 5 GUC - Hi-Crush Wyeville Operating LLC	3	3	0	100.00%	0.00%	\$1,184,800.57	\$1,184,800.57	\$0.00	100.00%	0.00%
Class 5 GUC - OnCore Processing LLC	0	0	0	0.00%	0.00%	\$0.00	\$0.00	\$0.00	0.00%	0.00%
Class 5 GUC - PDQ Properties LLC	0	0	0	0.00%	0.00%	\$0.00	\$0.00	\$0.00	0.00%	0.00%
Class 5 GUC - Pronghorn Logistics, LLC	4	3	1	75.00%	25.00%	\$119,768.48	\$118,319.92	\$1,448.56	98.79%	1.21%
Class 5 GUC - Pronghorn Logistics Holdings, LLC	0	0	0	0.00%	0.00%	\$0.00	\$0.00	\$0.00	0.00%	0.00%
Class 5 GUC - PropDispatch LLC	0	0	0	0.00%	0.00%	\$0.00	\$0.00	\$0.00	0.00%	0.00%
Class 5 Total:	63	58	5	92.06%	7.94%	\$ 90,580,824.01	\$ 90,188,211.24	\$ 392,612.77	99.57%	0.43%

Exhibit B

Ballot Detail Report

CUSIP Number	Nominee Name	Total Number of Accounts Voting	Number Accepted	Number Rejected	Total Principal Amount Voted	Principal Amount Voting Accept	Principal Amount Voting Reject	Opt Out Election
428337AA7	GOLDMAN	1	1	0	\$9,000,000.00	\$9,000,000.00	\$0.00	No
428337AA7	NFS LLC	1	1	0	\$200,000.00	\$200,000.00	\$0.00	No
428337AA7	JPMS/JPMC	5	5	0	\$31,065,000.00	\$31,065,000.00	\$0.00	No
428337AA7	BOFA/FIX	1	1	0	\$2,715,000.00	\$2,715,000.00	\$0.00	No
428337AA7	BANK OF NY	3	3	0	\$4,333,000.00	\$4,333,000.00	\$0.00	No
428337AA7	JPMCBNA	2	2	0	\$207,295,000.00	\$207,295,000.00	\$0.00	No
428337AA7	BNYMEL/TST	1	1	0	\$60,000.00	\$60,000.00	\$0.00	No
428337AA7	SSB&T CO	18	18	0	\$19,204,000.00	\$19,204,000.00	\$0.00	No
428337AA7	BNYM/SPDR	1	1	0	\$1,184,000.00	\$1,184,000.00	\$0.00	No
428337AA7	JPMCB/CTC	3	3	0	\$105,056,000.00	\$105,056,000.00	\$0.00	No
428337AA7	PNC BK, NA	1	1	0	\$50,000.00	\$50,000.00	\$0.00	No
428337AA7	NRTHRN TR	6	6	0	\$5,237,000.00	\$5,237,000.00	\$0.00	No
428337AA7	US BANK NA	3	3	0	\$6,961,000.00	\$6,961,000.00	\$0.00	No
428337AA7	BOFA/SFKPG	5	5	0	\$37,454,000.00	\$37,454,000.00	\$0.00	No
428337AA7	BNY/NA	1	1	0	\$2,000,000.00	\$2,000,000.00	\$0.00	No
U4322HAA0	WELLS CLRG	1	1	0	\$200,000.00	\$200,000.00	\$0.00	No
U4322HAA0	INT BROKER	5	5	0	\$437,000.00	\$437,000.00	\$0.00	No
U4322HAA0	JPMCBNA	3	3	0	\$2,000,000.00	\$2,000,000.00	\$0.00	No
U4322HAA0	FIDELITY	76	76	0	\$823,000.00	\$823,000.00	\$0.00	No
	TOTAL:	137	137	0	\$435,274,000.00	\$435,274,000.00	\$0.00	

Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors

Case No. 20-33495 (DRJ)

Class 5 General Unsecured Claims - Hi-Crush Inc.

Date Filed	Ballot No.	Creditor Name	Voting Amount	Accept or Reject?	Opt Out Election
09/16/2020	59	Bridge Funding Group, Inc.	\$372,491.26	Accept	No
09/16/2020	58	Bridge Funding Group, Inc.	\$990,899.08	Accept	No
09/05/2020	29	Carl Szczesny	\$2,000.00	Accept	No
08/26/2020	14	Carolyn Lea Nickols	\$7,212.47	Accept	No
09/01/2020	23	De Lage Landen Financial Services, Inc.	\$47,547.51	Accept	No
09/16/2020	49	Dell Marketing, L.P.	\$43,946.78	Accept	No
09/03/2020	26	Eric Tremmel	\$1,906.32	Accept	No
08/28/2020	18	FET - FEDERATION OF ENVIRONMENTAL TECHNOLOGISTS, INC.	\$750.00	Accept	No
09/18/2020	63	GREENBRIER LEASING COMPANY LLC	\$14,981,942.74	Accept	No
08/27/2020	16	Gulf Coast Bank and Trust Company	\$55,801.47	Reject	No
08/31/2020	2	HILLER PRINTING	\$1,407.25	Accept	No
09/18/2020	72	HORNING LEASING LLC	\$14,626.39	Accept	No
08/25/2020	10	JAMES, ELDEN	\$1.00	Accept	No
09/10/2020	38	Jerome Palazzolo	\$171.53	Accept	Yes
08/31/2020	1	Jerry D Gilbert	\$1.00	Accept	No
09/08/2020	35	Mark Terry	\$1.00	Reject	No
08/31/2020	3	Miltiadis Hatzidakis	\$1.00	Accept	No
09/14/2020	44	MJ Slade LLC Myrland Slade Owner	\$15,389.14	Accept	No
09/16/2020	50	Mr Bhavik Shashi Patel	\$1,797.00	Accept	No
09/17/2020	61	MUL Railcars, Inc.	\$17,968,595.00	Accept	No
08/26/2020	13	NORTH FAYETTE COUNTY MUNICIPAL AUTHORITY	\$413.19	Accept	No
09/08/2020	32	Robert Denmark	\$13,450.50	Accept	No
09/08/2020	33	Robert L. Tatko	\$5,000.00	Accept	No
09/08/2020	37	Sarah M. Tatko	\$5,000.00	Accept	No
09/16/2020	56	SIRIUS SOLUTIONS, LLP	\$50,085.00	Accept	No
09/03/2020	27	Steve Bien	\$1.00	Accept	No
09/18/2020	66	TBC. INC.	\$13,429.72	Accept	No
09/18/2020	64	TRIUMPH BUSINESS CAPITAL	\$18,958.08	Accept	No
09/16/2020	52	Vinson & Elkins LLP	\$72,160.00	Accept	Yes
08/25/2020	8	West Texas Gas, Inc.	\$58,260.93	Reject	No
09/10/2020	42	Wooster Motor Ways, Inc.	\$23,581.38	Accept	No

Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors

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Class 5 General Unsecured Claims - D and I Silica, LLC

Date Filed	Ballot No.	Creditor Name	Voting Amount	Accept or Reject?	Opt Out Election
09/16/2020	57	Bridge Funding Group, Inc.	\$372,491.26	Accept	No
09/16/2020	60	Bridge Funding Group, Inc.	\$990,899.08	Accept	No
09/16/2020	54	Buffalo Pittsburgh Railroad Inc.	\$1,482.00	Accept	No
09/18/2020	69	C.K. Industries, Inc.	\$277,100.81	Reject	Yes
09/18/2020	70	Chicago Freight Car Leasing Co.	\$38,699,669.78	Accept	No
08/26/2020	11	NEW YORK SUSQUEHANNA & WESTERN	\$40,209.86	Accept	No
08/26/2020	12	NORTH FAYETTE COUNTY MUNICIPAL AUTHORITY	\$436.31	Accept	No
09/01/2020	5	NORTHERN TIER SOLID WASTE AUTHORITY	\$527.89	Accept	No
09/16/2020	53	THE MAHONING VALLEY RAILWAY COMPANY	\$51,078.75	Accept	No
09/16/2020	48	VILLAGE OF MINGO JUNCTION	\$244.03	Accept	No

Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors

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Class 5 General Unsecured Claims - Hi-Crush Augusta LLC

Date Filed	Ballot No.	Creditor Name	Voting Amount	Accept or Reject?	Opt Out Election
09/04/2020	28	DAVEY LAWN CARE, LLC	\$1,477.00	Accept	No
09/08/2020	30	EAU CLAIRE ENERGY COOPERATIVE	\$42.00	Accept	No

Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors

Case No. 20-33495 (DRJ)

Class 5 General Unsecured Claims - Hi-Crush Blair LLC

Voting					
Date Filed	Ballot No.	Creditor Name	Amount	Accept or Reject?	Opt Out Election
09/16/2020	47	CULLIGAN	\$73.62	Accept	No

Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors

Case No. 20-33495 (DRJ)

Class 5 General Unsecured Claims - Hi-Crush LMS LLC

Date Filed	Ballot No.	Creditor Name	Voting Amount	Accept or Reject?	Opt Out Election
09/18/2020	62	BASIN DISPOSAL INC.	\$1,628.59	Accept	No
08/31/2020	22	Chevron U.S.A. Inc.	\$13,775,824.00	Accept	Yes
09/18/2020	71	TARGET LOGISTICS MANAGEMENT LLC	\$83,877.76	Accept	No
08/27/2020	17	THE KUNKLE GROUP, LLC	\$29,515.29	Accept	No

Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors

Case No. 20-33495 (DRJ)

Class 5 General Unsecured Claims - Hi-Crush Permian Sand LLC

Date Filed	Ballot No.	Creditor Name	Voting Amount	Accept or Reject?	Opt Out Election
08/25/2020	9	Dutcher Phipps Crane and Rigging Co.	\$24,816.00	Accept	No
08/31/2020	21	LEEK SAFETY & FIRE EQUIPMENT, INC.	\$2,552.56	Accept	No
09/03/2020	25	ORKIN PEST CONTROL	\$822.69	Accept	No
08/26/2020	15	STERLING CRANE LLC	\$2,337.40	Accept	No
09/18/2020	67	TBC. INC.	\$11,122.34	Accept	No
09/01/2020	7	West Texas Gas, Inc	\$57,860.93	Accept	No

Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors

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Class 5 General Unsecured Claims - Hi-Crush Proppants LLC

Date Filed	Ballot No.	Creditor Name	Voting Amount	Accept or Reject?	Opt Out Election
09/18/2020	65	TRIUMPH BUSINESS CAPITAL	\$83,279.69	Accept	No

Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors

Case No. 20-33495 (DRJ)

Class 5 General Unsecured Claims - Hi-Crush Whitehall LLC

Voting					
Date Filed	Ballot No.	Creditor Name	Amount	Accept or Reject?	Opt Out Election
09/16/2020	46	CULLIGAN	\$57.58	Accept	No

Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors

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Class 5 General Unsecured Claims - Hi-Crush Wyeville Operating LLC

Date Filed	Ballot No.	Creditor Name	Voting Amount	Accept or Reject?	Opt Out Election
09/18/2020	68	ALL AMERICAN DO IT CENTER	\$2,430.02	Accept	No
09/08/2020	31	ALLIED COOPERATIVE	\$5,000.33	Accept	No
09/16/2020	51	Rutlin, Kurt W.	\$1,177,370.22	Accept	No

Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors

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Class 5 General Unsecured Claims - Pronghorn Logistics, LLC

Date Filed	Ballot No.	Creditor Name	Voting Amount	Accept or Reject?	Opt Out Election
09/18/2020	73	HORNING LEASING LLC	\$769.81	Accept	No
08/30/2020	19	PGIP, LLC	\$47,544.54	Accept	No
08/30/2020	20	PGIP, LLC	\$70,005.57	Accept	No
09/10/2020	43	RAKA	\$1,448.56	Reject	No

Exhibit C

Unacceptable Ballot Report

Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors

Case No. 20-33495 (DRJ)

Class 5 General Unsecured Claims - Unacceptable Ballots

Date Filed	Ballot No.	Creditor Name	Voting			Reason		Debtor Name
			Amount	Accept or Reject?	Opt Out Election	Unacceptable		
09/14/2020	45	AIG Property Casualty, Inc.	\$1.00	Abstained	YES	Abstained	Hi-Crush Proppants LLC	
09/10/2020	41	AMERIPRIDE	\$2,367.30	Abstained	YES	Abstained	Hi-Crush Permian Sand LLC	
09/02/2020	24	CIT Bank, N.A.	\$310,077.68	Abstained	YES	Abstained	D & I Silica, LLC	
09/01/2020	6	Fred P Swing/Frederick P Swing Revocable Trust	\$1.00	Accept	NO	Not Signed	Hi-Crush Inc.	
08/31/2020	4	HILLER PRINTING	\$1,407.25	Abstained	NO	Abstained	FB Industries USA Inc.	
09/08/2020	36	MaryAnn D. Smith	\$13,500.00	Reject	NO	Not Signed	Hi-Crush Inc.	
09/08/2020	34	PIYUSH PATEL	\$2,656.79	Accept	NO	Not Signed	Hi-Crush Inc.	
09/10/2020	39	QUARNE FAMILY LLC	\$561,500.00	Abstained	YES	Abstained	Hi-Crush Blair LLC	
09/10/2020	40	WEST LINCOLN LLC	\$100.00	Abstained	NO	Abstained	Hi-Crush Whitehall LLC	

Exhibit D

Opt-Out Report

Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors

Case No. 20-33495 (DRJ)

Classes 1, 2 and 3 Opt-Outs

Date Filed	Creditor Name	Class	Opt Out Election
09/16/2020	Brady Lusk	Class 1 - Other Priority Claims	YES

CUSIP Number	Nominee Name	Total Number of Accounts Electing to Opt-Out of Releases	Total Interest Amount Electing to Opt-Out of Releases
428337109	GOLDMAN	2	24,286
428337109	BROWN BROS	1	36,963
428337109	MSSB	13	10,503
428337109	MORGAN LLC	2	24,286
428337109	JONES E D	22	21,081
428337109	VANGUARD	28	31,799
428337109	LPL LLC	16	5,308
428337109	WEDBUSH	1	900
428337109	WELLS CLRG	41	91,317
428337109	APEX CLEAR	15	29,249
428337109	BOFA	2	67,447
428337109	CHS SCHWAB	135	227,915
428337109	TD AMERITR	151	838,097
428337109	UBS FINAN	14	232,657
428337109	NFS LLC	143	748,485
428337109	RBCCAPMKTS	22	60,521
428337109	HILLTOPSEC	5	18,931
428337109	JPMS/JPMC	10	6,198
428337109	DAVIDSON	1	200
428337109	E*TRADE	91	373,563
428337109	PERSHING	27	47,635
428337109	INT BROKER	11	97,335
428337109	R W BAIRD	3	750
428337109	OPPENHEIME	1	100
428337109	CETERA	1	850
428337109	RAYMOND	25	59,370
428337109	INTL FCSTN	3	2,100
428337109	AEIS INC	12	55,783
428337109	STIFEL	19	24,365
428337109	BANK OF NY	9	29,743
428337109	JPMCBNA	1	7,000
428337109	CITIBANK	3	14,020
428337109	SSB&T CO	1	500
428337109	SEI PRIVAT	1	500
428337109	RTC/SWMS2	1	5,000
428337109	SSB/FRANK	1	1,000
428337109	US BANK NA	1	5,181
428337109	NBFI INC	1	2,670
428337109	SCOTIA	3	10,800
428337109	CIBCWRDL	3	20,874
428337109	TD WATER	5	11,020
428337109	BMO NSBT	4	13,200
428337109	CRED/CDS	1	200
428337109	QUES/CDS	1	1,000
428337109	RHSECURLLC	145	125,785
428337109	MLPFS/8862	27	75,626
	TOTAL:	1025	3,462,113

Exhibit E

Unacceptable Opt-Out Report

Case No. 20-33495 (DRJ)

Unacceptable Opt-Outs

Class	Ballot No.	Creditor Name	Date Received	Shares Held	Instruct to Opt-Out	Reason Unacceptable
8	N/A	FRED SWING	9/1/2020	700	UNKNOWN	Registered Shareholder - only submitted signature page of form; no reference to Opt-Out election
8	N/A	WILLIAM TERRY GOLDEN	8/31/2020	150	UNKNOWN	Registered Shareholder - only submitted signature page of form; no reference to Opt-Out election
8	N/A	ROZA GALUSTYAN	9/18/2020	UNKNOWN	Yes	Improperly submitted Beneficial Holder Opt-Out Form; should have been returned to Nominee for processing and reporting on a Master Opt-Out Form
8	N/A	JOHN EPPLING	9/1/2020	UNKNOWN	Yes	Improperly submitted Beneficial Holder Opt-Out Form; should have been returned to Nominee for processing and reporting on a Master Opt-Out Form
8	N/A	SHELLY KING	9/10/2020	UNKNOWN	Yes	Improperly submitted Beneficial Holder Opt-Out Form; should have been returned to Nominee for processing and reporting on a Master Opt-Out Form