

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

----- X
In re: : Chapter 11
: :
HI-CRUSH INC., : Case No. 20-33495 (DRJ)
: :
Debtor. : :
: :
Tax I.D. No. 90-0840530 : :
----- X

In re: : Chapter 11
: :
ONCORE PROCESSING LLC, : Case No. 20-33496 (DRJ)
: :
Debtor. : :
: :
Tax I.D. No. 83-4499403 : :
----- X

In re: : Chapter 11
: :
HI-CRUSH AUGUSTA LLC, : Case No. 20-33497 (DRJ)
: :
Debtor. : :
: :
Tax I.D. No. 90-0930668 : :
----- X

In re: : Chapter 11
: :
HI-CRUSH WHITEHALL LLC, : Case No. 20-33498 (DRJ)
: :
Debtor. : :
: :
Tax I.D. No. 38-3915562 : :
----- X

In re: : Chapter 11
: :
PDQ PROPERTIES LLC, : Case No. 20-33499 (DRJ)
: :
Debtor. : :
: :
Tax I.D. No. 37-1779169 : :
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 In re: : Chapter 11
 :
 HI-CRUSH WYEVILLE OPERATING LLC, : Case No. 20-33500 (DRJ)
 :
 Debtor. :
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 Tax I.D. No. 27-4395797 :

X
 In re: : Chapter 11
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 D & I SILICA, LLC, : Case No. 20-33501 (DRJ)
 :
 Debtor. :
 :
 Tax I.D. No. 20-4999957 :

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 In re: : Chapter 11
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 HI-CRUSH BLAIR LLC, : Case No. 20-33502 (DRJ)
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 Tax I.D. No. 38-3937094 :

X
 In re: : Chapter 11
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 HI-CRUSH LMS LLC, : Case No. 20-33503 (DRJ)
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 Debtor. :
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 Tax I.D. No. – N/A :

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 In re: : Chapter 11
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 HI-CRUSH INVESTMENTS INC., : Case No. 20-33504 (DRJ)
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 Debtor. :
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 Tax I.D. No. 38-4026547 :
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 In re: : Chapter 11
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 HI-CRUSH PERMIAN SAND LLC, : Case No. 20-33505 (DRJ)
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 Debtor. :
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 Tax I.D. No. – N/A :
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In re: : Chapter 11
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 HI-CRUSH PROPPANTS LLC, : Case No. 20-33506 (DRJ)
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 Debtor. :
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 Tax I.D. No. 27-3830770 :
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In re: : Chapter 11
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 HI-CRUSH PODS LLC, : Case No. 20-33507 (DRJ)
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 Debtor. :
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 Tax I.D. No. – N/A :
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In re: : Chapter 11
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 HI-CRUSH CANADA INC., : Case No. 20-33508 (DRJ)
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 Tax I.D. No. 61-1749195 :
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In re: : Chapter 11
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 HI-CRUSH HOLDINGS LLC, : Case No. 20-33509 (DRJ)
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 Debtor. :
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 Tax I.D. No. – N/A :
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 In re: : Chapter 11
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 HI-CRUSH SERVICES LLC, : Case No. 20-33510 (DRJ)
 :
 Debtor. :
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 Tax I.D. No. 61-1686206 :
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In re: : Chapter 11
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 BULKTRACER HOLDINGS LLC, : Case No. 20-33511 (DRJ)
 :
 Debtor. :
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 Tax I.D. No. 47-3224085 :
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In re: : Chapter 11
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 PRONGHORN LOGISTICS HOLDINGS, LLC, : Case No. 20-33512 (DRJ)
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 Debtor. :
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 Tax I.D. No. 82-4725223 :
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In re: : Chapter 11
 :
 FB INDUSTRIES USA INC., : Case No. 20-33513 (DRJ)
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 Debtor. :
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 Tax I.D. No. 90-0868208 :
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In re: : Chapter 11
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 PROPDISPATCH LLC, : Case No. 20-33514 (DRJ)
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 Debtor. :
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 Tax I.D. No. – N/A :
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In re:	: Chapter 11
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PRONGHORN LOGISTICS, LLC,	: Case No. 20-33515 (DRJ)
	: :
Debtor.	: :
	: :
Tax I.D. No. 82-2154547	: :
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In re:	: Chapter 11
	: :
FB LOGISTICS, LLC,	: Case No. 20-33516 (DRJ)
	: :
Debtor.	: :
	: :
Tax I.D. No. 47-1928641	: :
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DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN ORDER DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES

EMERGENCY RELIEF HAS BEEN REQUESTED. A HEARING WILL BE CONDUCTED ON THIS MATTER ON JULY 13, 2020 AT 3:30 P.M. IN COURTROOM 400, 4th FLOOR, UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS, 515 RUSK STREET, HOUSTON, TEXAS 77002. IF YOU OBJECT TO THE RELIEF REQUESTED OR YOU BELIEVE THAT EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU MUST EITHER APPEAR AT THE HEARING OR FILE A WRITTEN RESPONSE PRIOR TO THE HEARING. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

RELIEF IS REQUESTED NOT LATER THAN JULY 13, 2020.

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.

It is anticipated that all persons will appear telephonically and also may appear via video at this hearing.

Audio communication will be by use of 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.

Parties may participate in electronic hearings by use of an internet connection. The internet site is www.join.me. Persons connecting by mobile device will need to download the free join.me application.

Once connected to www.join.me, a participant must select "join a meeting". The code for joining this hearing before Judge Jones is "judgejones". The next screen will have a place for the participant's name in the lower left corner. Please complete the name

and click "Notify".

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 & 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 hit 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.

The above-captioned debtors and debtors in possession (collectively, the "**Debtors**") respectfully state the following in support of this emergency motion (this "**Motion**"):

RELIEF REQUESTED

1. The Debtors request entry of an order, substantially in the form attached hereto (the "**Order**"): (a) directing procedural consolidation and joint administration of the Debtors' Chapter 11 Cases, and (b) granting related relief. The Debtors request that one file and one docket be maintained for all of the jointly-administered cases under the case of Hi-Crush Inc., Case No. 20-33495 and that the cases be administered under a consolidated caption, as follows:

**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., <i>et al.</i> , ¹	:	Case No. 20-33495 (DRJ)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

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. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

3. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors, other than Hi-Crush Inc., to reflect the joint administration of these Chapter 11 Cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration of the Chapter 11 Cases of: Hi-Crush Inc., Case No. 20-33495; OnCore Processing LLC, Case No. 20-33496; Hi-Crush Augusta LLC, Case No. 20-33497; Hi-Crush Whitehall LLC, Case No. 20-33498; PDQ Properties LLC, Case No. 20-33499; Hi-Crush Wyeville Operating LLC, Case No. 20-33500; D & I Silica, LLC, Case No. 20-33501; Hi-Crush Blair LLC, Case No. 20-33502; Hi-Crush LMS LLC, Case No. 20-33503; Hi-Crush Investments Inc., Case No. 20-33504; Hi-Crush Permian Sand LLC, Case No. 20-33505; Hi-Crush Proppants LLC, Case No. 20-33506; Hi-Crush PODS LLC, Case No. 20-33507; Hi-Crush Canada Inc., Case No. 20-33508; Hi-Crush Holdings LLC, Case No. 20-33509; Hi-Crush Services LLC, Case No. 20-33510; BulkTracer Holdings LLC, Case No. 20-33511; Pronghorn Logistics Holdings, LLC, Case No. 20-33512; FB Industries USA Inc., Case No. 20-33513; PropDispatch LLC, Case No. 20-33514; Pronghorn Logistics, LLC, Case No. 20-33515; and FB Logistics, LLC, Case No. 20-33516. **All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, Case No. 20-33495 (DRJ).**

4. The Debtors further request authority to file any monthly operating reports and post-effective date quarterly operating reports on a consolidated basis for the jointly-administered Debtors, provided that income and disbursements are tracked and broken out on a Debtor-by-Debtor basis.

JURISDICTION AND VENUE

5. The United States Bankruptcy Court for the Southern District of Texas (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and this Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The bases for the relief requested herein are sections 105(a) and 342(c) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), rules 1005, 1015 and 2002 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), rule 1015-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “**Bankruptcy Local Rules**”), and the Procedures for Complex Chapter 11 Cases in the Southern District of Texas (the “**Complex Case Procedures**”).

BACKGROUND

7. On the date hereof (the “**Petition Date**”), the Debtors filed voluntary petitions in this Court commencing cases for relief under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”). The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of these Chapter 11 Cases, is set forth in detail in the *Declaration of J. Philip McCormick, Jr., Chief Financial Officer of the Debtors, in Support of Chapter 11 Petitions and First Day Pleadings* (the “**First Day Declaration**”), filed contemporaneously herewith and which is fully incorporated herein by reference.

8. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108. As of the date hereof, no

trustee or examiner has been requested in these Chapter 11 Cases, and no committees have been appointed or designated.

BASIS FOR RELIEF

9. Bankruptcy Rule 1015(b) provides that “if . . . two or more petitions are pending in the same court by or against . . . (2) a partnership and one or more of its general partners, or (3) two or more general partners, or (4) a debtor and an affiliate, the court may order joint administration of the estates.” *See* Fed. R. Bankr. P. 1015(b). The Debtor entities that commenced these Chapter 11 Cases include Hi-Crush Inc. and its direct and indirect subsidiaries.

10. Section 101(2)(A) of the Bankruptcy Code provides that an “affiliate” is an “entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor” 11 U.S.C. § 101(2)(A). Hi-Crush Inc. holds directly or indirectly 20 percent or more of the outstanding equity interests of each of the respective Debtors. As such, the Debtors are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code and as used in Bankruptcy Rule 1015(b). Accordingly, the Bankruptcy Code and the Bankruptcy Rules authorize the Court to grant the relief requested herein. Bankruptcy Local Rule 1015-1 further provides for the joint administration of related chapter 11 cases.

11. Joint administration of these Chapter 11 Cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these Chapter 11 Cases will affect all Debtor entities. The entry of an order directing joint administration of these Chapter 11 Cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the

United States Trustee and all parties in interest to monitor these Chapter 11 Cases with greater ease and efficiency.

12. The rights of the respective creditors of each of the Debtors will not be adversely affected by joint administration of these cases inasmuch as the relief sought is purely procedural and is in no way intended to affect substantive rights. Each creditor and party in interest will maintain whatever rights it has against the particular estate in which it allegedly has a claim or right. In addition, all creditors will benefit from the reduction in costs that will result from joint administration.

13. The Debtors submit that use of the simplified, consolidated caption proposed herein, without reference to their respective tax identification numbers and other detail specified by section 342(c) of the Bankruptcy Code and Bankruptcy Rule 2002(n), will eliminate cumbersome and confusing procedures and ensure a uniformity of pleading identification. Further, such case-specific information will be listed in the petitions for each Debtor, which are publicly available to parties in interest or will be provided by the Debtors upon request; and this information will be included in key notices to parties in interest, such as the notices required under Bankruptcy Rules 2002(a)(1), 2002(a)(7), and 2002(b), as made applicable to these Chapter 11 Cases. Therefore, the Debtors submit that the policies behind the requirements of Bankruptcy Code section 342(c) and Bankruptcy Rules 1005, 1015, and 2002(n) have been satisfied.

EMERGENCY CONSIDERATION

14. The Debtors respectfully request emergency consideration of this Motion pursuant to Bankruptcy Local Rule 9013-1(i) and Bankruptcy Rule 6003, which authorizes a court to grant relief within the first 21 days after the commencement of a chapter 11 case “to the extent that relief is necessary to avoid immediate and irreparable harm.” To avoid confusion and

undue administrative burden and costs, it is critical that the cases be jointly administered immediately following the Petition Date, a period during which there will be a significant volume of docket filings and other procedural events. As described herein and in the First Day Declaration, the Debtors believe an immediate and orderly transition into operations under chapter 11 is in the best interest of the Debtors. Furthermore, failure to receive the requested relief during the first twenty-one days of these Chapter 11 Cases would disrupt the Debtors' operations and restructuring efforts. Accordingly, the Debtors submit that they have satisfied the "immediate and irreparable harm" standard of Bankruptcy Rule 6003 and, therefore, respectfully request that the Court approve the relief requested in this Motion on an emergency basis.

BANKRUPTCY RULE 6004 SHOULD BE WAIVED

15. To the extent that any aspect of the relief sought herein constitutes a use of property under section 363(b) of the Bankruptcy Code, the Debtors request a waiver of the notice requirements under Bankruptcy Rule 6004(a) and the fourteen-day stay under Bankruptcy Rule 6004(h). As described above, the relief that the Debtors request in this Motion is immediately necessary in order for the Debtors to be able to continue to operate their businesses and preserve the value of their estates. The Debtors respectfully request that the Court waive the notice requirements imposed by Bankruptcy Rule 6004(a) and the fourteen-day stay imposed by Bankruptcy Rule 6004(h), as the exigent nature of the relief sought herein justifies immediate relief.

NOTICE

16. Notice of this Motion will be given to: (i) the United States Trustee for the Southern District of Texas; (ii) the parties included on the Debtors' consolidated list of the holders of the 30 largest unsecured claims against the Debtors; (iii) Simpson Thatcher & Bartlett LLP, as counsel to the agent for the Debtors' prepetition secured asset-based revolving credit

facility; (iv) U.S. Bank National Association, as indenture trustee for the Debtors' prepetition notes; (v) counsel to that certain ad hoc group of holders of prepetition senior notes (the "**Ad Hoc Group**") (a) Paul, Weiss, Rifkind, Wharton & Garrison LLP, and (b) Porter Hedges LLP; (vi) counsels to the agents under the Debtors' postpetition credit facilities; (vii) the United States Attorney's Office for the Southern District of Texas; (viii) the Internal Revenue Service; (ix) the Securities and Exchange Commission; (x) the state attorneys general for states in which the Debtors conduct business; and (xi) all parties that have requested or that are required to receive notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Debtors submit that no other or further notice is required or needed under the circumstances.

17. A copy of this Motion is available on (i) the Court's website: www.txs.uscourts.gov, and (ii) the website maintained by the Debtors' proposed Claims and Noticing Agent, Kurtzman Carson Consultants LLC, at www.kccllc.net/hicrush.

[Remainder of page intentionally left blank]

WHEREFORE, the Debtors respectfully request that the Court enter the Order, substantially in the form attached hereto, granting the relief requested in the Motion and such other and further relief as may be just and proper.

Signed: July 12, 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)
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885 Third Avenue
New York, New York 10022
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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 12, 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

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

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In re:	:	Chapter 11
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HI-CRUSH INC.,	:	Case No. 20-33495 (DRJ)
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Debtor.	:	
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Tax I.D. No. 90-0840530	:	
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Tax I.D. No. 90-0930668	:	
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In re: : Chapter 11
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 Tax I.D. No. 90-0868208 :
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In re: : Chapter 11
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 PROPDISPATCH LLC, : Case No. 20-33514 (DRJ)
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 Tax I.D. No. – N/A :
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In re:	:	Chapter 11
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PRONGHORN LOGISTICS, LLC,	:	Case No. 20-33515 (DRJ)
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Debtor.	:	
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Tax I.D. No. 82-2154547	:	
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In re:	:	Chapter 11
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FB LOGISTICS, LLC,	:	Case No. 20-33516 (DRJ)
	:	
Debtor.	:	
	:	
Tax I.D. No. 47-1928641	:	
-----	X	

**ORDER DIRECTING JOINT ADMINISTRATION OF
RELATED CHAPTER 11 CASES**

[Relates to Motion at Docket No.]

Upon the emergency motion (the “**Motion**”)¹ of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for entry of an order (this “**Order**”) (a) directing the joint administration of the Debtors’ Chapter 11 Cases for procedural purposes only and (b) granting related relief, 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; 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 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 Order having been withdrawn, resolved, or overruled; and

¹ Capitalized terms used but not otherwise defined herein have the meanings given to them in the Motion.

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 Order, it is hereby

ORDERED THAT:

1. The above-captioned cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 20-33495 (DRJ). All of the jointly administered cases not previously assigned to Judge Jones are transferred to Judge Jones.

2. Additionally, the following checked items are ordered:

- a. One disclosure statement and plan of reorganization may be filed for all of the cases by any plan proponent.
- b. Parties may request joint hearings on matters pending in any of the jointly administered cases.
- c. Other: See below.

3. The caption of the jointly administered cases should read as follows:

**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	

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.

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

5. All pleadings and other documents to be filed in the jointly administered cases shall be filed and docketed in the case of Hi-Crush Inc., *et al.*, Case No. 20- 33495 (DRJ).

6. A docket entry, substantially similar to the following, shall be entered on the dockets of each of the Debtors other than Hi-Crush Inc. to reflect the joint administration of these Chapter 11 Cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration of the Chapter 11 Cases of: Hi-Crush Inc., Case No. 20-33495; OnCore Processing LLC, Case No. 20-33496; Hi-Crush Augusta LLC, Case No. 20-33497; Hi-Crush Whitehall LLC, Case No. 20-33498; PDQ Properties LLC, Case No. 20-33499; Hi-Crush Wyeville Operating LLC, Case No. 20-33500; D & I Silica, LLC, Case No. 20-33501; Hi-Crush Blair LLC, Case No. 20-33502; Hi-Crush LMS LLC, Case No. 20-33503; Hi-Crush Investments Inc., Case No. 20-33504; Hi-Crush Permian Sand LLC, Case No. 20-33505; Hi-Crush Proppants LLC, Case No. 20-33506; Hi-Crush PODS LLC, Case No. 20-33507; Hi-Crush Canada Inc., Case No. 20-33508; Hi-Crush Holdings LLC, Case No. 20-33509; Hi-Crush Services LLC, Case No. 20-33510; BulkTracer Holdings LLC, Case No. 20-33511; Pronghorn Logistics Holdings, LLC, Case No. 20-33512; FB Industries USA Inc., Case No. 20-33513; PropDispatch LLC, Case No. 20-33514; Pronghorn Logistics, LLC, Case No. 20-33515; and FB Logistics, LLC, Case No. 20-33516. **All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, Case No. 20-33495 (DRJ).**

7. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Southern District of Texas shall keep, one consolidated docket, one file, and one consolidated service list for these Chapter 11 Cases.

8. The Debtors may file monthly operating reports and post-effective date quarterly operating reports on a consolidated basis, but shall track and break out income and disbursements on a Debtor-by-Debtor basis.

9. Any party in interest may request joint hearings on matters pending in any of the Chapter 11 Cases.

10. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these Chapter 11 Cases, and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.

11. Notice of the Motion as provided therein shall be deemed good and sufficient notice thereof.

12. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this 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 Order.

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

Signed: _____, 2020

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE